

# **ANALOG DEVICES INC**

Reported by  
**ROCHE VINCENT**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/27/17 for the Period Ending 03/24/17

Address	ONE TECHNOLOGY WAY NORWOOD, MA 02062
Telephone	7813294700
CIK	0000006281
Symbol	ADI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	10/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>ROCHE VINCENT</b>			<b>ANALOG DEVICES INC [ ADI ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>P.O. BOX 9106, ONE TECHNOLOGY WAY</b>			<b>3/24/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NORWOOD, MA 02062-9106</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Comm Stock - \$.16-2/3 value	3/24/2017		M		26584	A	\$37.52	75481	D	
Non-Qualified Stock Option (right to buy)	3/24/2017		S (1)		47400	D	\$81.80 (2)	28081	D	
Comm Stock - \$.16-2/3 value	3/26/2017		M		28100	A	\$0	56181	D	
Comm Stock - \$.16-2/3 value	3/26/2017		M		606	A	\$0	56787	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$37.52	3/24/2017		M		26584	1/4/2012 (3)	1/4/2021	Comm Stock - \$.16-2/3 value	26584.0	\$0	5546	D	
Restricted Stock Unit (RSU)	\$0.0	3/26/2017		M		606	3/26/2017 (4)	(4)	Comm Stock - \$.16-2/3 value	606.0	\$0	0	D	
Performance-Based Restricted Stock Unit	\$0.0	3/26/2017		M		28100	(4)	(4)	Comm Stock - \$.16-2/3 value	28100.0	\$0	0	D	

**Explanation of Responses:**

- ( 1) These shares were disposed of in an open market sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- ( 2) These shares were disposed of in multiple transactions on March 24, 2017 at actual sales prices ranging from \$81.860 to \$82.000 per share. 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 4, 2011.
- ( 4) 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 Committee on March 17, 2017 of the satisfaction of performance criteria at 102.16% of target.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ROCHE VINCENT</b>				

<b>P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106</b>	<b>X</b>	<b>President &amp; CEO</b>
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**Signatures**

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

**3/27/2017**

**\*\***Signature of Reporting Person

Date

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

\* 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).

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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