

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: 3235-0104Expires: January 31,
2005Estimated 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

*
^
Cotter Martin
(Last) (First) (Middle)PO BOX 9106, ONE
TECHNOLOGY WAY

(Street)

NORWOOD, MA 02062-9106

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)

09/19/2016

3. Issuer Name **and** Ticker or Trading Symbol
ANALOG DEVICES INC [ADI]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
SVP, WW Sales & Dig MKTG5. If Amendment, Date Original
Filed(Month/Day/Year)
09/27/20166. 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 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 PlanReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. 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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