

HOLOGIC INC
Form 4/A
January 16, 2008

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)
35 CROSBY DRIVE
(Street)

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

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

BEDFORD, MA 01730
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
12/10/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	10/29/2007		M		60,000	A	\$ 16.46
Common Stock <u>(2)</u>	10/29/2007		S		60,000	D	\$ 66.7101
Common Stock <u>(1)</u>	10/30/2007		M		35,265	A	\$ 16.46
Common Stock <u>(3)</u>	10/30/2007		M		24,735	A	\$ 26.99
Common Stock <u>(2)</u>	10/30/2007		S		60,000	D	\$ 66.8633
	10/31/2007		M		60,000	A	\$ 26.99

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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.

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	Title	
Nonqualified Stock Option ⁽¹⁾	\$ 16.46	10/29/2007		M		60,000		10/22/2007 11/20/2009	Common Stock 60,000
Nonqualified Stock Option ⁽¹⁾	\$ 16.46	10/30/2007		M		35,265		10/22/2007 11/20/2009	Common Stock 35,265
Nonqualified Stock Option ⁽³⁾	\$ 26.99	10/30/2007		M		24,735		10/22/2007 01/23/2011	Common Stock 24,735
Nonqualified Stock Option ⁽³⁾	\$ 26.99	10/31/2007		M		60,000		10/22/2007 01/23/2011	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN PATRICK J 35 CROSBY DRIVE BEDFORD, MA 01730	X			

Signatures

/s/ Mark J. Casey, Attorney-in-Fact For: Patrick J.
Sullivan

01/15/2008

__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) Originally issued under Cytoc Corporation's 1995 Stock Plan in transactions exempt from Section 16 under 16b-3.
- (2) The sale reported on this Form 4 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b-5 on September 14, 2007.
- (3) Originally issued under Cytoc Corporation'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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