FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to	ST
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b)	

TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

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*						2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI]											ationship o all applic Directo	able)	g Pers	son(s) to Iss 10% Ov			
(Last)	X 9106	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/05/2011											Officer below)	(give title	Other (s below)		specify		
THREE TECHNOLOGY WAY						4. If Amendment, Date of Original Filed (Month/Day/Year)											Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NORWOOD MA 02062-9106				_											X	Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(S	tate)	(Zip)																				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				ar) l	Execution if any	A. Deemed execution Date, any Month/Day/Year)		Transaction Dispose Code (Instr.			rrities Acquired (A) ed Of (D) (Instr. 3, 4			l and 5) Securit Benefic Owned		s ally following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership				
										Code	V Amour		t (A) or Pr		Price		Reported Transact (Instr. 3 a	tion(s)			(Instr. 4)		
Comm Stock-\$.16-2/3 value 01/05/2				5/201	2011				M		675	5	A	\$0.000		0 10,403		D					
		-	Table II -							ired, Di							wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transaction Code (Instr 8)		n of		Ex	Date Exerc piration Da onth/Day/\		nd 7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		ecurity	D	B. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	i lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Da: Ex	te ercisable	Ex Da	piration te	Title		Amour or Number of Shares	er							
Restricted Stock Unit	(1)	01/05/2011			M			675		(2)		(2)	Stock-	\$.16-	675		\$0.0000	1,350		D			

Explanation of Responses:

FRANCIS SARRO, Assistant

Treasurer, by Power of

01/07/2011

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.

^{1.} The RSUs were received for no consideration.

^{2. --} This is a vesting schedule. 33.33% vests one, two and three years from the original grant date, which was January 5, 2010. Upon each vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company. Notwithstanding, the Company may elect, in its sole discretion, to deliver cash in lieu of shares of common stock, in an amount equal to the closing price of the common stock on the NYSE on the vesting date.