

ANALOG DEVICES INC  
Form 4  
November 29, 2016

**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 \*  
HODGSON JOHN C

(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)  
11/28/2016

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)

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 (A) or (D) Price   |   |  |   |
| Comm Stock - \$.16-2/3 value    | 11/28/2016                           |  | M                              | 5,000 A \$ 19.57  | 15,985  | D  |   |
| Comm Stock - \$.16-2/3 value    | 11/28/2016                           |  | S                              | 5,000 D \$ 73.949 (1)   | 10,985  | D  |   |
| Comm Stock - \$.16-2/3 value    |                                      |  |                                |   | 300   | I  | As custodian for grandchild,                          |

|                                       |     |   |   |
|---------------------------------------|-----|---|---|
| Comm<br>Stock -<br>\$.16-2/3<br>value | 300 | I | Zoe, under<br>UTMA<br><br>As<br>custodian<br>for<br>grandchild,<br>Samantha,<br>under<br>UTMA |
| Comm<br>Stock -<br>\$.16-2/3<br>value | 300 | I | As<br>custodian<br>for<br>grandchild,<br>Lily, under<br>UTMA                                  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |                                       |                                 |
|---|--|---|---|--------------------------------------|---|--|--|---------------------------------------|---------------------------------|
|   |  |   |   |                                      |   | Date Exercisable   | Expiration<br>Date   | Title                                 | Amount<br>or<br>Nu<br>of<br>Sha |
|   |  |   |   |                                      |   | Code   | V  | (A)                                   | (D)                             |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 19.57   | 11/28/2016                              |   | M                                    | 5,000   | 01/05/2010 <sup>(2)</sup>                                      | 01/05/2019   | Comm<br>Stock -<br>\$.16-2/3<br>value | 5                               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

HODGSON JOHN C  
P.O. BOX 9106  
ONE TECHNOLOGY WAY  
NORWOOD, MA 02062-9106

## Signatures

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

11/29/2016

\_\_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 multiple transactions on November 28, 2016 at actual sales prices ranging from \$73.930 to \$73.974 per share. 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.

(2) This option vested in equal installments on the first, second and third anniversaries of the original grant date, which was January 5, 2009.

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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