

Williamson Steve S
 Form 4
 February 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Williamson Steve S

2. Issuer Name and Ticker or Trading Symbol
 HOLOGIC INC [HOLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 35 CROSBY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GYN Surgical

BEDFORD, MA 01730

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/15/2011 | | M | | \$ 14.5 | 55,618 | D |
| Common Stock ⁽¹⁾ | 02/15/2011 | | S | | \$ 19.96 | 43,218 | D |
| Common Stock | 02/15/2011 | | M | | \$ 14.1 | 47,618 | D |
| Common Stock ⁽²⁾ | 02/15/2011 | | S | | \$ 19.95 | 43,218 | D |
| | 02/16/2011 | | S | | | 41,511 | D |

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Common Stock \$ 20.26

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 14.1 | 02/15/2011 | | M | 4,400 | ⁽³⁾ 12/14/2016 | Common Stock | 4,400 |
| Non-Qualified Stock Option (right to buy) | \$ 14.5 | 02/15/2011 | | M | 12,400 | ⁽⁴⁾ 11/13/2015 | Common Stock | 12,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williamson Steve S 35 CROSBY DRIVE BEDFORD, MA 01730 | | | SVP, GYN Surgical | |

Signatures

By: Mark J. Casey, Attorney-In-Fact For: Steve S. Williamson 02/17/2011

__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)

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The transaction reported herein reflects an aggregate of sales whose prices ranged between \$19.95 and \$19.995. The Reporting Person further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

- (2) The transaction reported herein reflects an aggregate of sales whose prices ranged between \$19.95 and \$19.96. The Reporting Person further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.
- (3) This non-qualified stock option was issued pursuant to the Issuer's 2008 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning December 14, 2010.
- (4) This non-qualified stock option was originally issued on November 13, 2008 pursuant to the 2008 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning November 13, 2009.

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.