Mahendra-Rajah Prashanth Form 4 March 15, 2019

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mahendra-Rajah Prashanth

2. Issuer Name and Ticker or Trading Symbol

ANALOG DEVICES INC [ADI]

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

below)

(Check all applicable)

P.O. BOX 9106, ONE TECHNOLOGY WAY

4. If Amendment, Date Original

SVP, Finance & CFO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/13/2019

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

NORWOOD, MA 02062-9106

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title of Unde Securiti

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of			(Instr. 3
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 108.08	03/13/2019		A		26,513		03/13/2020(1)	03/13/2029	Comi Stock \$.16-2 value
Restricted Stock Unit (RSU)	\$ 0	03/13/2019		A		5,987		03/13/2020(2)	<u>(2)</u>	Comi Stock \$.16-2 value
Performance-Based Restricted Stock Unit	\$ 0 (3)	03/13/2019		A	V	5,987		03/27/2022(4)	<u>(4)</u>	Comi Stock \$.16-2 value
Performance-Based Restricted Stock Unit	\$ 0 (5)	03/13/2019		A	V	5,987		03/13/2022(6)	<u>(6)</u>	Comi Stock \$.16-2

valu

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Mahendra-Rajah Prashanth P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106			SVP, Finance & CFO					

### **Signatures**

/s/ Cynthia M. McMakin, Assistant General Counsel, by Power of 03/15/2019 Attorney

> \*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- 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).
- This option vests in equal installments on the first, second, third, and fourth anniversaries of the Original Grant Date, which was March 13, 2019.
- (2) 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

Reporting Owners 2

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convert into one (1) share of common stock of the Company.

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 relative total shareholder return (TSR) performance against the median TSR of a defined comparator group of companies, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date.

Each Performance-Based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of

- (4) 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 three years and 14 days after the grant date.
  - 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
- (5) 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 the grant date.
- (6) 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 the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.