

Sondel Michael
Form 3
February 26, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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	
Â Sondel Michael		(Month/Day/Year)	ANALOG DEVICES INC [ADI]	
(Last)	(First)	(Middle)	02/22/2019	
ONE TECHNOLOGY WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) CAO (principal acct. officer)	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
NORWOOD,Â MAÂ 02062				
(City)	(State)	(Zip)		

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	2,546	D	Â

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	01/04/2012 ⁽¹⁾	01/04/2021	Comm Stock - \$.16-2/3 value	3,010	\$ 37.52	D	Â
Non-Qualified Stock Option (right to buy)	03/15/2013 ⁽²⁾	03/15/2022	Comm Stock - \$.16-2/3 value	2,210	\$ 39.79	D	Â
Non-Qualified Stock Option (right to buy)	03/12/2014 ⁽³⁾	03/12/2023	Comm Stock - \$.16-2/3 value	2,740	\$ 46.48	D	Â
Non-Qualified Stock Option (right to buy)	03/12/2015 ⁽⁴⁾	03/12/2024	Comm Stock - \$.16-2/3 value	2,750	\$ 51.73	D	Â
Non-Qualified Stock Option (right to buy)	03/11/2016 ⁽⁵⁾	03/11/2025	Comm Stock - \$.16-2/3 value	2,920	\$ 57.29	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2017 ⁽⁶⁾	03/09/2026	Comm Stock - \$.16-2/3 value	1,910	\$ 54.93	D	Â
Non-Qualified Stock Option (right to buy)	03/08/2018 ⁽⁷⁾	03/08/2027	Comm Stock - \$.16-2/3 value	2,200	\$ 83.48	D	Â
Non-Qualified Stock Option (right to buy)	03/29/2019 ⁽⁸⁾	03/29/2028	Comm Stock - \$.16-2/3 value	1,992	\$ 91.13	D	Â
Restricted Stock Unit (RSU)	03/09/2019 ⁽⁹⁾	Â ⁽⁹⁾	Comm Stock - \$.16-2/3 value	492	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/08/2020 ⁽¹⁰⁾	Â ⁽¹⁰⁾	Comm Stock - \$.16-2/3 value	482	\$ 0	D	Â
Restricted Stock Unit (RSU)	03/29/2019 ⁽¹¹⁾	Â ⁽¹¹⁾	Comm Stock - \$.16-2/3	1,108	\$ 0	D	Â

value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sondel Michael ONE TECHNOLOGY WAY NORWOOD, MA 02062	Â	Â	Â CAO (principal acct. officer)	Â

Signatures

/s/ Michael P. 02/26/2019
Sondel

 **Signature of Date
Reporting Person

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) 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.
- (2) This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 15, 2012.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was March 8, 2017.
- (8) This option vests in equal installments on the first, second, third and fourth anniversaries of the original grant date, which was March 29, 2018.
- (9) 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 shall automatically convert into one (1) share of common stock of the Company.
- (10) The Restricted Stock Units granted to the Reporting Person on March 8, 2017 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- (11) 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.

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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