

ANALOG DEVICES INC

Form 4

April 10, 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 *
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)
04/07/2017

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Comm Stock - \$.16-2/3 value	04/07/2017		M	530	A \$ 19.57	2,000 ⁽¹⁾	D
Comm Stock - \$.16-2/3 value	04/07/2017		S	2,000	D \$ 80.04 ⁽²⁾	0	D
Comm Stock - \$.16-2/3 value						304 ⁽¹⁾	I in Analog Ireland Success Sharing

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 Share
Non-Qualified Stock Option (right to buy)	\$ 19.57	04/07/2017		M	530	01/05/2010 ⁽³⁾ 01/05/2019	Comm Stock - \$.16-2/3 value 53

Reporting Owners

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

Signatures

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

04/10/2017

**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)

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Total has been updated to reflect one additional share, previously held indirectly through the Analog Ireland Success Sharing Share Plan, being held directly by the Reporting Person.

These shares were disposed of in multiple transactions on April 7, 2017 at actual sales prices ranging from \$80.035 to \$80.041 per share.

- (2) 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.
- (3) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2009.

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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