

HOLOGIC INC

Form 4

January 27, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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	D	
Common Stock	01/26/2006		M		20,000	A	\$ 6.5625	381,694	D	
Common Stock	01/26/2006		M		20,000	A	\$ 3	401,694	D	
Common Stock	01/26/2006		M		30,000	A	\$ 3.4688	431,694	D	
Common Stock	01/26/2006		M		10,000	A	\$ 2.5	441,694	D	
	01/26/2006		M		2,000	A	\$ 2.525	443,694	D	

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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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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Non-Qualified Stock Option	\$ 2.5	01/26/2006		M	10,000	01/25/2001	10/25/2010	Common Stock	10,000
Non-Qualified Stock Option	\$ 2.525	01/26/2006		M	2,000	10/01/2002	10/01/2011	Common Stock	2,000
Non-Qualified Stock Option	\$ 3	01/26/2006		M	20,000	12/08/2000	12/08/2009	Common Stock	20,000
Non-Qualified Stock Option	\$ 3.4688	01/26/2006		M	30,000	05/09/2001	11/09/2010	Common Stock	30,000
Non-Qualified Stock Option	\$ 4.75	01/26/2006		M	15,000	09/17/2003	09/17/2012	Common Stock	15,000
Non-Qualified Stock Option	\$ 5.13	01/26/2006		M	100,000	11/13/2002	11/13/2011	Common Stock	100,000

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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.

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