

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>SEIF MARGARET K</u> (Last) (First) (Middle) P.O. BOX 9106 ONE TECHNOLOGY WAY (Street) NORWOOD MA 02062-9106 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ADI]</u>	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) <u>SVP, Gen Counsel, Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2015</u>	
	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			
Comm Stock-\$.16-2/3 value	03/12/2015		M		1,000	A	\$37.52	7,368	D	
Comm Stock-\$.16-2/3 value	03/12/2015		M		1,000	A	\$31.62	8,368	D	
Comm Stock-\$.16-2/3 value	03/12/2015		M		1,000	A	\$19.57	9,368	D	
Comm Stock-\$.16-2/3 value	03/12/2015		s ⁽¹⁾		3,500	D	\$56.81	5,868	D	

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						Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$57.29	03/11/2015		A		25,990		03/11/2016 ⁽²⁾	03/11/2025	Comm Stock-\$.16-2/3 value	25,990	\$0.0000	25,990	D	
Performance-Based Restricted Stock Unit	\$0.0000 ⁽³⁾	03/11/2015		A	V	5,010		03/25/2018 ⁽⁴⁾	(4)	Comm Stock-\$.16-2/3 value	5,010	\$0.0000	5,010	D	
Restricted Stock Unit (RSU)	\$0.0000	03/11/2015		A		5,010		03/11/2018 ⁽⁵⁾	(5)	Comm Stock-\$.16-2/3 value	5,010	\$0.0000	5,010	D	
Non-Qualified Stock Option (right to buy)	\$37.52	03/12/2015		M		1,000		01/04/2012 ⁽⁶⁾	01/04/2021	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	10,232	D	
Non-Qualified Stock Option (right to buy)	\$19.57	03/12/2015		M		1,000		01/05/2010 ⁽⁷⁾	01/05/2019	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	11,000	D	
Non-Qualified Stock Option (right to buy)	\$31.62	03/12/2015		M		1,000		01/05/2011 ⁽⁸⁾	01/05/2020	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	3,000	D	

Explanation of Responses:

- 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.
- 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.
- 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, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date.
- 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 the grant date.
- The Restricted Stock Units granted to the Reporting Person on March 11, 2015 (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.
- 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.
- 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.
- This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2010.

Cynthia M. McMakin, Associate 03/13/2015
General Counsel, by 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.