Harding David Form 4 September 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31,

0.5

Expires:

2005 Estimated average

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Harding David

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

J		-	HOLOGIC INC [HOLX]			(Check all applicable)			
(Last) (First) (Middle) 35 CROSBY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 09/06/2012				Director 10% Owner Sylvantification Other (specification) Sylvantification		Owner
PEDEODO	if Amendment, Date Original ed(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				
	o, MA 01730						Person		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock (1)	09/06/2012		S	17,200	D	\$ 20.19 (1)	57,169	D	
Common Stock	09/06/2012		M	40,564	A	\$ 18.32	97,733	D	
Common Stock (2)	09/06/2012		S	40,564	D	\$ 20.15 (2)	57,169	D	
Common Stock	09/06/2012		M	5,456	A	\$ 18.32	62,625	D	
	09/06/2012		S	5,456	D		57,169	D	

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Common	\$
Stock (3)	20.17
	(3)

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 or 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 Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (Right to Buy)	\$ 18.32	09/06/2012		M	40,564	<u>(4)</u>	01/23/2013	Common Stock	40,5
Non-qualified Stock Option (Right to Buy)	\$ 18.32	09/06/2012		M	5,456	<u>(6)</u>	01/23/2013	Common Stock	5,45

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Harding David 35 CROSBY DRIVE BEDFORD, MA 01730			SVP, International				
Signatures							
/s/ Mark J. Casey, Attorney-In-Fact for David P Harding			09/07/2012				
**Signature of Reporting Person			Date				

Reporting Owners 2

Relationships

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).
- The transaction reported herein reflects an aggregate of sales at prices ranging from \$20.16 to \$20.195, inclusive. 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 at prices ranging from \$20.15 to \$20.175, inclusive. 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 at prices ranging from \$20.16 to \$20.17, inclusive. 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.
- (4) This non-qualified stock option was originally issued pursuant to Cytyc Corporation's 2004 Omnibus Stock Plan on January 23, 2007 and became fully exercisable on October 22, 2007 in connection with the merger.
- Due to the acceleration of stock options in connection with the merger of Cytyc Corporation on October 22, 2007, any unvested Incentive (5) Stock Options exceeding the guidelines set forth under Section 422(d) of the Internal Revenue Code shall be treated as Non-qualified Stock Options.
- (6) This incentive stock option was originally issued pursuant to Cytyc Corporation's 2004 Omnibus Stock Plan on January 23, 2007 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.