

ANALOG DEVICES INC

Form 3

September 27, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

*
^ Cotter Martin
(Last) (First) (Middle)PO BOX 9106,^ ONE
TECHNOLOGY WAY

(Street)

NORWOOD,^ MA^ 02062-9106

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)

09/19/2016

3. Issuer Name **and** Ticker or Trading Symbol
ANALOG DEVICES INC [ADI]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, WW Sales & Dig MKTG6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Comm Stock - \$.16-2/3 value

64

D ^

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

SEC 1473 (7-02)

**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 control number.****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)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Edgar Filing: ANALOG DEVICES INC - Form 3

| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|----------------------------|--------------------|---------------------------------------|----------------------------------|----------|----------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 01/04/2008 ⁽¹⁾ | 01/04/2017 | Comm Stock - \$.16-2/3 value | 10,000 | \$ 33.41 | D | Â |
| Non-Qualified Stock Option (right to buy) | 01/05/2010 ⁽²⁾ | 01/05/2019 | Comm Stock - \$.16-2/3 value | 2,800 | \$ 19.57 | D | Â |
| Non-Qualified Stock Option (right to buy) | 01/05/2011 ⁽³⁾ | 01/05/2020 | Comm Stock - \$.16-2/3 value | 8,000 | \$ 31.62 | D | Â |
| Non-Qualified Stock Option (right to buy) | 01/04/2012 ⁽⁴⁾ | 01/04/2021 | Comm Stock - \$.16-2/3 value | 9,330 | \$ 37.52 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/15/2013 ⁽⁵⁾ | 03/15/2022 | Comm Stock - \$.16-2/3 value | 18,380 | \$ 39.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/12/2014 ⁽⁶⁾ | 03/12/2023 | Comm Stock - \$.16-2/3 value | 17,720 | \$ 46.48 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/12/2015 ⁽⁷⁾ | 03/12/2024 | Comm Stock - \$.16-2/3 value | 14,490 | \$ 51.73 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/11/2016 ⁽⁸⁾ | 03/11/2025 | Comm Stock - \$.16-2/3 value | 10,750 | \$ 57.29 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/09/2017 ⁽⁹⁾ | 03/09/2026 | Comm Stock - \$.16-2/3 value | 8,687 | \$ 54.93 | D | Â |
| Restricted Stock Unit (RSU) | 03/12/2017 ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Comm Stock - \$.16-2/3 value | 2,770 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) | 03/11/2018 ⁽¹¹⁾ | Â ⁽¹¹⁾ | Comm Stock - \$.16-2/3 | 2,075 | \$ 0 | D | Â |

| | | | | | | | |
|-----------------------------|----------------------------|-------------------|-------------------------------|-------|------|---|---|
| Restricted Stock Unit (RSU) | 03/09/2019 ⁽¹²⁾ | Â ⁽¹²⁾ | value | | | | |
| | | | Comm | | | | |
| | | | Stock - \$.16-2/3 value | 2,238 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cotter Martin PO BOX 9106 ONE TECHNOLOGY WAY NORWOOD,Â MAÂ 02062-9106 | Â | Â | Â SVP, WW Sales & Dig MKTG | Â |

Signatures

/s/ Martin Cotter 09/27/2016

 Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2007.
 - (2) 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.
 - (3) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2010.
 - (4) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2011.
 - (5) 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.
 - (6) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2013.
 - (7) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2014.
 - (8) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 11, 2015.
 - (9) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 9, 2016.
 - (10) The Restricted Stock Units granted to the reporting person on March 12, 2014 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU will automatically convert into one (1) share of common stock of the Company.
 - (11) The Restricted Stock Units granted to the reporting person on March 11, 2015 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU will automatically convert into one (1) share of common stock of the Company.

Edgar Filing: ANALOG DEVICES INC - Form 3

The Restricted Stock Units granted to the reporting person on March 9, 2016 (the "Original Grant Date") vest 100% on the third
(12) anniversary of the Original Grant Date. Upon the vesting date, each vested RSU will 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.