

HOLOGIC INC

Form 4/A

November 13, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
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.

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.