

ANALOG DEVICES INC  
 Form 3/A  
 November 16, 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      |  |
| *<br>^ Cotter Martin                    |         |          | (Month/Day/Year)                     | ANALOG DEVICES INC [ADI]                         |  |
| (Last)                                  | (First) | (Middle) | 09/19/2016                           | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| PO BOX 9106, ONE TECHNOLOGY WAY         |         |          |                                      | (Check all applicable)                           | 09/27/2016   |
| (Street)                                |         |          |                                      | ____ Director                                    | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| NORWOOD, MA 02062-9106                  |         |          |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> 10% Owner                                     |
| (City)                                  | (State) | (Zip)    |                                      | (give title below)                               | (specify below)  |
|   |         |          |                                      | SVP, WW Sales & Dig MKTG                         | <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  | ^   |
| Comm Stock - \$.16-2/3 value    | 381 <sup>(1)</sup>                                    | I  | in Analog Ireland Success Sharing Plan                |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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|   | Date Exercisable           | Expiration Date   | (Instr. 4)<br>Title          | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|----------------------------|-------------------|------------------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Stock Option (right to buy) | 01/04/2008 <sup>(2)</sup>  | 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 <sup>(3)</sup>  | 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 <sup>(4)</sup>  | 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 <sup>(5)</sup>  | 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 <sup>(6)</sup>  | 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 <sup>(7)</sup>  | 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 <sup>(8)</sup>  | 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 <sup>(9)</sup>  | 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 <sup>(10)</sup> | 03/09/2026        | Comm Stock - \$.16-2/3 value | 8,687                      | \$ 54.93                     | D  | Â          |
| Restricted Stock Unit (RSU)               | 03/12/2017 <sup>(11)</sup> | Â <sup>(11)</sup> | Comm Stock - \$.16-2/3 value | 2,770                      | \$ 0                         | D  | Â          |

|                             |                            |                   |                              |       |      |   |   |
|-----------------------------|----------------------------|-------------------|------------------------------|-------|------|---|---|
| Restricted Stock Unit (RSU) | 03/11/2018 <sup>(12)</sup> | Â <sup>(12)</sup> | Comm Stock - \$.16-2/3 value | 2,075 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) | 03/09/2019 <sup>(13)</sup> | Â <sup>(13)</sup> | 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<br>PO BOX 9106<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062-9106 | Â             | Â         | Â SVP, WW Sales & Dig MKTG | Â     |

## Signatures

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

11/16/2016

\_\_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) These shares were inadvertently omitted from the reporting person's Form 3, filed on September 27, 2016.
- (2) 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.
- (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, 2009.
- (4) 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.
- (5) 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.
- (6) 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.
- (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, 2013.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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

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common stock of the Company.

(12) 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.

(13) 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.

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