

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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

1. Name and Address of Reporting Person* <u>Sondel Michael</u>			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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>CAO (principal acct. officer)</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>ONE TECHNOLOGY WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWOOD MA 02062</u>								
(City) (State) (Zip)								

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			

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					
Restricted Stock Unit (RSU)	\$0.0	03/11/2020		A		2,529		03/15/2021 ⁽¹⁾	(1)	Comm Stock - \$.16-2/3 value	\$0	2,529	D	
Performance-Based Restricted Stock Unit	\$0.0 ⁽²⁾	03/11/2020		A	V	1,084		03/15/2023 ⁽³⁾	(3)	Comm Stock - \$.16-2/3 value	\$0	1,084	D	

Explanation of Responses:

- The Restricted Stock Units granted to the Reporting Person on March 11, 2020 vest in equal installments on the first, second, third and fourth anniversaries of March 15, 2020. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- Each Performance-Based RSU represents the right to receive, following vesting, up to 200% of one share of common stock of the Company. The resulting number of shares of common stock of the Company acquired upon vesting of the Performance-Based RSUs is contingent upon the achievement of pre-established performance parameters relating to the Company's financial performance, as approved by the Company's Compensation Committee, over a one-year performance period, two-year cumulative performance period and three-year cumulative performance period, and vesting on the third anniversary of March 15, 2020.
- Unless earlier forfeited under the terms of the Performance-Based RSU, each Performance-Based RSU vests and converts into no more than 200% of one share of common stock of the Company on the third anniversary of March 15, 2020.

Remarks:

/s/ Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney 03/13/2020
** 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.

LIMITED POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Kevin Lanouette, Jeanne Weinzierl, Larry (1) prepare, execute and file on behalf of the undersigned Form ID in order to obtain access codes for the undersigned to permit filing (2) prepare, execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"); (3) seek or obtain, as the undersigned's representative and on the undersigned 's behalf, information regarding transactions in the Comp; (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and power attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and power This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with

transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing att
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _ day of February 2019.

Signature

Michael Sondel Print Name