SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] Wessel Thomas	2. Date of Event Requiring Statement (Month/Day/Year) 11/05/2012		3. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI]					
(Last) (First) (Middle) P.O. BOX 9106 ONE TECHNOLOGY WAY (Street)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) VP, Worldwide Sales		r (Mor cify 6. In Appl	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One 		
NORWOOD MA 02062-9106 (City) (State) (Zip)						Reporting P		
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	t (D) (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
No Non-Derivative Securities are Beneficially (Dwned		0.0000	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Non-Qualified Stock Option (right to buy)	01/05/2010 ⁽¹⁾	01/05/2019	Comm Stock-\$.16-2/3 value	5,200	19.57	D		
Non-Qualified Stock Option (right to buy)	09/28/2010 ⁽²⁾	09/28/2014	Comm Stock-\$.16-2/3 value	16,222	28.02	D		
Non-Qualified Stock Option (right to buy)	01/03/2009 ⁽³⁾	01/03/2018	Comm Stock-\$.16-2/3 value	11,000	29.91	D		
Non-Qualified Stock Option (right to buy)	01/05/2011 ⁽⁴⁾	01/05/2020	Comm Stock-\$.16-2/3 value	9,000	31.62	D		
Non-Qualified Stock Option (right to buy)	01/04/2012 ⁽⁵⁾	01/04/2021	Comm Stock-\$.16-2/3 value	9,540	37.52	D		
Non-Qualified Stock Option (right to buy)	03/15/2013 ⁽⁶⁾	03/15/2022	Comm Stock-\$.16-2/3 value	22,080	39.79	D		
Restricted Stock Unit (RSU)	01/04/2014 ⁽⁷⁾	(7)	Comm Stock-\$.16-2/3 value	2,190	0.0000	D		
Restricted Stock Unit (RSU)	01/05/2013 ⁽⁸⁾	(8)	Comm Stock-\$.16-2/3 value	2,430	0.0000	D		
Restricted Stock Unit (RSU)	03/15/2015 ⁽⁹⁾	(9)	Comm Stock-\$.16-2/3 value	4,360	0.0000	D		
Restricted Stock Unit (RSU)	03/17/2013 ⁽¹⁰⁾	(10)	Comm Stock-\$.16-2/3 value	3,334	0.0000	D		

Explanation of Responses:

1. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2009.

2. This option vested in equal installments on the first, second and third anniversaries the original grant date, which was September 28, 2009.

3. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 3, 2008.

4. 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.

5. 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.

6. 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.

7. The Restricted Stock Units granted to the reporting person on January 4, 2011 (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. Notwithstanding, the Company may elect, in its sole discretion, to deliver cash in lieu of each share of common stock, in an amount equal to the closing price of the common stock on the vesting date.

8. The Restricted Stock Units granted to the reporting person on January 5, 2010 (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. Notwithstanding, the Company may elect, in its sole discretion, to deliver cash in lieu of each share of common stock, in an amount equal to the closing price of the common stock on the vesting date.

9. The Restricted Stock Units granted to the reporting person on March 15, 2012 (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. Notwithstanding, the Company may elect, in its sole discretion, to deliver cash in lieu of each share of common stock, in an amount equal to the closing price of the common stock on the vesting date.

10. The Restricted Stock Units granted to the reporting person on March 17, 2008 (the "Original Grant Date") vests 100% on the fifth 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. Notwithstanding, the Company may elect, in its sole discretion, to deliver cash in lieu of each share of common stock, in an amount equal to the closing price of the common stock on the vesting date.

<u>/s/ Thomas Wessel</u>

** Signature of Reporting Person

<u>11/07/2012</u> 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 5 (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.