

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 <b>and</b> 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                                       | ___ 10% Owner  |
| NORWOOD, MA 02062-9106                  |         |          |                                      | <input checked="" type="checkbox"/> Officer        | ___ Other  |
| (City)                                  | (State) | (Zip)    |                                      | (give title below)                                 | (specify below)  |
|   |         |          |                                      | SVP, WW Sales & Dig MKTG                           | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |          |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |          |                                      |  | ___ 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          |



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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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