

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Mahendra-Rajah Prashanth</u> (Last) (First) (Middle) ONE ANALOG WAY (Street) WILMINGTON MA 01887 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Finance & CFO		
			3. Date of Earliest Transaction (Month/Day/Year) 12/05/2022					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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	03/15/2023		M		1,779	A	\$0	15,502.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		F ⁽¹⁾		861	D	\$182.93	14,641.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		M		3,061	A	\$0	17,702.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		F ⁽¹⁾		1,480	D	\$182.93	16,222.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		M		6,767	A	\$0	22,989.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		M		7,116	A	\$0	30,105.7	D	
Comm Stock - \$.16-2/3 value	03/15/2023		F ⁽²⁾		6,235	D	\$182.93	23,870.7	D	

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						Amount or Number of Shares
Restricted Stock Unit (RSU)	\$0.0	03/15/2023		M		1,779		(3)	(3)	Comm Stock - \$.16-2/3 value	1,779	\$0	1,779	D	
Restricted Stock Unit (RSU)	\$0.0	03/15/2023		M		3,061		(4)	(4)	Comm Stock - \$.16-2/3 value	3,061	\$0	9,184	D	
Performance-Based Restricted Stock Unit	\$0.0	12/05/2022		A		6,767		03/15/2023	(5)	Comm Stock - \$.16-2/3 value	6,767	\$0	6,767	D	
Performance-Based Restricted Stock Unit	\$0.0	03/15/2023		M		6,767		03/15/2023	(6)	Comm Stock - \$.16-2/3 value	6,767	\$0	0	D	
Performance-Based Restricted Stock Unit	\$0.0	03/15/2023		M		7,116		03/15/2023	(6)	Comm Stock - \$.16-2/3 value	7,116	\$0	0	D	

Explanation of Responses:

- This disposition represents shares withheld to satisfy tax withholding obligations on the restricted stock units that vested on March 15, 2022 and are reported herein.
- This disposition represents shares withheld to satisfy tax withholding obligations on the performance restricted stock units that vested on March 15, 2022 and are reported herein.
- 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 Issuer.
- The Restricted Stock Units granted to the Reporting Person on April 4, 2022 vest in equal installments on the first, second, third and fourth anniversaries of March 15, 2022. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Issuer.
- Represents shares of common stock of the Issuer to be issued to the Reporting Person on March 15, 2023 (the "Vesting Date"), subject to the Reporting Person's continued service through the Vesting Date, as a result of the certification by the Issuer's Compensation Committee on December 5, 2022 of the achievement of pre-established performance parameters at 195.1% of the target established for the performance-based restricted stock units granted to the Reporting Person on March 11, 2020.
- This transaction represents the settlement of performance-based RSUs granted on March 11, 2020 in shares of common stock of the Issuer on the Vesting Date as a result of the certification by the Issuer's Compensation Committee on December 5, 2022 of the satisfaction of performance criteria at 195.1% of target.

Remarks:

/s/ Shelly Shaw, Associate General Counsel, by Power of Attorney

03/17/2023

** 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.

SUBSTITUTE POWER OF ATTORNEY

Pursuant to a written Limited Power of Attorney for Section 16 Reporting Obligations granted by each of the following individuals (collectively, the "Grantors"):

James A. Champy
Anantha P. Chandrakasan
Martin Cotter
Tunc Doluca
Bruce R. Evans
Edward H. Frank
Laurie H. Glimcher
Karen M. Golz
Gregory N. Henderson
Mercedes Johnson
Mark M. Little
Prashanth Mahendra-Rajah
Vincent Roche
Anelise Angelino Sacks
Kenton J. Sicchitano
Ray Stata

The undersigned, pursuant to the powers granted in the Powers of Attorney, hereby constitutes and appoints Janene Asgeirsson and Shelly : This Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Powers of Attorney are terminated.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 3rd day of March, 2022.

Signature

/s/ Margaret K. Seif
Print Name

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SUBSTITUTE POWER OF ATTORNEY

Pursuant to a written Limited Power of Attorney for Section 16 Reporting Obligations granted by each of the following individuals (collectively, the "Grantors"):

- James A. Champy
- Anantha P. Chandrakasan
- Martin Cotter
- Bruce R. Evans
- Edward H. Frank
- Laurie H. Glimcher
- Karen M. Golz
- Joseph Hassett
- Gregory N. Henderson
- Mark M. Little
- Prashanth Mahendra-Rajah
- Steve Pietkiewicz
- Vincent Roche
- Kenton J. Sicchitano
- Ray Stata

The undersigned, pursuant to the powers granted in the Powers of Attorney, hereby constitutes and appoints Eric French as substitute to execute this Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Powers of Attorney are terminated or otherwise become inoperative.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 19th day of January, 2021.

/s/ Margaret K. Seif
Signature

Margaret K. Seif
Print Name

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