

Brady David J
 Form 3
 March 13, 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 and Ticker or Trading Symbol | |
| Â Brady David J | | (Month/Day/Year) | HOLOGIC INC [HOLX] | |
| (Last) | (First) | (Middle) | 03/04/2009 | |
| 35 CROSBY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BEDFORD, MA 01730 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP, Human Resources | |

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 | 32,044 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | |
|---|-------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 11/06/2013 | Common Stock | 50,000 | \$ 3.5625 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 10/31/2015 | Common Stock | 20,000 | \$ 13.865 | 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) | 02/28/2016 | Common Stock | 20,000 | \$ 23.915 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/16/2015 | Common Stock | 44,000 | \$ 33.31 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brady David J 35 CROSBY DRIVE BEDFORD, MA 01730 | Â | Â | Â SVP, Human Resources | Â |

Signatures

By: Mark J. Casey, Attorney-In-Fact For: David J. Brady 03/13/2009

__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 non-qualified stock option was originally issued on November 6, 2003 pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and became exercisable in four equal annual installments beginning November 6, 2004.
This non-qualified stock option was originally issued on October 31, 2005 pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and was accelerated as a result of the business combination with Cytyc on October 22, 2007 pursuant to a change in control provision within the grant.
- (2) 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.
- (3) This non-qualified stock option was originally issued on February 28, 2006 pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning February 28, 2007.
- (4) This non-qualified stock option was originally issued on January 16, 2008 pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning January 16, 2009.

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.