

Brady David J  
 Form 4  
 February 07, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Brady David 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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/03/2012		M	8,565	A \$ 16.82	45,837	D
Common Stock <sup>(1)</sup>	02/03/2012		S	8,565	D \$ 21.12 <sup>(1)</sup>	37,272	D
Common Stock	02/03/2012		M	11,396	A \$ 14.87	48,668	D
Common Stock <sup>(2)</sup>	02/03/2012		S	11,396	D \$ 21.11 <sup>(2)</sup>	37,272	D
	02/03/2012		S	7,460	D	29,812	D



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The transaction reported herein reflects an aggregate of sales whose prices ranged between \$21.12 and \$21.13. The Reporting Person

- (1) 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.

The transaction reported herein reflects an aggregate of sales whose prices ranged between \$21.09 and \$21.12. The Reporting Person

- (2) 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.

The transaction reported herein reflects an aggregate of sales whose prices ranged between \$21.08 and \$21.10. The Reporting Person

- (3) 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.

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.