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| Form 4 | | | | | | | | | | |
|--|-------------------------------------|---------------|---|--|--------------------------|--|--|--|---|--|
| March 15, 2019 | Л | | | | | | | | PPROVAL | |
| | UNITED | STATES | | | | | COMMISSIO | N OMB Number: | 3235-0287 | |
| Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | Expires: Estimated burden hou response | urs per | |
| (Print or Type Res | sponses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> SEIF MARGARET K | | | 2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| | | | | | eck all applicabl | e) | | |
| P.O. BOX 9106, ONE TECHNOLOGY WAY | | | (Month/Day/Year) 03/13/2019 | | | | Director 10% Owner X Officer (give title Other (specify below) below) SVP, CPO and CLO | | | |
| (Street) NORWOOD, MA 02062-9106 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Tab | ole I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| | Transaction Date fonth/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, 4 | (A) or of (D) | 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) | |
| Reminder: Report | t on a separate line | e for each cl | ass of sec | urities bene | ficially ow | ned directly o | or indirectly. | | | |
| | | | | | inforn requi | nation cont red to respo ays a curre | spond to the colle ained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |
| | Tab | | | | | posed of, or convertible s | Beneficially Owner securities) | đ | | |

| 1. Title of Derivative | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title |
|------------------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|----------|
| Security | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onDerivative | Expiration Date | of Unde |
| (Instr. 3) | or Exercise | | any | Code | Securities | (Month/Day/Year) | 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 | | Α | | 10,705 | | 03/13/2020 <u>(1)</u> | 03/13/2029 | Com Stock \$.16-2 value |
| Restricted Stock Unit (RSU) | \$ O | 03/13/2019 | | А | | 2,418 | | 03/13/2020 <u>(2)</u> | <u>(2)</u> | Com Stock \$.16-2 value |
| Performance-Based Restricted Stock Unit | \$ 0 <u>(3)</u> | 03/13/2019 | | А | V | 2,418 | | 03/27/2022(4) | (4) | Com Stock \$.16-2 value |
| Performance-Based Restricted Stock Unit | \$ 0 <u>(5)</u> | 03/13/2019 | | A | V | 2,418 | | 03/13/2022 <u>(6)</u> | <u>(6)</u> | Comi Stock \$.16-2 value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SEIF MARGARET K P.O. BOX 9106 ONE TECHNOLOGY WAY NORWOOD, MA 02062-9106 | | | SVP, CPO and CLO | | | | |
| Signatures | | | | | | | |

Signatures

| /s/ Cynthia M. McMakin, Assistant General Counsel, by Power of Attorney | 03/15/2019 |
|---|------------|
| **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).
- (1) 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

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

Each Performance-Based Restricted Stock Unit (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

- (3) 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.
- (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.