

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Mahendra-Rajah Prashanth</u>  (Last) (First) (Middle) ONE ANALOG WAY  (Street) WILMINGTON MA 01887  (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) EVP, Finance & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2023	
		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 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	03/13/2023		M		1,497	A	\$0	14,163.7	D	
Comm Stock - \$.16-2/3 value	03/13/2023		F <sup>(1)</sup>		440	D	\$182.55	13,723.7	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					
Restricted Stock Unit (RSU)	\$0.0	03/13/2023		M			1,497	(2)	(2)	Comm Stock - \$.16-2/3 value	1,497	0	D	

**Explanation of Responses:**

- This disposition represents shares withheld to satisfy tax withholding obligations on the Performance-Based Restricted Stock Units that vested on March 13, 2023 and are reported herein.
- The Restricted Stock Units granted to the Reporting Person on March 13, 2019 vest in equal installments on the first, second, third and fourth anniversaries of the grant date. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

**Remarks:**

/s/ Shelly Shaw, Associate General Counsel, by Power of Attorney

03/15/2023

\*\* 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.

SUBSTITUTE POWER OF ATTORNEY

Pursuant to a written Limited Power of Attorney for Section 16 Reporting Obligations granted by each of the following individuals (collectively, the "Grantors"):

James A. Champy  
Anantha P. Chandrakasan  
Martin Cotter  
Tunc Doluca  
Bruce R. Evans  
Edward H. Frank  
Laurie H. Glimcher  
Karen M. Golz  
Gregory N. Henderson  
Mercedes Johnson  
Mark M. Little  
Prashanth Mahendra-Rajah  
Vincent Roche  
Anelise Angelino Sacks  
Kenton J. Sicchitano  
Ray Stata

The undersigned, pursuant to the powers granted in the Powers of Attorney, hereby constitutes and appoints Janene Asgeirsson and Shelly : This Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Powers of Attorney are terminated.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 3rd day of March, 2022.

Signature

/s/ Margaret K. Seif  
Print Name

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