SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

D D I

By Trust

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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

(Month/D						v	(A) or		Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
1. Title of Security	r (Instr. 3)	2. 1 Dai	Transaction ate	2A. Deemed Execution Date,	3. Transa	ction	4. Securities Disposed Of			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
		Table I - Non-D	Derivative S	ecurities Acq	uired,	Dis	posed of, o	or Ben	eficially	Owned				
(City)	(State)	(Zip)								. 0.0011				
NORWOOD	MA	02062								Form filed by One Form filed by Mor Person				
(Street)		4. If Am	nendment, Date of	Original	Filed	(Month/Day/Ye	Line)	6. Individual or Joint/Group Filing (Check Applicable Line)						
PO BOX 9106 ONE TECHNO	LOGY WAY													
(Last)	(First)	3. Date 03/13/	of Earliest Transac 2020	ction (M	onth/E	Day/Year)		below) below) SVP, Power Products						
Pietkiewicz S	<u>Steve</u>				1.01					Director Officer (give title		(specify		
1. Name and Address of Reporting Person*				er Name and Ticke					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					

T . 1. 1. 11			 	D			
Comm Stock - \$.16-2/3 value						4,956	
Comm Stock - \$.16-2/3 value	03/13/2020	F ⁽¹⁾	373	D	\$99.79	24,116	
Comm Stock - \$.16-2/3 value	03/13/2020	M	998	A	\$ <mark>0</mark>	24,489	

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

L															
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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	Expiration Date (Month/Day/Year)		and 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				
Restricted Stock Unit (RSU)	\$0.0	03/13/2020		М			998	03/13/2020 ⁽²⁾	(2)	Comm Stock - \$.16- 2/3 value	998	\$0	2,994	D	

Explanation of Responses:

1. This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 13, 2020 and are reported herein.

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.

Remarks:

/s/ Kevin P. Lanouette,

Assistant General Counsel, by

03/16/2020

Power of Attorney

** Signature of Reporting Person Date

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

 \ast 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.

Limited Power of Attorney for Section 16 Reporting Obligations Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Kevin P. Lanouette, Ali Husain, Jeanne Weinzierl, Margaret Seif, Cynthia McMakin, Jeanne Weinzierl , Michael A. Simone , Rebecca Change and Mark Devine , signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinater described to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an oficer and/or director of Analog Devices, Inc.(the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"); (2)do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and ile such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the iling of a Form ID, including amendments thereto, or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering Analysis and Retrieval ("EDGAR") system of the SEC and any and all successor systems to the EDGAR system; (3)seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities rom any third party, including brokers, employee beneit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratiies any such release of information; and (4)take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of beneit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and conirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, arc not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for proit disgorgement under Section 16(b) of the Exchange Act. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to ile Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of June, 2017. Signature Steve Pietkiewicz

[Limited Power of Attorneyfor Section 16 Filings]