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

| OWR APPRO | JVAL |
|------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burg | len |
| hours per response. | 0.5 |

| 1. Name and Addre <u>MCADAM I</u> (Last) P.O. BOX 9106 | (First) | rson [*] (Middle) | 2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI] - 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014 | | tionship of Reporting Person(s) to Issuer : all applicable) Director 10% Owner Officer (give title Other (specify below) below) EVP, STR BUS SGMT GRP | | | | | |
|--|--------------------|-------------------------------|---|---|--|---------------|--|--|--|--|
| ONE TECHNOLOGY WAY | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) NORWOOD (City) | WOOD MA 02062-9106 | | | Line) | Form filed by One Rep Form filed by More tha Person | orting Person | | | | |
| (City) | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |

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|--|--|---|------|---|---|---|---|------------------------------------|---|------------|--|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Date Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 and | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | Code | v | Amount | unt (A) or Price Transa | | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Comm Stock-\$.16-2/3 value | 07/01/2014 | | М | | 50,000 | A | \$33.41 | 248,550 | D | | |
| Comm Stock-\$.16-2/3 value | 07/01/2014 | | М | | 50,000 | A | \$29.91 | 298,550 | D | | |
| Comm Stock-\$.16-2/3 value | 07/01/2014 | | М | | 40,000 | A | \$39.44 | 338,550 | D | | |
| Comm Stock-\$.16-2/3 value | 07/01/2014 | | М | | 675 | A | \$37.04 | 339,225 | D | | |
| Comm Stock-\$.16-2/3 value | 07/01/2014 | | S | | 140,675 | D | \$53.9 ⁽¹⁾ | 198,550 | D | | |

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. Transa Code (8) | | of Deri Sec Acq (A) (Disp of (I | umber vative urities uired or oosed D) (Instr. and 5) | Expiration Date (Month/Day/Year) | | e of Securities | | 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) | \$29.91 | 07/01/2014 | | М | | | 50,000 | 01/03/2009 ⁽²⁾ | 01/03/2018 | Comm Stock-\$.16- 2/3 value | 50,000 | \$0.0000 | 0.0000 | D | |
| Non- Qualified Stock Option (right to buy) | \$33.41 | 07/01/2014 | | М | | | 50,000 | 01/04/2008 ⁽³⁾ | 01/04/2017 | Comm Stock-\$.16- 2/3 value | 50,000 | \$0.0000 | 0.0000 | D | |
| Non- Qualified Stock Option (right to buy) | \$37.04 | 07/01/2014 | | М | | | 675 | 07/30/2005 ⁽⁴⁾ | 06/01/2015 | Comm Stock-\$.16- 2/3 value | 675 | \$0.0000 | 0.0000 | D | |
| Non- Qualified Stock Option (right to buy) | \$39.44 | 07/01/2014 | | М | | | 40,000 | 12/06/2006 ⁽⁵⁾ | 12/06/2015 | Comm Stock-\$.16- 2/3 value | 40,000 | \$0.0000 | 0.0000 | D | |

Explanation of Responses:

1. These shares were disposed of in multiple transactions on July 1, 2014 at actual sales prices ranging from \$53.750 to \$54.170 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price

2. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 3, 2008.

3. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2007.

4. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was June 1, 2005.

5. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was December 6, 2005.

Kevin P. Lanouette, Assistant General Counsel, by Power of <u>Attorney</u>

07/02/2014

** 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.