

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Henderson Gregory N.</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, Atmtve, Comm, ArSpc & Def</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</u> | | | | | |
| | | | 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 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 | 03/15/2021 | | F ⁽¹⁾ | | 301 | D | \$151 | 6,523 | D | |
| Comm Stock - \$.16-2/3 value | 03/15/2021 | | M | | 1,231 | A | \$0 | 7,754 | D | |
| Comm Stock - \$.16-2/3 value | 03/15/2021 | | F ⁽²⁾ | | 372 | D | \$151 | 7,382 | 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 | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit (RSU) | \$0.0 | 03/15/2021 | | M | | | 1,231 | 03/15/2021 ⁽³⁾ | ⁽³⁾ | Comm Stock - \$.16-2/3 value | 1,231 | \$0 | 3,696 | D | |

Explanation of Responses:

- This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 13, 2021 and were previously reported.
- This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 15, 2021 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 Company.

Remarks:

/s/ Eric French, Senior Corporate Counsel, by Power of Attorney, 03/17/2021
 ** 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"), the undersigned, hereby constitutes and appoints Eric French as substitute to the undersigned for the purposes set forth herein. This Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Power of Attorney is terminated or expires.

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 the undersigned for the purposes set forth herein. This Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Power of Attorney is terminated or expires.

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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