

ANALOG DEVICES INC
Form 3/A
November 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol	
* ^ 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
				<u>X</u> Officer	___ Other
				(give title below)	(specify below)
NORWOOD, MA 02062-9106				SVP, WW Sales & Dig MKTG	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)			<u>X</u> 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 ⁽¹⁾	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) 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 ⁽²⁾	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 ⁽³⁾	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 ⁽⁴⁾	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 ⁽⁵⁾	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 ⁽⁶⁾	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 ⁽⁷⁾	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 ⁽⁸⁾	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 ⁽⁹⁾	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 ⁽¹⁰⁾	03/09/2026	Comm Stock - \$.16-2/3 value	8,687	\$ 54.93	D	Â
Restricted Stock Unit (RSU)	03/12/2017 ⁽¹¹⁾	Â ⁽¹¹⁾	Comm Stock - \$.16-2/3 value	2,770	\$ 0	D	Â

Restricted Stock Unit (RSU)	03/11/2018 ⁽¹²⁾	Â (12)	Comm Stock - \$.16-2/3 value	2,075	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/09/2019 ⁽¹³⁾	Â (13)	Comm Stock - \$.16-2/3 value	2,238	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cotter Martin PO BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106	Â	Â	Â SVP, WW Sales & Dig MKTG	Â

Signatures

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

11/16/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 inadvertently omitted from the reporting person's Form 3, filed on September 27, 2016.
 - (2) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2007.
 - (3) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2009.
 - (4) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2010.
 - (5) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 4, 2011.
 - (6) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.
 - (7) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2013.
 - (8) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 12, 2014.
 - (9) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 11, 2015.
 - (10) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 9, 2016.
 - (11) The Restricted Stock Units granted to the reporting person on March 12, 2014 (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

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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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