

**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*<br><u>SEIF MARGARET K</u><br>_____<br>(Last) (First) (Middle)<br><u>P.O. BOX 9106</u><br><u>ONE TECHNOLOGY WAY</u><br>_____<br>(Street)<br><u>NORWOOD MA 02062-9106</u><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>ANALOG DEVICES INC [ ADI ]</u>   |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP, General Counsel, Secretary</u> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/18/2014</u>  |  |  |   |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |   |  |  |
|   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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      | 02/18/2014                           |  | M                              |   | 1,000   | A          | \$39.79 | 11,368  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/18/2014                           |  | M                              |   | 1,000   | A          | \$37.52 | 12,368  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/18/2014                           |  | M                              |   | 1,000   | A          | \$31.62 | 13,368  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/18/2014                           |  | M                              |   | 1,000   | A          | \$19.57 | 14,368  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/18/2014                           |  | S <sup>(1)</sup>               |   | 4,000   | D          | \$50.75 | 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  | 02/18/2014                           |  | M                              |   | 1,000  |     | 01/04/2012 <sup>(2)</sup>                                | 01/04/2021      | Comm Stock-\$.16-2/3 value  | 1,000                                      | \$0.0000   | 17,848  | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$19.57  | 02/18/2014                           |  | M                              |   | 1,000  |     | 01/05/2010 <sup>(3)</sup>                                | 01/05/2019      | Comm Stock-\$.16-2/3 value  | 1,000                                      | \$0.0000   | 20,000  | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$31.62  | 02/18/2014                           |  | M                              |   | 1,000  |     | 01/05/2011 <sup>(4)</sup>                                | 01/05/2020      | Comm Stock-\$.16-2/3 value  | 1,000                                      | \$0.0000   | 10,000  | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$39.79  | 02/18/2014                           |  | M                              |   | 1,000  |     | 03/15/2013 <sup>(5)</sup>                                | 03/15/2022      | Comm Stock-\$.16-2/3 value  | 1,000                                      | \$0.0000   | 29,940  | 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 02/20/2014  
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.**