

ANALOG DEVICES INC
Form 3/A
November 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* ^ Cotter Martin		(Month/Day/Year)	ANALOG DEVICES INC [ADI]	
(Last)	(First)	(Middle)	09/19/2016	
PO BOX 9106, ONE TECHNOLOGY WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	09/27/2016
			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, WW Sales & Dig MKTG	
NORWOOD, MA 02062-9106				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Comm Stock - \$.16-2/3 value	64	D	^
Comm Stock - \$.16-2/3 value	381 ⁽¹⁾	I	in Analog Ireland Success Sharing Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option (right to buy)	01/04/2008 ⁽²⁾	01/04/2017	Comm Stock - \$.16-2/3 value	10,000	\$ 33.41	D	Â
Non-Qualified Stock Option (right to buy)	01/05/2010 ⁽³⁾	01/05/2019	Comm Stock - \$.16-2/3 value	2,800	\$ 19.57	D	Â
Non-Qualified Stock Option (right to buy)	01/05/2011 ⁽⁴⁾	01/05/2020	Comm Stock - \$.16-2/3 value	8,000	\$ 31.62	D	Â
Non-Qualified Stock Option (right to buy)	01/04/2012 ⁽⁵⁾	01/04/2021	Comm Stock - \$.16-2/3 value	9,330	\$ 37.52	D	Â
Non-Qualified Stock Option (right to buy)	03/15/2013 ⁽⁶⁾	03/15/2022	Comm Stock - \$.16-2/3 value	18,380	\$ 39.79	D	Â
Non-Qualified Stock Option (right to buy)	03/12/2014 ⁽⁷⁾	03/12/2023	Comm Stock - \$.16-2/3 value	17,720	\$ 46.48	D	Â
Non-Qualified Stock Option (right to buy)	03/12/2015 ⁽⁸⁾	03/12/2024	Comm Stock - \$.16-2/3 value	14,490	\$ 51.73	D	Â
Non-Qualified Stock Option (right to buy)	03/11/2016 ⁽⁹⁾	03/11/2025	Comm Stock - \$.16-2/3 value	10,750	\$ 57.29	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2017 ⁽¹⁰⁾	03/09/2026	Comm Stock - \$.16-2/3 value	8,687	\$ 54.93	D	Â
Restricted Stock Unit (RSU)	03/12/2017 ⁽¹¹⁾	Â ⁽¹¹⁾	Comm Stock - \$.16-2/3 value	2,770	\$ 0	D	Â

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common stock of the Company.

(12) The Restricted Stock Units granted to the reporting person on March 11, 2015 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU will automatically convert into one (1) share of common stock of the Company.

(13) The Restricted Stock Units granted to the reporting person on March 9, 2016 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU will automatically convert into one (1) share of common stock of the Company.

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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