

Harding David  
Form 3  
January 29, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Harding David		(Month/Day/Year)	HOLOGIC INC [HOLX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/28/2010		
35 CROSBY DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
BEDFORD, MA 01730			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			SVP, International	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	39,184	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (1)	01/23/2013	Common Stock	5,456	\$ 18.32	D	Â
Incentive Stock Option (right to buy)	Â (2)	01/24/2012	Common Stock	5,416	\$ 18.465	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	11/13/2015	Common Stock	40,000	\$ 14.5	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	01/16/2015	Common Stock	22,796	\$ 14.87	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	11/11/2016	Common Stock	41,215	\$ 15.75	D	Â
Non-Qualified Stock Option (right to buy)	Â (6)	10/04/2014	Common Stock	93,308	\$ 16.41	D	Â
Non-Qualified Stock Option (right to buy)	Â (7)	10/03/2015	Common Stock	76,890	\$ 17.97	D	Â
Non-Qualified Stock Option (right to buy)	Â (8)	01/23/2013	Common Stock	48,364	\$ 18.32	D	Â
Non-Qualified Stock Option (right to buy)	Â (9)	01/24/2012	Common Stock	86,850	\$ 18.465	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harding David 35 CROSBY DRIVE BEDFORD, MA 01730	Â	Â	Â SVP, International	Â

## Signatures

By: Mark J. Casey, Attorney-In-Fact For: David P. Harding 01/29/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 incentive stock option was originally issued pursuant to Cytoc Corporation's 2004 Omnibus Stock Plan on January 23, 2007 and became fully exercisable on October 22, 2007 in connection with the merger.
- (2) This incentive stock option was originally issued pursuant to Cytoc Corporation's 2004 Omnibus Stock Plan on January 24, 2006 and became fully exercisable on October 22, 2007 in connection with the merger.
- (3) This non-qualified stock option was originally issued on November 13, 2008 pursuant to the 2008 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning November 13, 2009.
- (4)

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This non-qualified stock option was issued on April 5, 2009 pursuant to the 2008 Equity Incentive Plan as part of the Issuer's Option Exchange Program and becomes exercisable in four equal annual installments beginning April 5, 2010.

- (5) This non-qualified stock option was originally issued on November 11, 2009 pursuant to the 2008 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning November 11, 2010.
- (6) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on October 4, 2004 and became fully exercisable on October 22, 2007 in connection with the merger.
- (7) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on October 3, 2005 and became fully exercisable on October 22, 2007 in connection with the merger.
- (8) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 23, 2007 and became fully exercisable on October 22, 2007 in connection with the merger.
- (9) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 24, 2006 and became fully exercisable on October 22, 2007 in connection with the merger.

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

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