

HOLOGIC INC
Form 4
February 15, 2005

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 *
LAVALLEE ROBERT H

(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)
02/14/2005

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)
Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2005 | | M | | 1,500 A \$ 6.1875 | D | |
| Common Stock | 02/14/2005 | | M | | 600 A \$ 12.875 | D | |
| Common Stock | 02/14/2005 | | M | | 3,000 A \$ 13.125 | D | |
| Common Stock | 02/14/2005 | | M | | 2,000 A \$ 11 | D | |
| Common Stock | 02/14/2005 | | M | | 2,000 A \$ 11 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 02/14/2005 | M | 4,000 | A | \$ 11 | 13,100 | D |
| Common Stock | 02/14/2005 | M | 10,000 | A | \$ 3.9375 | 23,100 | D |
| Common Stock | 02/14/2005 | M | 23,100 | D | \$ 37.46 | 0 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Incentive Stock Option | \$ 3.9375 | 02/14/2005 | | M | 10,000 | 10/03/2000 10/03/2009 | Common Stock 10 |
| Incentive Stock Option | \$ 6.1875 | 02/14/2005 | | M | 1,500 | 01/01/1996 04/04/2005 | Common Stock 1, |
| Incentive Stock Option | \$ 12.875 | 02/14/2005 | | M | 600 | 10/27/1996 10/27/2005 | Common Stock 6 |
| Non-Qualified Stock Option | \$ 11 | 02/14/2005 | | M | 2,000 | 09/27/1997 09/27/2006 | Common Stock 2, |
| Non-Qualified Stock Option | \$ 11 | 02/14/2005 | | M | 2,000 | 05/05/1998 05/05/2007 | Common Stock 2, |
| Non-Qualified Stock Option | \$ 11 | 02/14/2005 | | M | 4,000 | 02/04/1999 02/04/2008 | Common Stock 4, |
| Non-Qualified Stock Option | \$ 13.125 | 02/14/2005 | | M | 3,000 | 11/12/1999 11/12/2008 | Common Stock 3, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LAVALLEE ROBERT H
35 CROSBY DRIVE
BEDFORD, MA 01730

Vice President

Signatures

Robert Lavallee 02/14/2005

__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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