

ANALOG DEVICES INC

Form 3

June 19, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Henderson Gregory N.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/15/2017

3. Issuer Name and Ticker or Trading Symbol

ANALOG DEVICES INC [ADI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other(give title below) (specify below)
SVP, Atmtve, Comm, ArSp & Def

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

PO BOX 9106, ONE TECHNOLOGY WAY

(Street)

NORWOOD, MA 02062

(City)

(State)

(Zip)

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

5,543

D

A

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

SEC 1473 (7-02)

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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 Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Expiration Date			Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	03/11/2016 ⁽¹⁾	03/11/2025	Comm Stock - \$.16-2/3 value	9,740	\$ 57.29	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2017 ⁽²⁾	03/09/2026	Comm Stock - \$.16-2/3 value	7,639	\$ 54.93	D	Â
Non-Qualified Stock Option (right to buy)	03/08/2018 ⁽³⁾	03/08/2027	Comm Stock - \$.16-2/3 value	5,865	\$ 83.48	D	Â
Restricted Stock Unit (RSU)	08/15/2017 ⁽⁴⁾	Â ⁽⁴⁾	Comm Stock - \$.16-2/3 value	1,315	\$ 0	D	Â
Restricted Stock Unit (RSU)	10/03/2017 ⁽⁵⁾	Â ⁽⁵⁾	Comm Stock - \$.16-2/3 value	1,824	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/03/2018 ⁽⁶⁾	Â ⁽⁶⁾	Comm Stock - \$.16-2/3 value	1,052	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/11/2018 ⁽⁷⁾	Â ⁽⁷⁾	Comm Stock - \$.16-2/3 value	1,880	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/09/2019 ⁽⁸⁾	Â ⁽⁸⁾	Comm Stock - \$.16-2/3 value	1,968	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/08/2020 ⁽⁹⁾	Â ⁽⁹⁾	Comm Stock - \$.16-2/3 value	1,284	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â		Â

Henderson Gregory N.
PO BOX 9106
ONE TECHNOLOGY WAY
NORWOOD, MA 02062

Â SVP,
Atmtve,
Comm, ArSpc
& Def

Signatures

/s/ Gregory N.
Henderson

06/19/2017

__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 vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 11, 2015.
- (2) 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.
- (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.
- (4) The Restricted Stock Units granted to the reporting person on August 15, 2014 (the "Original Grant Date") vest 100% on August 15, 2017. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- (5) The Restricted Stock Units granted to the reporting person on July 25, 2014 (the "Original Grant Date") vest 100% on October 3, 2017. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- (6) The Restricted Stock Units granted to the reporting person on July 25, 2014 (the "Original Grant Date") vest 100% on March 3, 2018. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- (7) 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 shall automatically convert into one (1) share of common stock of the Company.
- (8) The Restricted Stock Units granted to the reporting person on March 9, 2016 (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.
- (9) The Restricted Stock Units granted to the reporting person on March 8, 2017 (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.

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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