

ANALOG DEVICES INC
 Form 3
 September 27, 2016

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 | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| * Cotter Martin | | (Month/Day/Year) | ANALOG DEVICES INC [ADI] | |
| (Last) | (First) | (Middle) | 09/19/2016 | |
| PO BOX 9106, ONE TECHNOLOGY WAY | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| NORWOOD, MA 02062-9106 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, WW Sales & Dig MKTG | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | Comm Stock - \$.16-2/3 value | 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 value | 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, MA 02062-9106 | Â | Â | Â SVP, WW Sales & Dig MKTG | Â |

Signatures

/s/ Martin Cotter 09/27/2016
 **Signature of Date
 Reporting Person

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.

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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 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.