

Green James W  
Form 4  
September 12, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Green James W

2. Issuer Name and Ticker or Trading Symbol  
ANALOGIC CORP [ALOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President/CEO/Director

(Last) (First) (Middle)  
C/O ANALOGIC CORPORATION, 8 CENTENNIAL DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/10/2012

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

PEABODY, MA 01960

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 09/10/2012                           |  | A                              |   | 3,032   | A  | \$ 0 24,087   |
| Common Stock                    | 09/10/2012                           | (1)  | A                              |   | 419   | A  | \$ 0 24,506   |
| Common Stock                    | 09/10/2012                           |  | M                              |   | 14,932  | A  | (2) 39,438  |
| Common Stock                    | 09/10/2012                           |  | F                              |   | 8,163   | D  | \$ 70.04 31,275                                       |

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

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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 Underlying Security (Instr. 3 and 4) |                  |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        |
| Restricted Stock Units                     | (3)  | 09/10/2012                           |  | A                              | 10,244  | (3)  | (3)   |                  |                 | Common Stock |
| Non-Qualified Stock Options (Right to Buy) | \$ 70.04   | 09/10/2012                           |  | A                              | 17,371  | (4)  |   | 09/10/2019       |                 | Common Stock |
| RSU  | (2)  | 09/10/2012                           |  | M                              | 14,932  | (2)  | (2)   |                  |                 | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Green James W<br>C/O ANALOGIC CORPORATION<br>8 CENTENNIAL DRIVE<br>PEABODY, MA 01960 | X             |           | President/CEO/Director |       |

## Signatures

/s/ John J. Fry, by Power of Attorney For James W. Green 09/12/2012

\_\_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) Represents the vesting of additional shares pursuant to a performance-based award granted on 10/14/2009.
- (2) Represents the vesting of performance-based award granted on 1/29/2010.
- (3) The number of Restricted Stock Units ("RSUs") represents the target number of RSUs that may be earned based on the achievement of certain performance criteria. The actual number of RSUs awarded may vary between 0 and twice the target, depending on the Company's performance. The performance period will end on July 31, 2015. As soon as reasonably practicable thereafter, a determination will be

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made as to whether and to what extent the performance criteria has been met. If such criteria has been met, the RSUs earned will be converted to common stock and a like number of shares will be issued to the grantee.

(4) The options will become exercisable in three equal installments beginning 1 year from the grant date of 9/10/2012.

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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