

SULLIVAN PATRICK J
Form 4
December 10, 2007

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 *
SULLIVAN PATRICK J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
250 CAMPUS DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

MARLBOROUGH, MA 01752

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock <u>(1)</u> | 10/29/2007 | | M | | 60,000 A \$ 16.45 | 189,064 | D |
| Common Stock <u>(2)</u> | 10/29/2007 | | S | | 60,000 D \$ 66.7101 | 129,064 | D |
| Common Stock <u>(1)</u> | 10/30/2007 | | M | | 35,265 A \$ 16.45 | 164,329 | D |
| Common Stock <u>(3)</u> | 10/30/2007 | | M | | 24,735 A \$ 26.99 | 189,064 | D |
| Common Stock <u>(2)</u> | 10/30/2007 | | S | | 60,000 D \$ 66.8633 | 129,064 | D |
| | 10/31/2007 | | M | | 60,000 A \$ 26.99 | 189,064 | D |

Common
Stock ⁽³⁾

Common
Stock ⁽²⁾ 10/31/2007 S 60,000 D \$ 66.9857 129,064 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nun of S |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | \$ 16.45 | 10/29/2007 | | M | 60,000 | 10/22/2007 11/20/2013 | Common Stock | 60 | |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | \$ 16.45 | 10/30/2007 | | M | 35,265 | 10/22/2007 11/20/2013 | Common Stock | 35 | |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 26.99 | 10/30/2007 | | M | 24,735 | 10/22/2007 01/23/2011 | Common Stock | 24 | |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 26.99 | 10/31/2007 | | M | 60,000 | 10/22/2007 01/23/2011 | Common Stock | 60 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

SULLIVAN PATRICK J
250 CAMPUS DRIVE X
MARLBOROUGH, MA 01752

Signatures

By: Phyllis C. Howard, Attorney-in-Fact For: Patrick J.
Sullivan

10/31/2007

__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) Issued under Issuer's 1995 Stock Plan in transactions exempt from Section 16 under Rule 16b-3.
- (2) The sale reported on this Form 4 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on September 14, 2007.
- (3) Issued under Issuer's 2004 Omnibus Stock Plan in transactions exempt from Section 16 under Rule 16b-3.
- (4) Price not applicable to this transaction.

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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