SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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 [*] Sondel Michael	2. Date of Event Requiring Staten (Month/Day/Year 02/22/2019	nent	of the Investment Company Act of 1940 3. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI]						
(Last) (First) (Middle) ONE TECHNOLOGY WAY (Street) NORWOOD MA 02062	-		Y Officer (give title Oth		10% Owner Other (specify below)		 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 		
(City) (State) (Zip)									
	Table I - Nor	n-Derivat	ive Securities Beneficiall	y Owned					
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Comm Stock - \$.16-2/3 value			2,546	D	D				
			e Securities Beneficially nts, options, convertible		s)				
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Y	isable and ite	3. Title and Amount of Securi Underlying Derivative Securi	ities	4. Conver	ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)		
Non-Qualified Stock Option (right to buy)	01/04/2012 ⁽¹⁾	01/04/2021	Comm Stock - \$.16-2/3 value	3,010	37.52		D		
Non-Qualified Stock Option (right to buy)	03/15/2013 ⁽²⁾	03/15/2022	Comm Stock - \$.16-2/3 value	2,210	39.79		D		
Non-Qualified Stock Option (right to buy)	03/12/2014 ⁽³⁾	03/12/2023	Comm Stock - \$.16-2/3 value	2,740	46.48		D		
Non-Qualified Stock Option (right to buy)	03/12/2015 ⁽⁴⁾	03/12/2024	Gomm Stock - \$.16-2/3 value	2,750	51.73		D		
Non-Qualified Stock Option (right to buy)	03/11/2016 ⁽⁵⁾	03/11/2025	Comm Stock - \$.16-2/3 value	2,920	57.29		D		
Non-Qualified Stock Option (right to buy)	03/09/2017 ⁽⁶⁾	03/09/2026	Gomm Stock - \$.16-2/3 value	1,910	54.93		D		
Non-Qualified Stock Option (right to buy)	03/08/2018 ⁽⁷⁾	03/08/2027	Comm Stock - \$.16-2/3 value	2,200	83.48		D		
Non-Qualified Stock Option (right to buy)	03/29/2019 ⁽⁸⁾	03/29/2028	Comm Stock - \$.16-2/3 value	1,992	91.13		D		
Restricted Stock Unit (RSU)	03/09/2019 ⁽⁹⁾	(9)	Comm Stock - \$.16-2/3 value	492	0.0		D		
Restricted Stock Unit (RSU)	03/08/2020 ⁽¹⁰⁾	(10)	Comm Stock - \$.16-2/3 value	482	0.0		D		
Restricted Stock Unit (RSU)	03/29/2019 ⁽¹¹⁾	(11)	Comm Stock - \$.16-2/3 value	1,108	0.0)	D		

Explanation of Responses:

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

2. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.

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

4. 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.

5. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 11, 2015.

6. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 9, 2016.

7. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 8, 2017.

8. This option vests in equal installments on the first, second, third and fourth anniversaries of the original grant date, which was March 29, 2018.

9. The Restricted Stock Units granted to the Reporting Person on March 9, 2016 (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 8, 2017 (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.

11. The Restricted Stock Units granted to the Reporting Person on March 29, 2018 (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/ Michael P. Sondel

** Signature of Reporting Person

ndel <u>02/26/2019</u> rting 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 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.