## Edgar Filing: HOLOGIC INC - Form 4

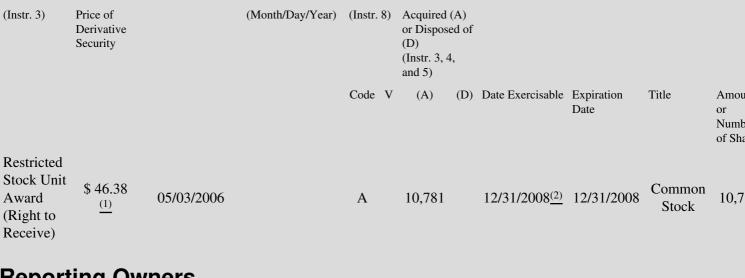
HOLOGIC DIC

Form 4										
May 05, 2006	<b>a</b>							OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-028	7		
Check this bo if no longer						Expires:	January 31 200			
subject to Section 16. Form 4 or Form 5		EMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES					Estimated burden hou response	average Irs per		
obligations may continue <i>See</i> Instruction 1(b).	Section 17(	(a) of the H	Public U	tility Hol	ding Co		inge Act of 1934, t of 1935 or Section 1940	on		
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> MUIR GLENN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol HOLOGIC INC [HOLX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (	Middle)	3. Date o	of Earliest T	ransaction		(ene	ek an applicati	()	
35 CROSBY DRIVE			(Month/Day/Year) 05/03/2006			X Director 10% Owner X Officer (give title Other (specify below) below) Executive VP & CFO				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
BEDFORD, M	A 01730						Person	More than One K	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
	ransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price				
Reminder: Report o	on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for ently valid OMB co	i are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## Reporting Owners

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
MUIR GLENN P 35 CROSBY DRIVE BEDFORD, MA 01730	Х		Executive VP & CFO			
Signatures						

Glenn Muir	05/03/2006
<u>**</u> 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).
- (1) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.

The restricted stock units have been granted under Hologic's Amended and Restated 1999 Equity Incentive Plan. The restricted stock units will become 100% vested on December 31, 2008 (the "Restrictions Lapse Date") only if the reporting person remains employed by

(2) the Company in the positions set forth in the reporting person's retention and severance agreement at all times prior to Restrictions Lapse Date.

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.