

Green James W
 Form 4
 September 20, 2010

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)

(Last) (First) (Middle)
 8 CENTENNIAL DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/16/2010

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/16/2010 | | A | | 1,788 | A | \$ 0 |
| Common Stock | 09/16/2010 | | F | | 562 | D | \$ 41.96 |
| Common Stock | 09/16/2010 | | F | | 435 | D | \$ 41.96 |
| Common Stock | 09/16/2010 | | D | | 6,116 | D | \$ 0 |
| | | | | | | | 31,994 |
| | | | | | | | 31,432 |
| | | | | | | | 30,997 |
| | | | | | | | 24,881 |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 09/16/2010 | | A | \$ 18,232 <u>(1)</u> | <u>(2)</u> <u>(2)</u> | Common Stock | \$ 18,232 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Green James W 8 CENTENNIAL DRIVE PEABODY, MA 01960 | X | | President, CEO & Director | President, CEO & Director |

Signatures

By: John J. Fry, by Power of Attorney For: James W. Green

09/20/2010

__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 Restricted Stock Units (RSUs) reported in Box 5 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, 2013. As soon as reasonably practicable thereafter, a determination will be made as to (2) 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) Includes previously granted RSU's having different vesting conditions and/or dates.

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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