

Sondel Michael  
 Form 3  
 February 26, 2019

**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Â Sondel Michael                          |         | (Month/Day/Year)                     | ANALOG DEVICES INC [ADI]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 02/22/2019                           |  |  |
| ONE TECHNOLOGY WAY                        |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| NORWOOD,Â MAÂ 02062                       |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | CAO (principal acct. officer)  |  |

**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    | 2,546   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |                            |                   |                              | Shares |          | (I)<br>(Instr. 5) |   |
|---|----------------------------|-------------------|------------------------------|--------|----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | 01/04/2012 <sup>(1)</sup>  | 01/04/2021        | Comm Stock - \$.16-2/3 value | 3,010  | \$ 37.52 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/15/2013 <sup>(2)</sup>  | 03/15/2022        | Comm Stock - \$.16-2/3 value | 2,210  | \$ 39.79 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/12/2014 <sup>(3)</sup>  | 03/12/2023        | Comm Stock - \$.16-2/3 value | 2,740  | \$ 46.48 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/12/2015 <sup>(4)</sup>  | 03/12/2024        | Comm Stock - \$.16-2/3 value | 2,750  | \$ 51.73 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/11/2016 <sup>(5)</sup>  | 03/11/2025        | Comm Stock - \$.16-2/3 value | 2,920  | \$ 57.29 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/09/2017 <sup>(6)</sup>  | 03/09/2026        | Comm Stock - \$.16-2/3 value | 1,910  | \$ 54.93 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/08/2018 <sup>(7)</sup>  | 03/08/2027        | Comm Stock - \$.16-2/3 value | 2,200  | \$ 83.48 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/29/2019 <sup>(8)</sup>  | 03/29/2028        | Comm Stock - \$.16-2/3 value | 1,992  | \$ 91.13 | D                 | Â |
| Restricted Stock Unit (RSU)               | 03/09/2019 <sup>(9)</sup>  | Â <sup>(9)</sup>  | Comm Stock - \$.16-2/3 value | 492    | \$ 0     | D                 | Â |
| Restricted Stock Unit (RSU)               | 03/08/2020 <sup>(10)</sup> | Â <sup>(10)</sup> | Comm Stock - \$.16-2/3 value | 482    | \$ 0     | D                 | Â |
| Restricted Stock Unit (RSU)               | 03/29/2019 <sup>(11)</sup> | Â <sup>(11)</sup> | Comm Stock - \$.16-2/3 value | 1,108  | \$ 0     | D                 | Â |

value

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Sondel Michael<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062 | Â             | Â         | Â CAO (principal acct. officer) | Â     |

## Signatures

/s/ Michael P.  
Sondel

02/26/2019

\*\*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 vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2011.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) This option vests in equal installments on the first, second, third and fourth anniversaries of the original grant date, which was March 29, 2018.
- (9) 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.
- (10) 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.
- (11) The Restricted Stock Units granted to the Reporting Person on March 29, 2018 (the "Original Grant Date") vest in equal installments on the first, second, third and fourth anniversaries of the Original Grant Date. Upon each 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. 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.