

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* <u>Cotter Martin</u> (Last) (First) (Middle) <u>ONE ANALOG WAY</u> (Street) <u>WILMINGTON MA 01887</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/01/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ADI]</u>	
		4. 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, Vertical Business Units</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Comm Stock-\$.16-2/3 value	42,451.897	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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (right to buy)	(1)	03/08/2027	Comm Stock - \$.16-2/3 value	17,594	83.48	D
Non-Qualified Stock Option (right to buy)	(1)	03/29/2028	Comm Stock - \$.16-2/3 value	20,552	91.13	D
Non-Qualified Stock Option (right to buy)	(1)	03/13/2029	Comm Stock - \$.16-2/3 value	10,164	108.08	D
Non-Qualified Stock Option (right to buy)	(1)	03/13/2029	Comm Stock - \$.16-2/3 value	7,512	108.08	D
Non-Qualified Stock Option (right to buy)	(1)	03/11/2030	Comm Stock - \$.16-2/3 value	24,232	94.41	D
Non-Qualified Stock Option (right to buy)	(2)	03/10/2031	Comm Stock - \$.16-2/3 value	14,158	147.11	D
Restricted Stock Unit	(3)	(3)	Comm Stock - \$.16-2/3 value	969	0	D
Performance-Based Restricted Stock Unit	(4)	(4)	Comm Stock - \$.16-2/3 value	6,742	0	D
Performance-Based Restricted Stock Unit	(5)	(5)	Comm Stock-\$.16-2/3 value	4,246	0	D
Restricted Stock Unit	(6)	(6)	Comm Stock - \$.16-2/3 value	3,340	0	D
Performance-Based Restricted Stock Unit	(7)	(7)	Comm Stock-\$.16-2/3 value	6,285	0	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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance-Based Restricted Stock Unit	(8)	(8)	Comm Stock-\$.16-2/3 value	4,180	0	D	
Restricted Stock Unit	(9)	(9)	Comm Stock-\$.16-2/3 value	4,674	0	D	
Performance-Based Restricted Stock Unit	(10)	(10)	Comm Stock-\$.16-2/3 value	5,882	0	D	
Performance-Based Restricted Stock Unit	(11)	(11)	Comm Stock-\$.16-2/3 value	4,015	0	D	
Restricted Stock Unit	(12)	(12)	Comm Stock-\$.16-2/3 value	5,833	0	D	

Explanation of Responses:

- This option is fully vested.
- This option vests in equal installments on the first, second, third and fourth anniversaries of March 15, 2021.
- The Restricted Stock Units (RSUs) granted to the Reporting Person on March 10, 2021 vest in equal installments on the first, second, third and fourth anniversaries of March 15, 2021. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- Each Performance-Based RSU represents the right to receive, following the 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 and Talent Committee, over a one-year performance period, two-year cumulative performance period and three-year cumulative performance period, and vesting on the third anniversary of March 15, 2022.
- Each Performance-Based RSU represents the right to receive, following the 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 TSR of a defined comparator group of companies, as approved by the Company's Compensation and Talent Committee, over a three-year performance period beginning on the grant date and ending on March 15, 2025.
- The RSUs granted to the Reporting Person on April 4, 2022, vest in equal installments on the first, second, third and fourth anniversaries of March 15, 2022. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock.
- Each Performance-Based RSU represents the right to receive, following the 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 and Talent Committee, over a one-year performance period, two-year cumulative performance period and three-year cumulative performance period, and vesting on the third anniversary of March 15, 2023.
- Each Performance-Based RSU represents the right to receive, following the 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 TSR performance against the TSR of a defined comparator group of companies, as approved by the Company's Compensation and Talent Committee, over a three-year performance period beginning on March 15, 2023 and ending on March 15, 2026 and vesting on March 29, 2026.
- The RSUs granted to the Reporting Person on April 3, 2023, vest in equal installments on the first, second third and fourth anniversaries of March 15, 2023. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock.
- Each Performance-Based RSU represents the right to receive, following the 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 and Talent Committee, over a three-year performance period beginning on the first day of the third quarter of the Company's fiscal year 2024 and ending on the last day of the second quarter of the Company's fiscal year 2027, and vesting on August 29, 2027.
- Each Performance-Based RSU represents the right to receive, following the 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 TSR performance against the TSR of a defined comparator group of companies, as approved by the Company's Compensation and Talent Committee, over a three-year performance period beginning on August 15, 2024 and ending on August 15, 2027, and vesting on August 29, 2027.
- The RSUs granted to the Reporting Person on September 10, 2024 vest in equal installments on the first, second, third and fourth anniversaries of August 15, 2024. Upon each vesting date, each vested RSU shall automatically convert into one share of common stock.

Remarks:

/s/ Shelly Shaw, General
Counsel, by Power of 12/10/2024
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 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.

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