

As filed with the Securities and Exchange Commission
on May 28, 1999

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ANALOG DEVICES, INC.

(Exact name of registrant as specified in its charter)

Massachusetts

04-2348234

(State or her jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

One Technology Way, Norwood, Massachusetts 02062-9106

(Address of principal executive offices) (Zip Code)

1992 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the Plan)

Paul P. Brontas, Esq.
Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109

(Name and address of agent for service)

(617) 526-6000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.16 2/3 par value per share	2,000,000 shares	\$37.22(1)	\$74,440,000(1)	\$20,694.32

(1) Estimated solely for the purpose of calculating the amount of the registration fee, and based upon the average of the high and low prices of the Registrant's Common Stock as reported by the New York Stock Exchange on May 25, 1999 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933.

Page 1 of 8 pages. Exhibit
Index begins on page 5.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 33-46520) filed by the Registrant on March 19, 1992, relating to the Registrant's 1992 Employee Stock Purchase Plan, as amended.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwood, Commonwealth of Massachusetts, on this 28th day of May, 1999.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman

 Jerald G. Fishman
 President and Chief
 Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman, Joseph E. McDonough, Paul P. Brontas and Richard N. Kimball and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below, the Registration Statement filed herewith, and any and all amendments (including post-effective amendments) to said Registration Statement (or any other Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to any such Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Jerald G. Fishman ----- JERALD G. FISHMAN	President, Chief Executive Officer and Director (Principal Executive Officer)))May 28, 1999))
/s/ Ray Stata ----- RAY STATA	Chairman of the Board and Director))May 28, 1999))
/s/ Joseph E. McDonough ----- JOSEPH E. MCDONOUGH	Vice President-Finance and Chief Financial Officer (Principal Financial and Accounting Officer)))May 28, 1999))

SIGNATURE	TITLE	DATE
/s/ John L. Doyle ----- JOHN L. DOYLE	Director))May 28, 1999))
/s/ Charles O. Holliday, Jr. ----- CHARLES O. HOLLIDAY, JR.	Director))May 28, 1999))
/s/ F. Grant Saviers ----- F. GRANT SAVIERS	Director))May 28, 1999))
/s/ Joel Moses ----- JOEL MOSES	Director))May 28, 1999))
/s/ Lester C. Thurow ----- LESTER C. THUROW	Director))May 28, 1999))

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Restated Articles of Organization of Analog Devices, Inc., as amended (incorporated herein by reference to the Registrant's Form 10-Q, filed on March 15, 1999)
4.2	By-Laws of the Registrant (incorporated herein by reference to the Registrant's Form 10-K for the fiscal year ended November 1, 1997, filed on January 28, 1998)
4.3	Rights Agreement dated as of March 18, 1998 between the Registrant and BankBoston, N.A., as Rights Agent (incorporated herein by reference to the Registrant's Registration Statement on Form 8-A (File No. 001-07819) filed on March 19, 1998)
5.1	Opinion of Hale and Dorr LLP
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Independent Auditors
24	Power of Attorney (included on the signature page of this Registration Statement)

[HALE AND DORR LETTERHEAD]

May 28, 1999

Analog Devices, Inc.
One Technology Way
Norwood, Massachusetts 02062

Re: 1992 Employee Stock Purchase Plan

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 2,000,000 shares of Common Stock, \$.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., a Massachusetts corporation (the "Company"), issuable under the Company's 1992 Employee Stock Purchase Plan (the "Plan").

We have examined the Restated Articles of Organization and the By-laws of the Company and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Company has duly authorized for issuance the Shares, and the Shares, when issued and paid for in accordance with the terms of the Plan and at a price per share in excess of the par value per share for such Shares, will be validly issued, fully-paid and nonassessable.

Analog Devices, Inc.
May 28, 1999
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It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ HALE AND DORR LLP

HALE AND DORR LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Analog Devices, Inc. pertaining to the Analog Devices, Inc. 1992 Employee Stock Purchase Plan of our report dated December 1, 1998, with respect to the consolidated financial statements of Analog Devices, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended October 31, 1998, and our report dated January 22, 1999 with respect to the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

/s/ Ernst & Young LLP

Boston, Massachusetts
May 26, 1999