

Harding David  
Form 4  
May 11, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harding David

(Last) (First) (Middle)  
35 CROSBY DRIVE  
(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HOLOGIC INC [HOLX]

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, International

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/09/2011                           |  | M                              | 93,308 A  | \$ 16.41  | 164,589  | D                                 |
| Common Stock <sup>(1)</sup>     | 05/09/2011                           |  | S                              | 93,308 D  | \$ 22.41 <sup>(1)</sup>   | 71,281   | D                                 |
| Common Stock                    | 05/09/2011                           |  | M                              | 50,000 A  | \$ 18.465   | 121,281  | D                                 |
| Common Stock <sup>(2)</sup>     | 05/09/2011                           |  | S                              | 50,000 D  | \$ 22.41 <sup>(2)</sup>   | 71,281   | D                                 |
| Common Stock                    | 05/09/2011                           |  | M                              | 16,000 A  | \$ 14.5   | 87,281   | D                                 |

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Common Stock <sup>(3)</sup> 05/09/2011 S 16,000 D \$ 22.4 <sup>(3)</sup> 71,281 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 14.5  | 05/09/2011                           |  | M                              | 16,000  | <u>(4)</u> 11/13/2015                                    | Common Stock  | 16,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 16.41   | 05/09/2011                           |  | M                              | 93,308  | <u>(6)</u> 10/04/2014                                    | Common Stock  | 93,308                     |
| Non-Qualified Stock Option (right to buy)  | \$ 18.465  | 05/09/2011                           |  | M                              | 50,000  | <u>(7)</u> 01/24/2012                                    | Common Stock  | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Harding David<br>35 CROSBY DRIVE<br>BEDFORD, MA 01730 |               |           | SVP, International |       |

## Signatures

By: Mark J. Casey, Attorney-In-Fact For: David P. Harding 05/11/2011

        Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transaction reported herein reflects an aggregate of sales whose prices ranged between \$22.40 and \$22.445. The Reporting Person further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

(2) The transaction reported herein reflects an aggregate of sales whose prices ranged between \$22.40 and \$22.438. The Reporting Person further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

(3) The transaction reported herein reflects an aggregate of sales whose prices ranged between \$22.40 and \$22.415. The Reporting Person further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

(4) This non-qualified stock option was originally issued on November 13, 2008 pursuant to the 2008 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning November 13, 2009.

(5) Price not applicable to this transaction.

(6) This non-qualified stock option was originally issued pursuant to Cytoc Corporation's 2004 Omnibus Stock Plan on October 4, 2004 and became fully exercisable on October 22, 2007 in connection with the merger.

(7) This non-qualified stock option was originally issued pursuant to Cytoc Corporation's 2004 Omnibus Stock Plan on January 24, 2006 and became fully exercisable on October 22, 2007 in connection with the merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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