

Wynne Eileen
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Wynne Eileen

(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)
03/16/2018

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)
VP, Chief Accounting Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Comm Stock - \$.16-2/3 value | 03/16/2018 | | M | | 1,166 | A | \$ 46.48 3,895 |
| Comm Stock - \$.16-2/3 value | 03/16/2018 | | M | | 1,470 | A | \$ 51.73 5,365 |
| Comm Stock - \$.16-2/3 value | 03/16/2018 | | M | | 1,300 | A | \$ 57.29 6,665 |

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| | | | | | | | |
|---------------------------------------|------------|---|-------|---|----------------------------|-------|---|
| Comm Stock - \$.16-2/3 value | 03/16/2018 | M | 1,273 | A | \$ 54.93 | 7,938 | D |
| Comm Stock - \$.16-2/3 value | 03/16/2018 | S | 5,209 | D | \$ 94.862 <u>(1)</u> | 2,729 | 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)

| 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 |
| Non-Qualified Stock Option (right to buy) | \$ 46.48 | 03/16/2018 | | M | 1,166 | 03/12/2014 ⁽²⁾ 03/12/2023 | Comm Stock - \$.16-2/3 value |
| Non-Qualified Stock Option (right to buy) | \$ 51.73 | 03/16/2018 | | M | 1,470 | 03/12/2015 ⁽³⁾ 03/12/2024 | Comm Stock - \$.16-2/3 value |
| Non-Qualified Stock Option (right to buy) | \$ 57.29 | 03/16/2018 | | M | 1,300 | 03/11/2016 ⁽⁴⁾ 03/11/2025 | Comm Stock - \$.16-2/3 value |
| Non-Qualified Stock Option (right to buy) | \$ 54.93 | 03/16/2018 | | M | 1,273 | 03/09/2017 ⁽⁵⁾ 03/09/2026 | Comm Stock - \$.16-2/3 value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wynne Eileen P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106 | | | VP, Chief Accounting Officer | |

Signatures

/s/ Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney 03/19/2018

**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) These shares were disposed of in multiple transactions on March 16, 2018 at actual sales prices ranging from \$94.850 to \$94.880 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2013.
 - (3) 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.
 - (4) 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.
 - (5) 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.

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.