### 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

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1. Name and Addre <u>Wessel Thom</u>	ss of Reporting Perso 1 <mark>85</mark>	n*	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) Director 10% Owner				
(Last) P.O. BOX 9106 ONE TECHNO			3. Date of Earliest Transaction (Month/Day/Year) 03/17/2013	X	Officer (give title below) VP, Worldwide	Other (specify below) 2 Sales			
(Street) NORWOOD (City)	MA (State)	02062-9106 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repc Form filed by More than Person	orting 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	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Comm Stock-\$.16-2/3 value	03/17/2013		М		3,334	Α	\$0.0000	4,843	D	
Comm Stock-\$.16-2/3 value	03/18/2013		F		1,086	D	\$44.85	3,757	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		of Deri Sec Acq (A) Disj	posed D) tr. 3, 4	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)	\$0.0000 <sup>(1)</sup>	03/17/2013		М			3,334	03/17/2013 <sup>(1)</sup>	(1)	Comm Stock-\$.16- 2/3 value	3,334	\$0.0000	0.0000	D	

Explanation of Responses:

1. This RSU vested 100.00% on March 17, 2013. Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.

<u>Kevin P. Lanouette, Assistant</u>	
<u>General Counsel, by Power of</u>	03/19/2013
<u>Attorney</u>	
** 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.