

ANALOG DEVICES INC  
 Form 4  
 March 10, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Cotter Martin

(Last) (First) (Middle)  
 PO 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)  
 03/08/2017

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, WW Sales & Dig MKTG

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 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   |  |                                   |

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 required to respond unless the form displays a currently valid OMB control number.**

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title of Underlying Security |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---------------------------------|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---------------------------------|

Edgar Filing: ANALOG DEVICES INC - Form 4

|   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A)    | (D) | Date Exercisable          | Expiration Date | Title |                                  |
|---|------------------------------|------------------|------------|---|------|---|--------|-----|---------------------------|-----------------|-------|----------------------------------|
|   |                              |                  |            |   |      |   |        |     |                           |                 |       |                                  |
| Performance-Based Restricted Stock Unit   | \$ 0 <sup>(1)</sup>          | 03/08/2017       |            |   | A    | V | 3,851  |     | 03/22/2020 <sup>(2)</sup> | <sup>(2)</sup>  |       | Common Stock<br>\$.16-2<br>value |
| Non-Qualified Stock Option (right to buy) | \$ 83.48                     | 03/08/2017       |            |   | A    |   | 17,594 |     | 03/08/2018 <sup>(3)</sup> | 03/08/2027      |       | Common Stock<br>\$.16-2<br>value |
| Restricted Stock Unit (RSU)               | \$ 0                         | 03/08/2017       |            |   | A    |   | 3,851  |     | 03/08/2020 <sup>(4)</sup> | <sup>(4)</sup>  |       | Common Stock<br>\$.16-2<br>value |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Cotter Martin<br>PO BOX 9106<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062-9106 |               |           | SVP, WW Sales & Dig MKTG |       |

**Signatures**

Cynthia M. McMakin, Associate General Counsel, by Power of Attorney  
 Date: 03/10/2017  
 \*\*Signature of 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).
- Each Performance-Based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the
- (1) Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date.
  - (2) Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company three years and 14 days after the grant date.
  - (3) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 8, 2017.

## Edgar Filing: ANALOG DEVICES INC - Form 4

The Restricted Stock Units granted to the reporting person on March 8, 2017 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU shall 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. 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.