

Brady David J
 Form 4
 February 07, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Brady David J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 35 CROSBY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Human Resources

(Street)
 BEDFORD, MA 01730

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

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	02/03/2012		M	8,565	A \$ 16.82	45,837	D
Common Stock ⁽¹⁾	02/03/2012		S	8,565	D \$ 21.12 ⁽¹⁾	37,272	D
Common Stock	02/03/2012		M	11,396	A \$ 14.87	48,668	D
Common Stock ⁽²⁾	02/03/2012		S	11,396	D \$ 21.11 ⁽²⁾	37,272	D
	02/03/2012		S	7,460	D	29,812	D

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The transaction reported herein reflects an aggregate of sales whose prices ranged between \$21.12 and \$21.13. The Reporting Person

- (1) further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

The transaction reported herein reflects an aggregate of sales whose prices ranged between \$21.09 and \$21.12. The Reporting Person

- (2) further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

The transaction reported herein reflects an aggregate of sales whose prices ranged between \$21.08 and \$21.10. The Reporting Person

- (3) further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.

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.