

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 *

Â Harding David
(Last) (First) (Middle)

35 CROSBY DRIVE
(Street)

BEDFORD,Â MAÂ 01730
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/28/2010

3. Issuer Name **and** Ticker or Trading Symbol
HOLOGIC INC [HOLX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, International

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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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information contained in this form are not
required to respond unless the form displays a
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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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

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)

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