

ROCHE VINCENT  
Form 4  
April 01, 2019

**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 \*  
ROCHE VINCENT

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)  
03/28/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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    | 03/28/2019                           |  | S <sup>(1)</sup>               |   | 1,086 D \$ 104.15 <sup>(2)</sup>  | D  |                                   |
| Comm Stock - \$.16-2/3 value    | 03/28/2019                           |  | S <sup>(1)</sup>               |   | 11,853 D \$ 104.978 <sup>(3)</sup>  | D  |                                   |
| Comm Stock - \$.16-2/3 value    | 03/29/2019                           |  | M                              |   | 6,591 A \$ 0  | D  |                                   |

Comm  
 Stock - 03/28/2019 F 2,927 D \$ 105.27 21,206 D  
 \$.16-2/3  
 value

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit (RSU)                | \$ 0   | 03/29/2019                           |  | M                              | 6,591   | 03/29/2019 <sup>(4)</sup>                                | Comm Stock - \$.16-2/3 value                                  | 6,591                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| ROCHE VINCENT<br>P.O. BOX 9106<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062-9106 | X             |           | President & CEO |       |

## Signatures

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

04/01/2019

\*\*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 March 28, 2019 at actual sales prices ranging from \$103.430 to \$104.360 per share. The price reported reflects the weighted average sale price for the transactions. 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) These shares were disposed of in multiple transactions on March 28, 2019 at actual sales prices ranging from \$104.550 to \$105.170 per share. The price reported reflects the weighted average sale price for the transactions. 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.
- (3) 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.
- (4)

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.