## SEC Form 4

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 OMB APPROVAL
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1. Name and Add	ress of Reporting F	Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol ANALOG DEVICES INC [ ADI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X Director 10% Owner					
			—	Officer (give title Other (specify					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	below) below)					
P.O. BOX 910	6		03/12/2014						
ONE TECHN	OLOGY WAY								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person					
NORWOOD	MA	02062-9106	_	Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	eate Execution Date, Transaction		4. Securities Disposed Of (		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 Price		Transaction(s) (Instr. 3 and 4)			
Comm Stock-\$.16-2/3 value	03/12/2014		М		500	Α	\$0.0000	500	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)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	Expiration Date (Month/Day/Year)		and 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				
Non- Qualified Stock Option (right to buy)	\$51.73	03/12/2014		A		9,660		(1)	03/12/2024	Comm Stock-\$.16- 2/3 value	9,660	\$0.0000	9,660	D	
Restricted Stock Unit (RSU)	\$0.0000	03/12/2014		М			500	(2)	(2)	Comm Stock-\$.16- 2/3 value	500	\$0.0000	0.0000	D	
Restricted Stock Unit (RSU)	\$0.0000	03/12/2014		A		1,740		03/12/2015 <sup>(3)</sup>	(3)	Comm Stock-\$.16- 2/3 value	1,740	\$0.0000	1,740	D	

#### Explanation of Responses:

1. This option vests 100.00% on the earlier of the first anniversary of the original grant date, which was March 12, 2014, or the date of the Company's next Annual Meeting of Shareholders.

2. This RSU vested 100.00% on March 12, 2014. Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.

3. This RSU vests 100.00% on the earlier of the first anniversary of the original grant date, which was March 12, 2014, or the date of the Company's next Annual Meeting of Shareholders. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

Kevin P. Lanouette, Assistant
General Counsel, by Power of

<u>Attorney</u>

\*\* Signature of Reporting Person

03/13/2014

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.