

HOLOGIC INC
Form 4
January 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
STEIN JAY A

(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)
01/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2006		M		30,000	A	\$ 6.5625 361,694
Common Stock	01/26/2006		M		20,000	A	\$ 6.5625 381,694
Common Stock	01/26/2006		M		20,000	A	\$ 3 401,694
Common Stock	01/26/2006		M		30,000	A	\$ 3.4688 431,694
Common Stock	01/26/2006		M		10,000	A	\$ 2.5 441,694
	01/26/2006		M		2,000	A	\$ 2.525 443,694

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Common Stock							
Common Stock	01/26/2006		M	100,000	A	\$ 5.13	543,694 D
Common Stock	01/26/2006		M	15,000	A	\$ 4.75	558,694 D
Common Stock	01/26/2006		M	20,000	A	\$ 7.125	578,694 D
Common Stock	01/26/2006		M	20,000	A	\$ 9.5	598,694 D
Common Stock	01/26/2006		M	20,000	A	\$ 10.175	618,694 D
Common Stock	01/26/2006		S	287,000	D	\$ 48.3518	331,694 D

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

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(9-02)

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
Non-Qualified Stock Option	\$ 2.5	01/26/2006		M	10,000	01/25/2001 10/25/2010	Common Stock
Non-Qualified Stock Option	\$ 2.525	01/26/2006		M	2,000	10/01/2002 10/01/2011	Common Stock
Non-Qualified Stock Option	\$ 3	01/26/2006		M	20,000	12/08/2000 12/08/2009	Common Stock
Non-Qualified Stock Option	\$ 3.4688	01/26/2006		M	30,000	05/09/2001 11/09/2010	Common Stock
Non-Qualified Stock Option	\$ 4.75	01/26/2006		M	15,000	09/17/2003 09/17/2012	Common Stock
Non-Qualified Stock Option	\$ 5.13	01/26/2006		M	100,000	11/13/2002 11/13/2011	Common Stock

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Non-Qualified Stock Option	\$ 6.5625	01/26/2006	M	30,000	05/05/1999	05/05/2007	Common Stock
Non-Qualified Stock Option	\$ 6.5625	01/26/2006	M	20,000	12/15/1998	12/15/2007	Common Stock
Non-Qualified Stock Option	\$ 7.125	01/26/2006	M	20,000	11/06/2004	11/06/2013	Common Stock
Non-Qualified Stock Option	\$ 9.5	01/26/2006	M	20,000	09/23/2005	09/23/2009	Common Stock
Non-Qualified Stock Option	\$ 10.175	01/26/2006	M	20,000	05/03/2005	11/03/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN JAY A 35 CROSBY DRIVE BEDFORD, MA 01730		X		

Signatures

Jay Stein 01/27/2006
 **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).
- 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.