

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ROCHE VINCENT</u>  (Last) (First) (Middle) <u>ONE ANALOG WAY</u>  (Street) <u>WILMINGTON MA 01887</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ ADI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chair &amp; CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Comm Stock - \$.16-2/3 value	03/25/2024		M		22,360	A	\$0	61,850.035	D	
Comm Stock - \$.16-2/3 value	03/25/2024		F <sup>(1)</sup>		10,811.062	D	\$190.63	51,038.973	D	
Comm Stock-\$.16-2/3 value								55,000	I <sup>(2)</sup>	Vincent Roche 2023 Grantor Retained Annuity Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance-Based Restricted Stock Unit	\$0	03/25/2024		M		22,360		03/25/2024	(3)	Comm Stock - \$.16-2/3 value	\$0	0	D	

**Explanation of Responses:**

- This disposition represents shares withheld to satisfy tax withholding obligations on the RSUs that vested on March 25, 2024 and are reported herein.
- Shares held by the Vincent Roche 2023 Grantor Retained Annuity Trust dated August 25, 2023.
- Represents shares of common stock of the Issuer issued to the Reporting Person on March 25, 2024 as a result of the certification by the Issuer's Compensation and Talent Committee on March 20, 2024 of the achievement, at 115.49% of the target established, of pre-established performance parameters relating to the Issuer's relative total shareholder return (TSR) performance against the median TSR of a defined comparator group of companies with respect to the performance-based restricted stock units granted to the Reporting Person on March 10, 2021.

**Remarks:**

/s/ Shelly Shaw, General Counsel, by Power of Attorney 03/27/2024

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.