

NOVICH NEIL S
Form 4
February 25, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
02/22/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Comm Stock - \$.16-2/3 value	02/22/2019		M		7,210	A	\$ 39.82	29,950	D
Comm Stock - \$.16-2/3 value	02/22/2019		M		8,380	A	\$ 39.42	38,330	D
Comm Stock - \$.16-2/3 value	02/22/2019		M		11,860	A	\$ 46.48	50,190	D

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Comm					\$		
Stock -	02/22/2019	S	27,450	D	105.808	22,740	D
\$.16-2/3					<u>(1)</u>		
value							

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

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(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 An of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 39.82	02/22/2019		M	7,210	03/08/2012 ⁽²⁾ 03/08/2021	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 39.42	02/22/2019		M	8,380	03/12/2013 ⁽³⁾ 03/13/2022	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 46.48	02/22/2019		M	11,860	03/12/2014 ⁽⁴⁾ 03/13/2023	Comm Stock - \$.16-2/3 value

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, Assistant General Counsel, by Power of Attorney

02/25/2019

____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).

These shares were disposed of in multiple transactions on February 22, 2019 at actual sales prices ranging from \$105.67 to \$105.96 per share. The price reported reflects the weighted average sale price for the transactions. The Reporting Person undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (1)
- (2) This option vested 100.00% on the earlier of the first anniversary of the original grant date, which was March 8, 2011, or the date of the Company's next Annual Meeting of Shareholders following the original grant date.
- (3) This option vested 100.00% on the earlier of the first anniversary of the original grant date, which was March 13, 2012, or the date of the Company's next Annual Meeting of Shareholders following the original grant date.
- (4) This option vested 100.00% on the earlier of the first anniversary of the original grant date, which was March 13, 2013, or the date of the Company's next Annual Meeting of Shareholders following the original grant date.

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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