

| OMB APPROVAL                                 |           |
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**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*<br><u>Cotter Martin</u><br><hr/> (Last) (First) (Middle)<br>PO BOX 9106<br>ONE TECHNOLOGY WAY<br><hr/> (Street)<br>NORWOOD MA 02062-9106<br><hr/> (City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>ANALOG DEVICES INC [ ADI ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, WW Sales &amp; Dig MKTG</u> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/13/2020</u>            |  |  |   |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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    | 03/13/2020                           |  | M                              |   | 424   | A          | \$0     | 3,295   | D  |   |
| Comm Stock - \$.16-2/3 value    | 03/13/2020                           |  | M                              |   | 573   | A          | \$0     | 3,868   | D  |   |
| Comm Stock - \$.16-2/3 value    | 03/13/2020                           |  | F <sup>(1)</sup>               |   | 294   | D          | \$99.79 | 3,574   | 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 |
| Restricted Stock Unit (RSU)                | \$0.0  | 03/13/2020                           |  | M                              |   | 424  |     | 03/13/2020 <sup>(2)</sup>                                | (2)             | Comm Stock - \$.16-2/3 value  | 424  | \$0  | 1,273   | D  |       |
| Restricted Stock Unit (RSU)                | \$0.0  | 03/13/2020                           |  | M                              |   | 573  |     | 03/13/2020 <sup>(3)</sup>                                | (3)             | Comm Stock - \$.16-2/3 value  | 573  | \$0  | 1,722   | D  |       |

**Explanation of Responses:**

- This disposition represents shares withheld to satisfy tax withholding obligations on the Restricted Stock Units that vested on March 13, 2020 and are reported herein.
- The Restricted Stock Units granted to the Reporting Person on June 13, 2019 (the "Original Grant Date") vest in equal installments on the first, second, third and fourth anniversaries of the Original Grant Date. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- The Restricted Stock Units granted to the Reporting Person on March 13, 2019 (the "Original Grant Date") vest in equal installments on the first, second, third and fourth anniversaries of the Original Grant Date. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

**Remarks:**

/s/ Kevin P. Lanouette,  
Assistant General Counsel, by 03/16/2020  
Power of Attorney.

\*\* 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.**