

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Wessel Thomas</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>	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>SVP, WW Sales & Mktng</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			

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)	\$57.29	03/11/2015		A		29,230		03/11/2016 ⁽¹⁾	03/11/2025	Comm Stock-\$16-2/3 value	29,230	\$0.0000	29,230	D	
Performance-Based Restricted Stock Unit	\$0.0000 ⁽²⁾	03/11/2015		A	V	5,635		03/25/2018 ⁽³⁾	(3)	Comm Stock-\$16-2/3 value	5,635	\$0.0000	5,635	D	
Restricted Stock Unit (RSU)	\$0.0000	03/11/2015		A		5,635		03/11/2018 ⁽⁴⁾	(4)	Comm Stock-\$16-2/3 value	5,635	\$0.0000	5,635	D	

Explanation of Responses:

- This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 11, 2015.
- Each Performance-Based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date.
- Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company three years and 14 days after the grant date.
- The Restricted Stock Units granted to the Reporting Person on March 11, 2015 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

Remarks:

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Cynthia M. McMakin, Associate
General Counsel, by Power of 03/13/2015
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.

SUBSTITUTE POWER OF ATTORNEY

Pursuant to a written Limited Power of Attorney for Section 16 Reporting Obligations granted by each of the following individuals on the dates indicated below next to such individuals name, collectively the Powers of Attorney, copies of which were previously filed with the securities and exchange commission, the undersigned has been constituted and appointed true and lawful attorney in fact and agent, with full powers of substitution and revocation, to do and perform every act and thing whatsoever requisite, necessary or proper to be done in the exercise of the rights and powers granted in such Powers of Attorney:

Richard M. Beyer
James A. Champy
Samuel H. Fuller
John C. Hodgson
Yves-Andre Istel
Robert R. Marshall
William Matson
Robert McAdam
Richard Meaney
Neil Novich
Vincent T. Roche
F. Grant Saviers
Margaret K. Seif
Kenton J. Sicchitano
Ray Stata
Lisa T. Su
Thomas Wessel
Eileen M. Wynne
David A. Zinsner

The undersigned, pursuant to the powers granted in the Powers of Attorney, hereby constitutes and appoints Cynthia M. McMakin as substitute to the undersigned attorney in fact, with full power and authority to do and perform every act and thing whatsoever requisite, necessary or proper to be done in the exercise of the rights and powers granted to the undersigned in the Powers of Attorney. For the avoidance of doubt, the foregoing appointment shall not serve as a revocation of the powers granted to the undersigned in the Powers of Attorney.

This Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Power of Attorney is revoked or terminated, unless earlier revoked by the undersigned in a signed writing.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 7th day of October, 2014.

Margaret K. Seif
Signature

Margaret K. Seif
Print Name