

ANALOG DEVICES INC
Form 4
March 21, 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 *
SEIF MARGARET K

(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)
03/17/2017

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, CLO & Secretary

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)
				(A) or (D)	Price		
Comm Stock - \$.16-2/3 value	03/17/2017		M	1,000	A \$ 39.79	17,367	D
Comm Stock - \$.16-2/3 value	03/20/2017		M	1,000	A \$ 46.48	18,367	D
Comm Stock - \$.16-2/3 value	03/20/2017		M	1,000	A \$ 51.73	19,367	D

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Comm
 Stock - 03/20/2017 S⁽¹⁾ 3,000 D \$ 83.26 16,367 D
 \$.16-2/3
 value

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 and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (RSU)	\$ 0	03/17/2017		A	98 (2)	03/26/2017 ⁽²⁾ (2)	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 39.79	03/20/2017		M	1,000	03/15/2013 ⁽³⁾ 03/15/2022	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 46.48	03/20/2017		M	1,000	03/12/2014 ⁽⁴⁾ 03/12/2023	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 51.73	03/20/2017		M	1,000	03/12/2015 ⁽⁵⁾ 03/12/2024	Comm Stock - \$.16-2/3 value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SEIF MARGARET K
P.O. BOX 9106
ONE TECHNOLOGY WAY
NORWOOD, MA 02062-9106

SVP, CLO
& Secretary

Signatures

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

03/21/2017

__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) Represents shares of common stock of the Issuer to be issued to the Reporting Person on March 26, 2017 (the "Vesting Date"), subject to the Reporting Person's continued service through the Vesting Date, as a result of the certification by the Issuer's Compensation Committee on March 17, 2017 of the achievement of pre-established performance parameters at 102.16% of the target established for the performance-based restricted stock units granted to the Reporting Person on March 12, 2014.
- (3) This option vested 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.
- (5) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.