

**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* <u>SEIF MARGARET K</u> _____ (Last) (First) (Middle) <u>P.O. BOX 9106</u> <u>ONE TECHNOLOGY WAY</u> _____ (Street) <u>NORWOOD MA 02062-9106</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ ADI ]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2014</u> _____ 4. If Amendment, Date of Original Filed (Month/Day/Year)			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>VP, General Counsel, Secretary</u> _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
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**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	05/15/2014		M		1,000	A	\$39.79	11,368	D	
Comm Stock-\$.16-2/3 value	05/15/2014		M		1,000	A	\$37.52	12,368	D	
Comm Stock-\$.16-2/3 value	05/15/2014		M		1,000	A	\$31.62	13,368	D	
Comm Stock-\$.16-2/3 value	05/15/2014		M		1,000	A	\$19.57	14,368	D	
Comm Stock-\$.16-2/3 value	05/15/2014		s <sup>(1)</sup>		4,000	D	\$50.92	10,368	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	05/15/2014		M		1,000		01/04/2012 <sup>(2)</sup>	01/04/2021	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	14,848	D	
Non-Qualified Stock Option (right to buy)	\$19.57	05/15/2014		M		1,000		01/05/2010 <sup>(3)</sup>	01/05/2019	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	17,000	D	
Non-Qualified Stock Option (right to buy)	\$31.62	05/15/2014		M		1,000		01/05/2011 <sup>(4)</sup>	01/05/2020	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	7,000	D	
Non-Qualified Stock Option (right to buy)	\$39.79	05/15/2014		M		1,000		03/15/2013 <sup>(5)</sup>	03/15/2022	Comm Stock-\$.16-2/3 value	1,000	\$0.0000	26,940	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 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 vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2010.
- This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.

Kevin P. Lanouette, Assistant 05/16/2014  
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.**