

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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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)
10/22/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
10/25/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 10/22/2007 | | A | | 106,209 | A | 106,209 |
| Common Stock ⁽²⁾ | 10/22/2007 | | A | | 22,855 | A | \$ 0 129,064 |

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)

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| 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 Nur Sha |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 26.99 | 10/22/2007 | | A | | 282,847 | | 10/22/2007 | 01/23/2011 | Common Stock | 28 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 28.51 | 10/22/2007 | | A | | 288,337 | | 10/22/2007 | 01/30/2011 | Common Stock | 28 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 31.82 | 10/22/2007 | | A | | 381,305 | | 10/22/2007 | 01/10/2012 | Common Stock | 38 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 14.05 | 10/22/2007 | | A | | 146,091 | | 10/22/2007 | 08/19/2009 | Common Stock | 14 |
| Incentive Stock Option <u>(3)</u> <u>(4)</u> | \$ 16.46 | 10/22/2007 | | A | | 12,156 | | 10/22/2007 | 11/20/2009 | Common Stock | 12 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 16.46 | 10/22/2007 | | A | | 203,134 | | 10/22/2007 | 11/20/2009 | Common Stock | 20 |
| Incentive Stock Option <u>(3)</u> <u>(4)</u> | \$ 31.62 | 10/22/2007 | | A | | 3,162 | | 10/22/2007 | 02/09/2011 | Common Stock | 3 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 31.62 | 10/22/2007 | | A | | 150,617 | | 10/22/2007 | 02/09/2011 | Common Stock | 15 |
| Incentive Stock Option <u>(3)</u> <u>(4)</u> | \$ 36.93 | 10/22/2007 | | A | | 2,708 | | 10/22/2007 | 01/24/2012 | Common Stock | 2 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 36.93 | 10/22/2007 | | A | | 151,071 | | 10/22/2007 | 01/24/2012 | Common Stock | 15 |
| Incentive Stock Option <u>(3)</u> <u>(4)</u> | \$ 36.64 | 10/22/2007 | | A | | 2,728 | | 10/22/2007 | 01/23/2013 | Common Stock | 2 |
| Nonqualified Stock Option <u>(3)</u> <u>(4)</u> | \$ 36.64 | 10/22/2007 | | A | | 74,161 | | 10/22/2007 | 01/23/2013 | Common Stock | 74 |

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) Received in exchange for shares of Cytyc Corporation common stock in connection with the merger of Cytyc Corporation with Nor'easter Corp., a wholly-owned subsidiary of Hologic, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Hologic Inc.'s common stock was \$65.63 per share.
- (2) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to a retention agreement under the Hologic, Inc. Second Amended and Restated 1999 Stock Incentive Plan and are subject to vesting as provided in the retention agreement.
- (3) Received in the Merger in exchange for an option to purchase shares of Cytyc Corporation common stock.
- (4) The amendments reported in this form 4/A, including changes to the number of the securities acquired, amount of securities underlying the derivative securities, number of derivative securities beneficially owned following reported transaction, exercise price, date exercisable and expiration date carry through all forms filed during the period from October 24, 2007 through December 10, 2007 except for the forms filed on November 6, 2007, November 14, 2007 and November 16, 2007 and the forms filed on December 10, 2007 reporting transactions during the period October 24, 2007 through October 31, 2007 for which separate amendments have been filed. The items amended by this amendment were correctly reported on the Form 4 filed on January 14, 2008 and 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.