

ANALOG DEVICES INC
Form 4
March 27, 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 *
ROCHE VINCENT

(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)
03/24/2017

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Comm Stock - \$.16-2/3 value	03/24/2017		M	26,584 A \$ 37.52	75,481	D	
Non-Qualified Stock Option (right to buy)	03/24/2017		S(1)	47,400 D \$ 81.8(2)	28,081	D	
Comm Stock - \$.16-2/3 value	03/26/2017		M	28,100 A \$ 0	56,181	D	
Comm Stock - \$.16-2/3 value	03/26/2017		M	606 A \$ 0	56,787	D	

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

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(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 of Underlying Security (Instr. 3)
Non-Qualified Stock Option (right to buy)	\$ 37.52	03/24/2017		M	26,584	01/04/2012 ⁽³⁾ 01/04/2021	Common Stock \$.16-2 value
Restricted Stock Unit (RSU)	\$ 0	03/26/2017		M	606	03/26/2017 ⁽⁴⁾ ⁽⁴⁾	Common Stock \$.16-2 value
Performance-Based Restricted Stock Unit	\$ 0	03/26/2017		M	28,100	⁽⁴⁾ ⁽⁴⁾	Common Stock \$.16-2 value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE VINCENT P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106		X	President & CEO	

Signatures

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

03/27/2017

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) 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.

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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