SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Address of Reporting Person [*] Real Peter	2. Date of Event Requiring Statement (Month/Day/Year) 11/03/2014		3. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI]					
(Last) (First) (Middle) P.O. BOX 9106 ONE TECHNOLOGY WAY (Street)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) SVP & Chief Technology Officer		r cify 6. In App	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
NORWOOD MA 02062-9106								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)		2	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Comm Stock-\$.16-2/3 value			3,992	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
Non-Qualified Stock Option (right to buy)	01/05/2013 ⁽¹⁾	01/05/2019	Comm Stock-\$.16-2/3 value	6,500	19.57	D		
Non-Qualified Stock Option (right to buy)	01/03/2010 ⁽²⁾	01/03/2018	Comm Stock-\$.16-2/3 value	15,000	29.91	D		
Non-Qualified Stock Option (right to buy)	01/05/2011 ⁽³⁾	01/05/2020	Comm Stock-\$.16-2/3 value	17,500	31.62	D		
Non-Qualified Stock Option (right to buy)	01/04/2012 ⁽⁴⁾	01/04/2021	Comm Stock-\$.16-2/3 value	18,020	37.52	D		
Non-Qualified Stock Option (right to buy)	03/15/2013 ⁽⁵⁾	03/15/2022	2 Comm Stock-\$.16-2/3 value	18,380	39.79	D		
Non-Qualified Stock Option (right to buy)	03/12/2014 ⁽⁶⁾	03/12/2023	Comm Stock-\$.16-2/3 value	18,650	46.48	D		
Non-Qualified Stock Option (right to buy)	03/12/2015 ⁽⁷⁾	03/12/2024	Comm Stock-\$.16-2/3 value	18,950	51.73	D		
Restricted Stock Unit (RSU)	03/12/2016 ⁽⁸⁾	(8)	Comm Stock-\$.16-2/3 value	3,235	0.0000	D		
Restricted Stock Unit (RSU)	03/12/2017 ⁽⁹⁾	(9)	Comm Stock-\$.16-2/3 value	3,625	0.0000	D		
Restricted Stock Unit (RSU)	03/15/2015 ⁽¹⁰⁾	(10)	Comm Stock-\$.16-2/3 value	3,630	0.0000	D		

Explanation of Responses:

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

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

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

4. 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.

5. 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.

6. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2013.

7. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2014.

9. The Restricted Stock Units granted to the Reporting Person on March 12, 2014 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

^{8.} The Restricted Stock Units granted to the Reporting Person on March 12, 2013 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

10. The Restricted Stock Units granted to the Reporting Person on March 15, 2012 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

/s/ Peter Real 11/07/2014 Date

** Signature of Reporting Person

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 5 (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.