

SEIF MARGARET K
Form 4
April 09, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEIF MARGARET K

2. Issuer Name and Ticker or Trading Symbol
ANALOG DEVICES INC [ADI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CLO & Secretary

P.O. BOX 9106, ONE TECHNOLOGY WAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORWOOD, MA 02062-9106

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Comm Stock - \$.16-2/3 value	04/05/2018		M		1,000	A	\$ 19.57 24,517	D
Comm Stock - \$.16-2/3 value	04/05/2018		M		1,000	A	\$ 39.79 25,517	D
Comm Stock - \$.16-2/3 value	04/05/2018		M		2,000	A	\$ 46.48 27,517	D

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Comm Stock - \$.16-2/3 value	04/05/2018	M	1,000	A	\$ 51.73	28,517	D
Comm Stock - \$.16-2/3 value	04/05/2018	M	1,000	A	\$ 57.29	29,517	D
Comm Stock - \$.16-2/3 value	04/05/2018	M	1,000	A	\$ 54.93	30,517	D
Comm Stock - \$.16-2/3 value	04/05/2018	S ⁽¹⁾	6,900	D	\$ 91.866 ⁽²⁾	23,617	D
Comm Stock - \$.16-2/3 value	04/05/2018	S ⁽¹⁾	100	D	\$ 92.3	23,517	D

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 19.57	04/05/2018		M	1,000	01/05/2010 ⁽³⁾ 01/05/2019	Comm Stock - \$.16-2/3 value
	\$ 39.79	04/05/2018		M	1,000	03/15/2013 ⁽⁴⁾ 03/15/2022	

Option Type	Exercise Price	Grant Date	Expiration Date	Quantity	Current Value
Non-Qualified Stock Option (right to buy)					Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 46.48	04/05/2018	03/12/2023	2,000	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 51.73	04/05/2018	03/12/2024	1,000	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 57.29	04/05/2018	03/11/2025	1,000	Comm Stock - \$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 54.93	04/05/2018	03/09/2026	1,000	Comm Stock - \$.16-2/3 value

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

04/09/2018

__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).
- (1) These shares were disposed of in an open market sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
These shares were disposed of in multiple transactions on April 5, 2018 at actual sales prices ranging from \$91.280 to \$92.110 per share.
- (2) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (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)

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This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.

- (5) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2013.
- (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, 2014.
- (7) 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.
- (8) 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.

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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