

ANALOG DEVICES INC

Form 4

August 19, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wynne Eileen

(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)
08/18/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Comm Stock - \$.16-2/3 value	08/18/2016		M	602	A \$ 37.52 1,297	D	
Comm Stock - \$.16-2/3 value	08/18/2016		M	736	A \$ 39.79 2,033	D	
Comm Stock - \$.16-2/3 value	08/18/2016		M	1,166	A \$ 46.48 3,199	D	

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Comm
Stock - 08/18/2016 S 2,504 D \$ 64.253 695 D
\$.16-2/3 (1)
value

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.52	08/18/2016		M	602	01/04/2012 ⁽²⁾ 01/04/2021	Comm Stock - \$.16-2/3 value 6
Non-Qualified Stock Option (right to buy)	\$ 39.79	08/18/2016		M	736	03/15/2013 ⁽³⁾ 03/15/2022	Comm Stock - \$.16-2/3 value 7
Non-Qualified Stock Option (right to buy)	\$ 46.48	08/18/2016		M	1,166	03/12/2014 ⁽⁴⁾ 03/12/2023	Comm Stock - \$.16-2/3 value 1,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wynne Eileen P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106	VP, Chief Accounting Officer

Signatures

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

08/19/2016

__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).

These shares were disposed of in multiple transactions on August 18, 2016 at actual sales prices ranging from \$64.25 to \$64.26 per share.

- (1) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2011.
- (3) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.
- (4) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2013.

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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