Green James W Form 4 May 05, 2010

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

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(Print or Type Responses)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * Green James W

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ANALOGIC CORP [ALOG]

3. Date of Earliest Transaction

(Month/Day/Year) 01/29/2010

(Check all applicable)

Director 10% Owner _X__ Officer (give title __X__ Other (specify below) below)

President & CEO / President & CEO

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PEABODY, MA 01960

8 CENTENNIAL DRIVE

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Following Reported Transaction(s)

(Instr. 3 and 4)

(A) Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and

Derivative Security

Conversion or Exercise

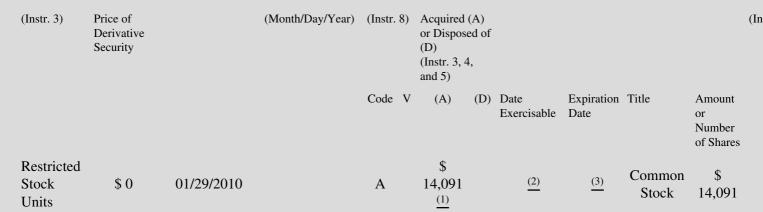
(Month/Day/Year)

Execution Date, if any

TransactionDerivative Code Securities

Expiration Date (Month/Day/Year) 7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Green James W 8 CENTENNIAL DRIVE PEABODY, MA 01960

President & CEO President & CEO

Signatures

By: Bruce Garr, by Power of Attorney For: James W.

Green

05/05/2010

**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).
- The number of Resticted Stock Units (RSUs) reported in Box 4 is the target number of RSUs awarded to the Reporting Person based on (1) the achievement of certain performance criteria. The Reporting Person is eligible to receive up to twice the target number of RSUs depending on whether, and the extent to which, the performance criteria are exceeded.
- The performance period will end on July 31, 2012. 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.
- The performance period will end on July 31, 2012. 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.

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.

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