

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

(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)
11/02/2007

4. If Amendment, Date Original Filed (Month/Day/Year)
11/06/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or Price		
Common Stock ⁽¹⁾ ₍₄₎	11/02/2007		M		60,000 A \$ 26.99	189,064	D
Common Stock ⁽²⁾ ₍₄₎	11/02/2007		S		60,000 D \$ 65.7957	129,064	D
Common Stock ⁽¹⁾ ₍₄₎	11/05/2007		M		60,000 A \$ 26.99	189,064	D
Common Stock ⁽²⁾ ₍₄₎	11/05/2007		S		60,000 D \$ 66.5229	129,064	D

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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)	8. Amount or Number of Shares
Nonqualified Stock Option <u>(1)</u> <u>(4)</u>	\$ 26.99	11/02/2007		M	60,000	10/22/2007 01/23/2011	Common Stock	60,000
Nonqualified Stock Option <u>(1)</u> <u>(4)</u>	\$ 26.99	11/05/2007		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 2004 Omnibus 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 10b-5 on September 14, 2007.
- (3) Price not applicable to this transaction.

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This Form 4/A, includes amendments to the amount of securities beneficially owned following the reported transactions as the share numbers in the original filing were overstated by 810 shares. This amendment carries through forms filed from November 7, 2007 (4) through November 29, 2007 except for the forms filed on November 14, 2007 and November 16, 2007 for which separate amendments have been filed. The amount of securities beneficially owned following reported transactions is correctly reported in the Form 4s filed on December 10, 2007, and the forms filed thereafter. No amendments are made to such filing by way of this amendment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.