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 3235-0287 OMB Number: Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person* SEIF MARGARET K			2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI]		tionship of Reporting Per all applicable) Director	son(s) to Issuer 10% Owner
· · · · · · · · · · · · · · · · · · ·			3. Date of Earliest Transaction (Month/Day/Year)	- X	Officer (give title below)	Other (specify below)
(Last)) (First) (Middle)		07/15/2014		VP, General Couns	el Secretary
P.O. BOX 9106	i		0//15/2014		vi, General Couns	ci, occiciary
ONE TECHNC	LOGY WAY					
-			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	ridual or Joint/Group Filing	g (Check Applicable
(Street)				Line)		
NORWOOD	МА	02062-9106		X	Form filed by One Rep	orting Person
	IVLA	02002-9100	_		Form filed by More tha Person	n One Reporting
(City)	(State)	(Zip)				

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)	Code	3. 4. Securities Acquired (A) or Transaction Disposed Of (D) (Instr. 3, 4 and 5) 8) 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	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Comm Stock-\$.16-2/3 value	07/15/2014		М		1,000	A	\$39.79	11,368	D		
Comm Stock-\$.16-2/3 value	07/15/2014		М		1,000	A	\$19.57	12,368	D		
Comm Stock-\$.16-2/3 value	07/15/2014		М		616	A	\$37.52	12,984	D		
Comm Stock-\$.16-2/3 value	07/15/2014		S ⁽¹⁾		2,616	D	\$53.77	10,368	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)	4. Transa Code (8)		n of		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	07/15/2014		М			616	01/04/2012 ⁽²⁾	01/04/2021	Comm Stock-\$.16- 2/3 value	616	\$0.0000	13,232	D	
Non- Qualified Stock Option (right to buy)	\$19.57	07/15/2014		М			1,000	01/05/2010 ⁽³⁾	01/05/2019	Comm Stock-\$.16- 2/3 value	1,000	\$0.0000	15,000	D	
Non- Qualified Stock Option (right to buy)	\$39.79	07/15/2014		М			1,000	03/15/2013 ⁽⁴⁾	03/15/2022	Comm Stock-\$.16- 2/3 value	1,000	\$0.0000	24,940	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 vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.

Kevin P. Lanouette, Assistant 07/16/2014 General Counsel, by Power of <u>Attorney</u>

** 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.