

HOLOGIC INC
Form 4/A
January 18, 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 *
CRAWFORD SALLY

(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)
			Code	V	Amount	(D)	Price
Common Stock (1) (3)	10/22/2007		A		24,228	A	(1)
					24,228	D	

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)

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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	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>(4)</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>(4)</u>	\$ 31.62	10/22/2007		A		12,302		10/22/2007	02/09/2011	Common Stock	12,302
Nonqualified Stock Option <u>(2)</u> <u>(4)</u>	\$ 36.93	10/22/2007		A		12,302		10/22/2007	01/24/2012	Common Stock	12,302
Nonqualified Stock Option <u>(2)</u> <u>(4)</u>	\$ 36.64	10/22/2007		A		12,302		10/22/2007	01/23/2013	Common Stock	12,302
Nonqualified Stock Option <u>(2)</u> <u>(4)</u>	\$ 25.28	10/22/2007		A		43,058		10/22/2007	01/02/2011	Common Stock	43,058
Nonqualified Stock Option <u>(2)</u> <u>(4)</u>	\$ 26.99	10/22/2007		A		34,600		10/22/2007	01/23/2011	Common Stock	34,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD SALLY 35 CROSBY DRIVE BEDFORD, MA 01730		X		

Signatures

/s/ Mark J. Casey, Attorney-in-Fact For: Sally W. Crawford

01/18/2008

**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.

(2) Received in the Merger in exchange for an option to purchase shares of Cytyc Corporation common stock.

(3) The amendment to the amount of securities beneficially owned following the reported transaction carries through to all forms November 7, 2007 through the Form 4 filed on January 8, 2008.

The amendments reported in this Form 4/A, including changes to the number of securities acquired, amount of securities underlying the derivative securities, number of derivative securities beneficially owned following reported transaction, exercise price and expiration date carry through the Form 4 filed on December 10, 2007. These items were correctly reported on the Form 4 filed on December 27, 2007 and the forms filed thereafter and no amendments are made to such filings 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.

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