

Hassett Joseph  
 Form 4  
 March 15, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hassett Joseph

(Last) (First) (Middle)

P.O. BOX 9106, ONE  
 TECHNOLOGY WAY

(Street)

NORWOOD, MA 02062-9106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/13/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Global Operations & Tech

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474  
 (9-02)

**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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title of Underlying Security |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---------------------------------|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---------------------------------|

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|   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) |   | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable          | Expiration Date | Title                            |
|---|------------------------------|------------------|------------|---|--|---------------------------|-----------------|----------------------------------|
|   |                              |                  | Code       | V |  |                           |                 |                                  |
| Non-Qualified Stock Option (right to buy) | \$ 108.08                    | 03/13/2019       | A          |   | 17,676   | 03/13/2020 <sup>(1)</sup> | 03/13/2029      | Common Stock<br>\$.16-2<br>value |
| Restricted Stock Unit (RSU)               | \$ 0                         | 03/13/2019       | A          |   | 3,992  | 03/13/2020 <sup>(2)</sup> | <sup>(2)</sup>  | Common Stock<br>\$.16-2<br>value |
| Performance-Based Restricted Stock Unit   | \$ 0 <sup>(3)</sup>          | 03/13/2019       | A          | V | 3,992  | 03/27/2022 <sup>(4)</sup> | <sup>(4)</sup>  | Common Stock<br>\$.16-2<br>value |
| Performance-Based Restricted Stock Unit   | \$ 0 <sup>(5)</sup>          | 03/13/2019       | A          | V | 3,992  | 03/13/2022 <sup>(6)</sup> | <sup>(6)</sup>  | Common Stock<br>\$.16-2<br>value |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Hassett Joseph<br>P.O. BOX 9106<br>ONE TECHNOLOGY WAY<br>NORWOOD, MA 02062-9106 |               |           | SVP, Global Operations & Tech |       |

## Signatures

/s/ Cynthia 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.

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