Casey Mark J Form 4 January 11, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Ad Casey Mark	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	HOLOGIC INC [HOLX] 3. Date of Earliest Transaction			
` '	,	(winduic)	(Month/Day/Year)	Director 10% Owner		
35 CROSBY	DRIVE		01/10/2012	X Officer (give title Other (specify below) SVP, General Counsel		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
BEDFORD, MA 01730				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
		(A) or		Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock (1)	01/10/2012		M	5,416	A	\$ 18.465	47,950	D	
Common Stock (2)	01/10/2012		S	5,416	D	\$ 18.75	42,534	D	
Common Stock (1)	01/10/2012		M	5,000	A	\$ 18.465	47,534	D	
Common Stock (2)	01/10/2012		S	5,000	D	\$ 18.75	42,534	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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified Stock Option (Right to Buy)	\$ 18.465	01/10/2012		M	5,416	10/22/2007(4)	01/24/2012	Common Stock	5
Non-qualified Stock Option (Right to Buy)	\$ 18.465	01/10/2012		M	5,000	10/22/2007(4)	01/24/2012	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Casey Mark J

35 CROSBY DRIVE SVP, General Counsel

BEDFORD, MA 01730

Signatures

/s/ Mark J. 01/11/2012 Casey

**Signature of Date
Reporting Person

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)

Reporting Owners 2

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This transaction constitutes a cashless exercise of a Non-Qualified Stock Option granted January 24, 2006 which would otherwise expire January 24, 2012.

- (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 2/7/2011.
 - Due to the acceleration of stock options in connection with the merger of Cytyc Corporation on October 22, 2007, any unvested Incentive
- (3) Stock Options exceeding the guidelines set forth under Section 422(d) of the Internal Revenue Code shall be treated as Non-Qualified Options.
- (4) This Non-Qualified Stock Option was originally issued pursuant to Cytyc Corporation's 2004 Omnibus Stock Plan on January 24, 2006 and became fully exercisable on October 22, 2007 in connection with the merger.

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.