HOLOGIC INC Form 4 October 24, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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 Departing De

1(b).

Stock (1)

See Instruction

1. Name and Address of Reporting Person MCDANIEL C WILLIAM			Symbol	2. Issuer Name and Ticker or Trading Symbol HOLOGIC INC [HOLX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2007			(Check an applicable)		
	35 CROSBY	DRIVE	`				X Director Officer (giv below)	te title 10% below)	Owner er (specify
	(Street) 4. If Ar			If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
	BEDFORD,	MA 01730	Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	(City)	(State) (Zip) Table	e I - Non-De	rivative S	ecurities Acc	quired, Disposed	of, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code		•	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)
	Common Steels (1)	10/22/2007		A	11,830	A (1)	11,830	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)

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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. Transactio Code (Instr. 8)	5. Number or Derivative Securities Acquired (a or Disposed (D) (Instr. 3, 4, and 5)	A) d of	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Nonqualified Stock Option	\$ 65.63	10/22/2007		A	50,000		01/01/2008	10/22/2017	Common Stock	50,0
Nonqualified Stock Option (2)	\$ 16.45	10/22/2007		A	12,302		10/22/2007	11/20/2013	Common Stock	12,3
Nonqualified Stock Option (2)	\$ 31.62	10/22/2007		A	12,302		10/22/2007	02/09/2015	Common Stock	12,3
Nonqualified Stock Option	\$ 36.92	10/22/2007		A	12,302		10/22/2007	01/24/2016	Common Stock	12,3
Nonqualified Stock Option	\$ 36.92	10/22/2007		A	12,302		10/22/2007	01/23/2017	Common Stock	12,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer Other				
MCDANIEL C WILLIAM 35 CROSBY DRIVE BEDFORD, MA 01730	X						

Signatures

/s/ Frances S. Crecco, Attorney-in-Fact For: William C.
McDaniel 10/24/2007

**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 (1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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