

Casey Mark J  
 Form 4  
 February 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 \*  
 Casey Mark J

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)  
 02/09/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP, General Counsel

(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) |        |   |  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|--------|---|--|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |        |   |  |
| Common Stock <sup>(1)</sup>     | 02/09/2011                           |                                                    | M                              | V                                                                 | 7,020                                                                                         | A                                                        | \$ 15.81                          | 52,534 | D |  |
| Common Stock <sup>(1)</sup>     | 02/09/2011                           |                                                    | S                              |                                                                   | 7,020                                                                                         | D                                                        | \$ 19.5                           | 45,514 | 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)<br><u>(1)</u> <u>(2)</u> | \$ 15.81                                               | 02/09/2011                           |                                                    | M                              | 7,020                                                                                   | 10/22/2007 02/09/2011                                    | Common Stock                                                | 7,020                      |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                      |       |
|------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                      | Director      | 10% Owner | Officer              | Other |
| Casey Mark J<br>35 CROSBY DRIVE<br>BEDFORD, MA 01730 |               |           | SVP, General Counsel |       |

## Signatures

Mark J. Casey                      02/11/2011  
 \*\*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) This transaction constitutes a cashless exercise of a Non-Qualified Stock Option granted February 9, 2005 which would otherwise expire February 9, 2011.
- (2) Due to the acceleration of stock options in connection with the merger of Cytyc Corporation on October 22, 2007, any unvested Incentive Stock Options exceeding the guidelines set forth under Section 422(d) of the Internal Revenue Code shall be treated as Non-Qualified Stock Options.

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