

HOLOGIC INC
Form 4/A
November 13, 2009

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 *
CUMMING JOHN W

(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)
01/16/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
01/18/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 <u>(1)</u>	01/16/2008		A		80,000	A	\$ 0 125,827	D
Common Stock <u>(2)</u> <u>(3)</u> <u>(4)</u>	01/16/2008		A		2,000	A	\$ 0 2,854 <u>(5)</u>	I by Spouse

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. 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	Amo Nur Sha
Non-Qualified Stock Option (2)	\$ 66.62	01/16/2008		A	250,000	(6)	01/16/2015	Common Stock	25
Non-Qualified Stock Option (2) (7)	\$ 66.62	01/16/2008		A	6,000	(6)	01/16/2015	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMMING JOHN W 35 CROSBY DRIVE BEDFORD, MA 01730	X		Chief Executive Officer	

Signatures

Mark J. Casey, Attorney-In-Fact for: John W. Cumming

11/13/2009

**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) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.
- (2) This Form 4/A is being filed solely to correctly reflect the terms of the stock option awards as well as the award of RSUs and stock options to the Reporting Person's Spouse which were inadvertently not included on the Form 4 filed on January 18, 2008.
- (3) These shares represent restricted stock units (RSUs) awarded to the Reporting Person's Spouse pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.
- (4) The amendments reported in this Form 4/A, with respect to changes to the number of common stock acquired by the Reporting Person's Spouse carry through all forms filed during the period from January 18, 2008 through November 12, 2009. The shares of common stock held by the Reporting Person's spouse were correctly reported on the Form 4 filed on November 13, 2009 and no amendments are made to such filing by way of this amendment.
- (5) On April 2, 2008, the Issuer effected a two-for-one stock split in the form of a dividend of one share of common stock for each share of common stock outstanding. As a result of the stock dividend, the shares of common stock represented by RSUs awarded the Reporting Person's Spouse were increased by 2,000 shares, the shares of common stock underlying the stock options awarded to the Reporting

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Person's spouse were increased by 6,000 and the Reporting Person's Spouse received an additional 854 shares of common stock.

- (6) The option becomes exercisable in five equal annual installments beginning January 16, 2009.

- (7) The amendments reported in this Form 4/A with respect to the options carry through all forms filed during the period from January 16, 2008 through April 7, 2009, when the Reporting Person reported the cancellation, pursuant to the Issuer's Option Exchange Program, of the option granted to the Reporting Person's Spouse on January 16, 2008 and the exchange of such options for a replacement option for a lesser number of shares, having an exercise price equal to 110% of the market price of the underlying stock on the grant date.

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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