

ANALOGIC CORP
Form 4
September 10, 2014

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 *
Fry John J

(Last) (First) (Middle)

C/O ANALOGIC CORPORATION, 8 CENTENNIAL DRIVE

(Street)

PEABODY, MA 01960

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2014

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)
VP-Gnl Counsel / Corp Secretary

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)
				(A) or (D)	Price		
Common Stock	09/08/2014		M	5,055	A 19,576	D	
Common Stock	09/08/2014		F	1,649	D \$ 71.16	17,927	D

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 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)
Restricted Stock Units	(2)	09/09/2014		A V	4,394	(2) (2)	Common Stock
Non-Qualified Stock Options (Right to Buy)	\$ 71.09	09/09/2014		A	7,420	(3) 09/08/2021	Common Stock
Restricted Stock Units	(1)	09/08/2014		M	5,055	(1) (1)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fry John J C/O ANALOGIC CORPORATION 8 CENTENNIAL DRIVE PEABODY, MA 01960			VP-Gnl Counsel	Corp Secretary

Signatures

/s/ John J. Fry 09/10/2014

**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 a performance-based restricted stock unit award granted on 1/23/12.

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

- (2) performance. The performance period will end on July 31, 2017. As soon as reasonably practicable thereafter, a determination will be 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.
- (3) The options will become exercisable in three equal annual installments beginning 1 year from the grant date.

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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