SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addres <u>ROCHE VIN</u>	1 0	on*	2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner					
(Last) ONE ANALOG	(First) WAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2024	X	Officer (give title Other (specify below) Chair & CEO						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable					
WILMINGTON	МА	01887		X	Form filed by One Repor	ting Person					
					Form filed by More than Person	One Reporting					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication								
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								
	Т	able I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	cially	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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	nount (A) or (D)		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Comm Stock - \$.16-2/3 value	03/04/2024		М		10,000	A	\$83.48	15,713	D	
Comm Stock - \$.16-2/3 value	03/04/2024		S		10,000(1)	D	\$195.83	5,713	D	
Comm Stock-\$.16-2/3 value								55,000	I (2)	Vincent Roche 2023 Grantor Retained Annuity Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(e.g.,	puts,	cans	, •••	manto	, options, t		10 3000	unities)				
1. Title of Derivative (Instr. 3) 2. Conversio or Exercis Price of Derivative Security			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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$83.48	03/04/2024		М			10,000	03/08/2018 ⁽³⁾	03/08/2027	Comm Stock - \$.16- 2/3 value	10,000	\$0	20,000	D	

Explanation of Responses:

1. The shares were sold pursuant to a 10b5-1 plan adopted by the Reporting Person on April 6, 2023.

2. Shares held by the Vincent Roche 2023 Grantor Retained Annuity Trust dated August 25, 2023.

3. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 8, 2017.

Remarks:

/s/ Shelly Shaw, General Counsel, by Power of Attorney

03/05/2024

** Signature of Reporting Person Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.