## SEC Form 4

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# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number:

3235-0287 Estimated average burden

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).				pursuant to Section 10 or Section 30(h) of th		umber: ed average burde er response:	3235-0287 en 0.5				
1. Name and Address of Reporting Person* <u>Mahendra-Rajah Prashanth</u> (Last) (First) (Middle) P.O. BOX 9106 ONE TECHNOLOGY WAY				2. Issuer Name and T ANALOG DE 3. Date of Earliest Tra 11/27/2020	VICES IN	I <u>C</u> [ ADI ]		all applicable) Director Officer (give below)	) e title	Person(s) to Iss 10% C Other below) ce & CFO	Dwner (specify
(Street) NORWOOD MA 02062-9106 (City) (State) (Zip)			4. If Amendment, Dat	e of Original F	iled (Month/Day/Year)	6. Indiv Line) X	Form filed b	y One F	iling (Check Ap Reporting Perso than One Repo	on	
		Table I -	Non-Deriva	tive Securities A	cquired, I	Disposed of, or Benefi	cially (	Dwned			
1. Title of Securit	y (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) or D	isposed	5. Amount of		6. Ownership	7. Nature of

		Execution Date, if any (Month/Day/Year)	Code (Instr.		Of (D) (Instr. 3, 4 and 5)				(D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Comm Stock - \$.16-2/3 value	11/27/2020		S		3,625	D	\$138.4102 <sup>(1)</sup>	15,184	D	

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

			(0.9.) P	, .	,		,	•••••••							
1. Title of Derivative Security (Instr. 3)	ve Conversion Date v or Exercise (Month/Day/		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

1. These shares were disposed of in multiple transactions on November 27, 2020 at actual sales prices ranging from \$138.375 to \$138.50 per share. The price reported reflects the weighted average sale price for the transactions. The Reporting Person undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

### **Remarks:**

# /s/ Yoon Ah Oh, Associate

General Counsel, by Power of 11/30/2020 <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.

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 28th day of September, 2017. Signature Prashanth Mahendra-Rajah

[Limited Power of Attorneyfor Section 16 Filings]