

Real Peter
Form 4
March 27, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Real Peter

(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)

03/25/2018

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 & Chief Technology Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Comm Stock - \$.16-2/3 value | 03/25/2018 | | M | | 1,400 | A | \$ 0 |
| Comm Stock - \$.16-2/3 value | 03/26/2018 | | F | | 728 | D | \$ 93.11 |
| Comm Stock - \$.16-2/3 value | | | | | 218 | I | |
| | | | | | | | in Analog Ireland Success Sharing |

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

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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 (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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and A of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|
| Performance-Based Restricted Stock Unit | \$ 0 | 03/25/2018 | | M | 1,400 | 03/25/2018 ⁽¹⁾ | Comm Stock - \$16-2/3 value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Real Peter P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106 | | | SVP & Chief Technology Officer | |

Signatures

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

03/27/2018

**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 transaction represents the settlement of performance-based RSUs granted on March 11, 2015 in shares of common stock of the Company on their scheduled vesting date of March 25, 2018 as a result of the certification by the Company's Compensation Committee of

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the satisfaction of performance criteria at 44.74% 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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