

ANALOG DEVICES INC

Form 4

March 27, 2017

**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 \*  
**SEIF MARGARET K**

(Last) (First) (Middle)

**P.O. BOX 9106, ONE  
 TECHNOLOGY WAY**

(Street)

**NORWOOD, MA 02062-9106**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**ANALOG DEVICES INC [ADI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/26/2017**

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)

SVP, CLO &amp; Secretary

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Comm<br>Stock -<br>\$.16-2/3<br>value | 03/26/2017                              |                                                             | M                                       |                                                                            | 98                                                                                                                 | A \$ 0                                                               | 16,465 D                                                          |
| Comm<br>Stock -<br>\$.16-2/3<br>value | 03/26/2017                              |                                                             | M                                       |                                                                            | 4,565                                                                                                              | A \$ 0                                                               | 21,030 D                                                          |

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

**Persons who respond to the collection of  
 information contained in this form are not**

SEC 1474  
 (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 Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|
|                                               |                                                        |                                         |                                                       | Code                              | V (A) (D)                                                                                  | Date Exercisable Expiration Date                            | Title                                                            |
| Restricted Stock Unit (RSU)                   | \$ 0                                                   | 03/26/2017                              |                                                       | M                                 | 98                                                                                         | 03/26/2017 <sup>(1)</sup>                                   | <sup>(1)</sup> Comm Stock - \$.16-2/3 value                      |
| Performance-Based Restricted Stock Unit       | \$ 0                                                   | 03/26/2017                              |                                                       | M                                 | 4,565                                                                                      | <sup>(1)</sup>                                              | <sup>(1)</sup> Comm Stock - \$.16-2/3 value                      |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                         |       |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                 | Other |
| SEIF MARGARET K<br>P.O. BOX 9106<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062-9106 |               |           | SVP, CLO<br>& Secretary |       |

## Signatures

/s/ Cynthia M. McMakin, Associate General Counsel, by Power of Attorney

03/27/2017

\_\_\_\_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).
- (1) This transaction represents the settlement of performance-based RSUs granted on March 12, 2014 in shares of common stock of the Company on their scheduled vesting date of March 26, 2017 as a result of the certification by the Company's Compensation

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Committee on March 17, 2017 of the satisfaction of performance criteria at 102.16% of target.

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.