

# **ANALOG DEVICES INC**

Reported by  
**HESS RICK D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 04/03/17

|             |   |
|-------------|---|
| Address     | ONE TECHNOLOGY WAY<br>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  
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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 or  
Section 30(h) of the Investment Company Act of 1940

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

**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    | 4/3/2017       |                                   | M                         |   | 27570   | A          | \$0     | 61938   | D  |   |
| Comm Stock - \$.16-2/3 value    | 4/3/2017       |                                   | F                         |   | 12381   | D          | \$81.24 | 49557   | 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) |       |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|------------------------------|--|--|--|--|-------|
|  |  |                |                                   | Code                      | V |  | (A)                                     | (D) | Date Exercisable  | Expiration Date              |  |  |  |  | Title |
| Restricted Stock Unit (RSU)              | \$0.0  | 4/3/2017       |                                   | M                         |   | 27570  | 4/3/2015                                | (1) | (1)   | Comm Stock - \$.16-2/3 value | 27570.0                                    | \$0  | 0  | D  |       |

**Explanation of Responses:**

( The Restricted Stock Units granted to the Reporting Person on July 25, 2014 vested in equal installments on April 3, 2015, April 3, 2016 and April 3, 2017.  
 1) Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| <b>Hess Rick D<br/>P.O. BOX 9106<br/>ONE TECHNOLOGY WAY<br/>NORWOOD, MA 02062-9106</b> |               |           | <b>Executive Vice President</b> |       |

**Signatures**

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

4/4/2017

\*\*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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