

Fry John J
 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 *
 Fry John J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP-Gnl Counsel-Corp Sec.

(Street)
 PEABODY, MA 01960

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	09/10/2012		A	948	A	\$ 0	9,005	D
Common Stock	09/10/2012	<u>(1)</u>	A	185	A	\$ 0	9,190	D
Common Stock	09/10/2012		M	6,587	A	<u>(2)</u>	15,777	D
Common Stock	09/10/2012		F	3,437	D	\$ 70.04	12,340	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(3)	09/10/2012		A	4,311	(3) (3)	Common Stock 4
Non-Qualified Stock Options (Right to Buy)	\$ 70.04	09/10/2012		A	7,312	(4) 09/10/2019	Common Stock 7
RSU	(2)	09/10/2012		M	6,587	(2) (2)	Common Stock 6

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			Sr. VP-Gnl Counsel-Corp Sec.	

Signatures

/s/ John J. Fry 09/12/2012
 **Signature of Date
 Reporting Person

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)

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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 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.

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.