

ANALOG DEVICES INC  
Form 4  
June 19, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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, 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 \*  
Henderson Gregory N.

(Last) (First) (Middle)  
PO BOX 9106, ONE  
TECHNOLOGY WAY  
(Street)

NORWOOD, MA 02062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Atmtve, Comm, ArSpc & Def

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

Edgar Filing: ANALOG DEVICES INC - Form 4

| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4)          |                 |                              |           |
|---|------------------------------|------------------|------------|--|---------------------------|-----------------|------------------------------|-----------|
|   |                              |                  | Code       | V (A) (D)  | Date Exercisable          | Expiration Date | Title                        | A or N of |
| Non-Qualified Stock Option (right to buy) | \$ 79.75                     | 06/15/2017       | A          | 30,391   | 06/15/2018 <sup>(1)</sup> | 06/15/2027      | Comm Stock - \$.16-2/3 value | 3         |
| Restricted Stock Unit (RSU)               | \$ 0                         | 06/15/2017       | A          | 6,715  | 06/15/2020 <sup>(2)</sup> | <sup>(2)</sup>  | Comm Stock - \$.16-2/3 value | 0         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Henderson Gregory N.<br>PO BOX 9106<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062 |               |           | SVP, Atmtvc, Comm, ArSpc & Def |       |

## Signatures

Cynthia M. McMakin, Associate General Counsel, by Power of Attorney  
 06/19/2017  
 \*\*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) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was June 15, 2017.
- (2) This RSU vests 100% on the third anniversary of the Original Grant Date, which was June 15, 2017. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

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.