

ANALOG DEVICES INC

Form 4

March 09, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOVICH NEIL S

(Last) (First) (Middle)

**P.O. BOX 9106, ONE
 TECHNOLOGY WAY**

(Street)

NORWOOD, MA 02062-9106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Ownership (Instr. 4)
Comm Stock - \$.16-2/3 value	03/08/2017		M	1,850 A \$ 0	20,285	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

**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)	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	\$ 0	03/08/2017		M		1,850		03/09/2017 ⁽¹⁾	⁽¹⁾	Comm Stock - \$.16-2/3 value	1,850
Restricted Stock Unit (RSU)	\$ 0	03/08/2017		A		2,455		⁽²⁾	⁽²⁾	Comm Stock - \$.16-2/3 value	2,455

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NOVICH NEIL S P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106	X

Signatures

/s/ Cynthia M. McMakin, Associate General Counsel, by Power of Attorney

03/09/2017

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) In accordance with the terms of the grant, this RSU vested 100.00% on March 8, 2017, the date of the Company's 2017 Annual Meeting of Shareholders. Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.

(2) This RSU vests 100.00% on the earlier of the date of the Company's next Annual Meeting of Shareholders, or March 8, 2018. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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