Chandrakasan Anantha P.

Form 4

February 15, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chandrakasan Anantha P.

(First) (Middle) (Last)

P.O. BOX 9106, ONE TECHNOLOGY WAY

1.Title of

Security

(Instr. 3)

(Street)

2. Issuer Name and Ticker or Trading

ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

Symbol

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NORWOOD, MA 02062-9106

(City) (State)

(Zip)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of Underlying Securities

8. Price Derivati Security

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Instr. 3 and 4) | | (Instr. 5) | | |
|-----------------------------------|------------------------------------|------------|------------------|-----------|---|---|-----|---------------------|--------------------|---------------------------------------|--|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit (RSU) | \$ 0 | 02/15/2019 | | A | | 450 | | <u>(1)</u> | <u>(1)</u> | Comm Stock - \$.16-2/3 value | 450 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Chandrakasan Anantha P. P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106 | X | | | | | | |

Signatures

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

**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) This RSU vests 100.00% on the earlier of the date of the Company's next Annual Meeting of Shareholders, or March 14, 2019. Upon the 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.

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