

ANALOG DEVICES INC

Form 4

March 29, 2017

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 *
CHAMPY JAMES

(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)
03/10/2017

 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 Ownership (Instr. 4)
Comm Stock - \$.16-2/3 value	03/10/2017		A	81 ⁽¹⁾ <u>(2)</u>	A <u>11</u> 15,266	D	
Comm Stock - \$.16-2/3 value					69,025	I	by James A. Champy 2012 Irrevocable Trust

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

03/29/2017

__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).

- These shares were received in exchange for 350 shares of Linear Technology Corporation ("Linear") common stock in accordance with the Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Analog Devices, Inc. ("Analog") acquired Linear (the
- (1) "Merger") and pursuant to the requirements of Rule 16b-3. On the effective date of the Merger, the closing price of Linear's common stock was \$65.00 per share and the closing price of Analog's common stock was \$82.20 per share. Shares received are held in an IRA for the benefit of the Reporting Person.
 - (2) Pursuant to the Merger Agreement, each share of Linear common stock was automatically converted into the right to receive 0.2321 of a share of Analog common stock and \$46.00 in cash.

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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