

ANALOGIC CORP
Form 4
September 19, 2016

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 *
Chandra Shalabh

(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)
09/15/2016

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)

See Remarks

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) Code V Amount (D) Price			
Common Stock	09/15/2016		M	1,041 A	(3) 4,358	D	
Common Stock	09/15/2016		F	339 D	\$ 90.23 4,019	D	
Common Stock	09/15/2016		M	104 A	(4) 4,123	D	
Common Stock	09/15/2016		F	34 D	\$ 90.23 4,089	D	

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	09/15/2016		A V	2,993	<u>(1)</u> <u>(1)</u>	Common Stock	2,993
Restricted Stock Units	<u>(2)</u>	09/15/2016		A	1,488	<u>(2)</u> <u>(2)</u>	Common Stock	1,488
Restricted Stock Units	<u>(3)</u>	09/15/2016		M	1,041	<u>(3)</u> <u>(3)</u>	Common Stock	1,041
Restricted Stock Units	<u>(4)</u>	09/15/2016		M	104	<u>(4)</u> <u>(4)</u>	Common Stock	104

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chandra Shalabh C/O ANALOGIC CORPORATION 8 CENTENNIAL DRIVE PEABODY, MA 01960				See Remarks

Signatures

/s/ John J. Fry, by Power of Attorney For Shalabh Chandra

09/19/2016

 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 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 will vary depending on the Company's performance. The performance

- (1) period will end on July 31, 2019. 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.
- (2) The time-based RSUs will cliff vest on July 31, 2019. On that date, the RSUs will be converted to common stock and a like number of shares will be issued to the grantee.
- (3) Represents the vesting of performance-based award granted on 9/09/13.
- (4) Represents the vesting of performance-based award granted on 3/3/2014.

Remarks:

Senior Vice President & General Manager Ultrasound Business

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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