

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>ROCHE VINCENT</b><br><br>(Last) (First) (Middle)<br><b>P.O. BOX 9106</b><br><b>ONE TECHNOLOGY WAY</b><br><br>(Street)<br><b>NORWOOD MA 02062-9106</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>ANALOG DEVICES INC [ ADI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President &amp; CEO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/24/2017</b>            |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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              | 03/24/2017                           |  | M                              |   | 26,584  | A          | \$37.52               | 75,481  | D  |   |
| Non-Qualified Stock Option (right to buy) | 03/24/2017                           |  | S <sup>(1)</sup>               |   | 47,400  | D          | \$81.8 <sup>(2)</sup> | 28,081  | D  |   |
| Comm Stock - \$.16-2/3 value              | 03/26/2017                           |  | M                              |   | 28,100  | A          | \$0                   | 56,181  | D  |   |
| Comm Stock - \$.16-2/3 value              | 03/26/2017                           |  | M                              |   | 606   | A          | \$0                   | 56,787  | 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 |   |  |  |   |  | Title |
| Non-Qualified Stock Option (right to buy)  | \$37.52  | 03/24/2017                           |  | M                              |   | 26,584   |     | 01/04/2012 <sup>(3)</sup>                                | 01/04/2021      | Comm Stock - \$.16-2/3 value  | 26,584                                     | \$0  | 5,546   | D  |       |
| Restricted Stock Unit (RSU)                | \$0.0  | 03/26/2017                           |  | M                              |   | 606  |     | 03/26/2017 <sup>(4)</sup>                                | (4)             | Comm Stock - \$.16-2/3 value  | 606  | \$0  | 0   | D  |       |
| Performance-Based Restricted Stock Unit    | \$0.0  | 03/26/2017                           |  | M                              |   | 28,100   |     | (4)  | (4)             | Comm Stock - \$.16-2/3 value  | 28,100                                     | \$0  | 0   | 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.
- These shares were disposed of in multiple transactions on March 24, 2017 at actual sales prices ranging from \$81.860 to \$82.000 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2011.
- This transaction represents the settlement of performance-based RSUs granted on March 12, 2014 in shares of common stock of the Company on their scheduled vesting date of March 26, 2017 as a result of the certification by the Company's Compensation Committee on March 17, 2017 of the satisfaction of performance criteria at 102.16% of target.

**Remarks:**

/s/ Cynthia M. McMakin,  
Associate General Counsel, by 03/27/2017  
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.

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