

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Cotter Martin</u>  (Last) (First) (Middle) PO BOX 9106 ONE TECHNOLOGY WAY  (Street) NORWOOD MA 02062-9106  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ ADI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, WW Sales & Dig MKTG
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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. 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)	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
Non-Qualified Stock Option (right to buy)	\$108.08	06/17/2019		A		7,512		03/13/2020 <sup>(1)</sup>	03/13/2029	Comm Stock - \$.16-2/3 value	7,512	\$0	7,512	D	
Restricted Stock Unit (RSU)	\$0.0	06/17/2019		A		1,697		03/13/2020 <sup>(2)</sup>	(2)	Comm Stock - \$.16-2/3 value	1,697	\$0	1,697	D	
Performance-Based Restricted Stock Unit	\$0.0 <sup>(3)</sup>	06/17/2019		A	V	1,697		03/27/2022 <sup>(4)</sup>	(4)	Comm Stock - \$.16-2/3 value	1,697	\$0	1,697	D	
Performance-Based Restricted Stock Unit	\$0.0 <sup>(5)</sup>	06/17/2019		A	V	1,697		03/13/2022 <sup>(6)</sup>	(6)	Comm Stock - \$.16-2/3 value	1,697	\$0	1,697	D	

**Explanation of Responses:**

- This option vests in equal installments on the first, second, third, and fourth anniversaries of March 13, 2019.
- The Restricted Stock Units granted to the Reporting Person on June 17, 2019 vest in equal installments on the first, second, third and fourth anniversaries of March 13, 2019. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- Each Performance-Based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters relating to the Company's relative total shareholder return (TSR) performance against the median TSR of a defined comparator group of companies, as approved by the Company's Compensation Committee, over a three-year performance period beginning on March 13, 2019 and ending on the third anniversary of March 13, 2019.

4. Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company three years and 14 days after March 13, 2019.

5. Each Performance-Based RSU represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters relating to the Company's financial performance, as approved by the Company's Compensation Committee, over a one-year performance period, two-year cumulative performance period and three-year cumulative performance period, and vesting on March 13, 2022.

6. Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company on March 13, 2022.

**Remarks:**

/s/ Cynthia M. McMakin,  
Assistant General Counsel, by 06/18/2019  
Power of Attorney

\*\* 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.**