SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addre		erson*	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify	
(Last) (First) P.O. BOX 9106 ONE TECHNOLOGY WAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2015		sVP, Gen Counse	below)	
(Street) NORWOOD	MA (State)	02062-9106	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicable 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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Comm Stock-\$.16-2/3 value	02/12/2015		М		1,000	A	\$37.52	7,868	D			
Comm Stock-\$.16-2/3 value	02/12/2015		М		1,000	A	\$31.62	8,868	D			
Comm Stock-\$.16-2/3 value	02/12/2015		М		1,000	A	\$19.57	9,868	D			
Comm Stock-\$.16-2/3 value	02/12/2015		S ⁽¹⁾		3,500	D	\$56.36	6,368	D			

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

(e.g., puls, cans, 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)		saction e (Instr. bisaction e (Instr. berivative 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)	\$37.52	02/12/2015		М			1,000	01/04/2012 ⁽²⁾	01/04/2021	Comm Stock-\$.16- 2/3 value	1,000	\$0.0000	11,232	D	
Non- Qualified Stock Option (right to buy)	\$19.57	02/12/2015		М			1,000	01/05/2010 ⁽³⁾	01/05/2019	Comm Stock-\$.16- 2/3 value	1,000	\$0.0000	12,000	D	
Non- Qualified Stock Option (right to buy)	\$31.62	02/12/2015		М			1,000	01/05/2011 ⁽⁴⁾	01/05/2020	Comm Stock-\$.16- 2/3 value	1,000	\$0.0000	4,000	D	

Explanation of Responses:

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. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2011.

3. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2009.

4. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2010.

Cynthia M. McMakin, Associate General Counsel, by 02/13/2015

Power of Attorney

** 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.

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