

Williamson Steve S  
 Form 3  
 December 15, 2009

**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Â Williamson Steve S                      |         | (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)                   |
|   |         | 12/14/2009                           |  |  |
| 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 |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | SVP, GYN Surgical  |  |
| BEDFORD,Â MAÂ 01730                       |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**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                    | 21,397  | 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)<br>(Instr. 5) |   |
|--|--------|------------|-----------------|--------|-----------|-------------------|---|
| Incentive Stock Option<br>(right to buy)     | Â (1)  | 01/26/2013 | Common<br>Stock | 7,688  | \$ 18.3   | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | Â (2)  | 01/09/2016 | Common<br>Stock | 22,286 | \$ 18.475 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (3)  | 03/24/2010 | Common<br>Stock | 1,384  | \$ 12.585 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (4)  | 04/27/2011 | Common<br>Stock | 5,766  | \$ 14.245 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (5)  | 11/13/2015 | Common<br>Stock | 31,000 | \$ 14.5   | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (6)  | 01/16/2015 | Common<br>Stock | 9,324  | \$ 14.87  | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (7)  | 07/01/2014 | Common<br>Stock | 1,152  | \$ 15.72  | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (8)  | 11/11/2016 | Common<br>Stock | 16,486 | \$ 15.75  | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (9)  | 12/01/2014 | Common<br>Stock | 9,226  | \$ 17.725 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (10) | 01/26/2013 | Common<br>Stock | 7,688  | \$ 18.3   | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (11) | 01/24/2012 | Common<br>Stock | 10,764 | \$ 18.465 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (12) | 01/09/2016 | Common<br>Stock | 8,468  | \$ 18.475 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Williamson Steve S<br>35 CROSBY DRIVE<br>BEDFORD, MA 01730 | Â             | Â         | Â SVP, GYN Surgical | Â     |

## Signatures

By: Mark J. Casey, Attorney-In-Fact For: Steve S.  
Williamson

12/15/2009

\*\*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 Cytac Corporation's 2004 Omnibus Stock Plan on January 26, 2007 and became fully exercisable on October 22, 2007 in connection with the merger.
- (2) This incentive stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 9, 2006 and became fully exercisable on October 22, 2007 in connection with the merger.
- (3) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 1995 Stock Plan on March 24, 2004 and became fully exercisable on October 22, 2007 in connection with the merger.
- (4) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on April 27, 2005 and became fully exercisable on October 22, 2007 in connection with the merger.
- (5) 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.
- (6) 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.
- (7) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on July 1, 2004 and became fully exercisable on October 22, 2007 in connection with the merger.
- (8) 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.
- (9) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on December 1, 2004 and became fully exercisable on October 22, 2007 in connection with the merger.
- (10) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 26, 2007 and became fully exercisable on October 22, 2007 in connection with the merger.
- (11) 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.
- (12) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 9, 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. 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.