

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Mahendra-Rajah Prashanth</u>  (Last) (First) (Middle) <u>ONE ANALOG WAY</u>  (Street) <u>WILMINGTON MA 01887</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, Finance &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</u>	
		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			
Comm Stock - \$.16-2/3 value	03/15/2021		F <sup>(1)</sup>		440	D	\$151	12,751	D	
Comm Stock - \$.16-2/3 value	03/15/2021		M		1,779	A	\$0	14,530	D	
Comm Stock - \$.16-2/3 value	03/15/2021		F <sup>(2)</sup>		523	D	\$151	14,007	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	Amount or Number of Shares				
Restricted Stock Unit (RSU)	\$0.0	03/15/2021		M			1,779	03/15/2021 <sup>(3)</sup>	<sup>(3)</sup>	Comm Stock - \$.16-2/3 value	1,779	\$0	5,337	D	

Explanation of Responses:

- This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 13, 2021 and were previously reported.
- This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 15, 2021 and are reported herein.
- The Restricted Stock Units granted to the Reporting Person on March 11, 2020 vest in equal installments on the first, second, third and fourth anniversaries of March 15, 2020. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

Remarks:

/s/ Eric French, Senior Corporate Counsel, by Power of Attorney.

03/17/2021

\*\* 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 (collectively, the "Grantors"):

- James A. Champy
- Anantha P. Chandrakasan
- Martin Cotter
- Bruce R. Evans
- Edward H. Frank
- Laurie H. Glimcher
- Karen M. Golz
- Joseph Hassett
- Gregory N. Henderson
- Mark M. Little
- Prashanth Mahendra-Rajah
- Steve Pietkiewicz
- Vincent Roche
- Kenton J. Sicchitano
- Ray Stata

The undersigned, pursuant to the powers granted in the Powers of Attorney, hereby constitutes and appoints Eric French as substitute to execute this Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Powers of Attorney are revoked or expire.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 19th day of January, 2021.

/s/ Margaret K. Seif  
Signature

Margaret K. Seif  
Print Name

\\DC - 57385/2 - #1301253 v1

\\DC - 57385/2 - #1301253 v1