SEC Form 4	
------------	--

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response

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 Bryant Gregor		Person*	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ ADI ]		tionship of Reporting Pers all applicable) Director	10% Owner					
(Last) ONE ANALOG	(First) WAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2023	X	Officer (give title below) Executive Vice F	Other (specify below) President					
, (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable					
WILMINGTON	MA	01887		X	Form filed by One Repo	orting Person					
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting					
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. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Comm Stock - \$.16-2/3 value	03/15/2023		М		8,706	A	\$0	8,741.7(1)	D	
Comm Stock - \$.16-2/3 value	03/15/2023		F <sup>(2)</sup>		3,315	D	\$182.93	5,426.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		М		4,174	A	\$0	9,600.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		F <sup>(2)</sup>		2,023	D	\$182.93	7,577.7	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. Transa Code ( 8)		of Expiration Date An Derivative (Month/Day/Year) Sc Securities Un Acquired (A) or Sc		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	Amount or Number of Shares				
Restricted Stock Unit (RSU)	\$0.0	03/15/2023		М			8,706	(3)	(3)	Comm Stock - \$.16- 2/3 value	8,706	\$0	26,121	D	
Restricted Stock Unit (RSU)	\$0.0	03/15/2023		М			4,174	(4)	(4)	Comm Stock - \$.16- 2/3 value	4,174	\$0	12,524	D	

Explanation of Responses:

1. Includes 35.7 shares acquired under the Analog Devices, Inc. 2022 Employee Stock Purchase Plan on December 7, 2022.

2. This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 15, 2023 and are reported herein.

3. The Restricted Stock Units granted to the Reporting Person on March 15, 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 of the Issuer.

4. The Restricted Stock Units 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 vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Issuer.

**Remarks:** 

/s/ Shelly Shaw, Associate

General Counsel, by Power of 03/17/2023

<u>Attorney</u>

\*\* 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.

LIMITED POWER OF ATTORNEY

## FOR SECTION 16 REPORTING OBLIGATIONS

Know aJI by these presents, that the undersigned hereby makes, constitutes and appoints each of Janene Asgeirsson, Shelly Shaw, Jeanne Weinzierl and Margaret K. Seif signing singly and each acting inclividuaJly, as the undersigned's true and lawful attomeyinfact with full power and authority as hereinafter described to:

(I)

prepare, execute and file on behalf of the undersigned Form ID in order to obtain access codes for the undersigned to permit filing on EDGAR;

(2)

prepare, execute and file on behalfof the undersigned all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Analog Devices, Inc. (the "Company"), in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(3)

seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneyinfact and approves and ratifies any such release of information; and

(4)

take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attomeyinfact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attomeyinfact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyinfact may approve in such attorneyinfact's discretion.

The undersigned hereby grants to each such attorneyinfact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneyinfact, or such attorneyinfact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneysinfact, in serving in such capacity at the request of the undersigned, are not assuming or relieving, nor is the Company assuming or relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneysinfact assume (i) any liability for the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit clisgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneysinfact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of February, 2022.

/s/ Gregory M. Bryant