

Hassett Joseph
Form 4
June 04, 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 *
Hassett Joseph

(Last) (First) (Middle)

P.O. BOX 9106, ONE
TECHNOLOGY WAY

(Street)

NORWOOD, MA 02062-9106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Operations & Tech

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Comm Stock - \$.16-2/3 value | 06/01/2018 | | M | | 17,150 | A | \$ 46.48 31,861 |
| Comm Stock - \$.16-2/3 value | 06/01/2018 | | S | | 17,150 | D | \$ 97.947 14,711 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 | Amount |
| Non-Qualified Stock Option (right to buy) | \$ 46.48 | 06/01/2018 | | M | 17,150 | 03/12/2014 ⁽²⁾ | 03/12/2023 | | | Comm Stock - | 1 |
| | | | | | | | | | | \$.16-2/3 value | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hassett Joseph
P.O. BOX 9106
ONE TECHNOLOGY WAY
NORWOOD, MA 02062-9106

SVP, Global Operations & Tech

Signatures

/s/ Cynthia McMakin, Assistant General Counsel, by Power of Attorney

06/04/2018

__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).

These shares were disposed of in multiple transactions on June 1, 2018 at actual sales prices ranging from \$97.830 to \$97.955 per share.

(1) The price reported reflects the weighted average sale price for the transaction. The Reporting Person undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) 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.

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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