

ANALOG DEVICES INC

Form 4

March 10, 2017

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

OMB APPROVAL

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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 \*  
**SEIF MARGARET K**

(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)**SVP, CLO & Secretary**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

**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.**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock Unit	\$ 0 <u>(1)</u>	03/08/2017	A	V	5,134		03/22/2020 <u>(2)</u>	<u>(2)</u>	Comm Stock \$.16-2 valu
Non-Qualified Stock Option (right to buy)	\$ 83.48	03/08/2017	A		23,458		03/08/2018 <u>(3)</u>	03/08/2027	Comm Stock \$.16-2 valu
Restricted Stock Unit (RSU)	\$ 0	03/08/2017	A		5,134		03/08/2020 <u>(4)</u>	<u>(4)</u>	Comm Stock \$.16-2 valu

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIF MARGARET K P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106			SVP, CLO & Secretary	

## Signatures

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

03/10/2017

\_\_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).

Each Performance-Based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the

- (1) Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date.
- (2) Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company three years and 14 days after the grant date.
- (3) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 8, 2017.

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- The Restricted Stock Units granted to the reporting person on March 8, 2017 (the "Original Grant Date") vest 100% on the third
- (4) 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.

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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