

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 *

WILSON WAYNE

(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)
10/24/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock ⁽¹⁾ | 10/22/2007 | | A | 2,166 A | 2,166 | 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)

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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) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Nonqualified Stock Option | \$ 65.63 | 10/22/2007 | | A | | 50,000 | | 01/01/2008 | 10/22/2017 | Common Stock | 50,000 |
| Nonqualified Stock Option <u>(2)</u> <u>(3)</u> | \$ 16.46 | 10/22/2007 | | A | | 12,302 | | 10/22/2007 | 11/20/2009 | Common Stock | 12,302 |
| Nonqualified Stock Option <u>(2)</u> <u>(3)</u> | \$ 31.62 | 10/22/2007 | | A | | 6,151 | | 10/22/2007 | 02/09/2011 | Common Stock | 6,151 |
| Nonqualified Stock Option <u>(2)</u> <u>(3)</u> | \$ 36.93 | 10/22/2007 | | A | | 9,226 | | 10/22/2007 | 01/24/2012 | Common Stock | 9,226 |
| Nonqualified Stock Option <u>(2)</u> <u>(3)</u> | \$ 36.64 | 10/22/2007 | | A | | 12,302 | | 10/22/2007 | 01/23/2013 | Common Stock | 12,302 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON WAYNE 35 CROSBY DRIVE BEDFORD, MA 01730 | | X | | |

Signatures

/s/ Mark J. Casey, Attorney-in-Fact For: Wayne Wilson
 Date: 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).
- 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.
- (1)
- (2) Received in the Merger in exchange for an option to purchase shares of Cytyc Corporation common stock.

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- (3) The amendments reported in this Form 4/A, include changes to the exercise price and expiration date. These items were correctly reported on the Form 4 filed on December 21, 2007 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.