

Harding David
Form 4
May 11, 2011

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 *
Harding David

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, International

(Street)
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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/09/2011		M		93,308 A \$ 16.41	164,589	D
Common Stock ⁽¹⁾	05/09/2011		S		93,308 D \$ 22.41 ⁽¹⁾	71,281	D
Common Stock	05/09/2011		M		50,000 A \$ 18.465	121,281	D
Common Stock ⁽²⁾	05/09/2011		S		50,000 D \$ 22.41 ⁽²⁾	71,281	D
Common Stock	05/09/2011		M		16,000 A \$ 14.5	87,281	D

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Common Stock ⁽³⁾ 05/09/2011 S 16,000 D \$ 22.4 ⁽³⁾ 71,281 D

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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.5	05/09/2011		M	16,000	⁽⁴⁾ 11/13/2015	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 16.41	05/09/2011		M	93,308	⁽⁶⁾ 10/04/2014	Common Stock	93,308
Non-Qualified Stock Option (right to buy)	\$ 18.465	05/09/2011		M	50,000	⁽⁷⁾ 01/24/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harding David 35 CROSBY DRIVE BEDFORD, MA 01730			SVP, International	

Signatures

By: Mark J. Casey, Attorney-In-Fact For: David P. Harding 05/11/2011

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) The transaction reported herein reflects an aggregate of sales whose prices ranged between \$22.40 and \$22.445. 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 \$22.40 and \$22.438. 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) The transaction reported herein reflects an aggregate of sales whose prices ranged between \$22.40 and \$22.415. 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.

(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.

(5) Price not applicable to this transaction.

(6) This non-qualified stock option was originally issued pursuant to Cytoc Corporation's 2004 Omnibus Stock Plan on October 4, 2004 and became fully exercisable on October 22, 2007 in connection with the merger.

(7) This non-qualified stock option was originally issued pursuant to Cytoc 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.

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