SEIF MARGARET K
Form 4
March 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
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)
03/13/2019

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, CPO and CLO

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 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			

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	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 of Unde Securiti

	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	$ 108.08	03/13/2019		A		10,705		03/13/2020(1)	03/13/2029	Comm Stock $.16-2 valu
Restricted Stock Unit (RSU)	$ 0	03/13/2019		A		2,418		03/13/2020(2)	(2)	Comm Stock $.16-2 valu
Performance-Based Restricted Stock Unit	$ 0 (3)	03/13/2019		A	V	2,418		03/27/2022(4)	(4)	Comm Stock $.16-2 valu
Performance-Based Restricted Stock Unit	$ 0 (5)	03/13/2019		A	V	2,418		03/13/2022(6)	(6)	Comm Stock $.16-2 valu

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, CPO and CLO	

Signatures

/s/ Cynthia M. McMakin, Assistant General Counsel, by Power of Attorney	03/15/2019
**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, and fourth anniversaries of the Original Grant Date, which was March 13, 2019.

(2) The Restricted Stock Units granted to the Reporting Person on March 13, 2019 (the "Original Grant Date") vest in equal installments on the first, second, third and fourth anniversaries of the Original Grant Date. Upon each vesting date, each vested RSU shall automatically

convert into one (1) share of common stock of the Company.

(3) Each Performance-Based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters relating to the Company's relative total shareholder return (TSR) performance against the median TSR of a defined comparator group of companies, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date.

(4) Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company three years and 14 days after the grant date.

(5) Each Performance-Based RSU represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters relating to the Company's financial performance, as approved by the Company's Compensation Committee, over a one-year performance period, two-year cumulative performance period and three-year cumulative performance period, and vesting on the third anniversary of the grant date.

(6) Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company on the third anniversary of the grant date.

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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