

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>ROCHE VINCENT</b>  (Last) (First) (Middle) <b>P.O. BOX 9106</b> <b>THREE TECHNOLOGY WAY</b>  (Street) <b>NORWOOD MA 02062-9106</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ANALOG DEVICES INC [ ADI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP, STRATEGIC MARKET SGMTS GRP</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/18/2011</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 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)
			Code	V	Amount	(A) or (D)	Price			
Comm Stock-\$.16-2/3 value	02/18/2011		M		30,000	A	\$32.78	30,100	D	
Comm Stock-\$.16-2/3 value	02/18/2011		M		20,000	A	\$19.89	50,100	D	
Comm Stock-\$.16-2/3 value	02/18/2011		S		20,000	D	\$41.047 <sup>(1)</sup>	30,100	D	
Comm Stock-\$.16-2/3 value	02/18/2011		S		30,000	D	\$40.987 <sup>(2)</sup>	100	D	

**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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$32.78	02/18/2011		M		30,000		04/02/2004 <sup>(3)</sup>	04/02/2011	Comm Stock-\$.16-2/3 value	30,000	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$19.89	02/18/2011		M		20,000		09/24/2004 <sup>(4)</sup>	09/24/2012	Comm Stock-\$.16-2/3 value	20,000	\$0.0000	20,000	D	

**Explanation of Responses:**

- These shares were disposed of in multiple transactions on February 18, 2011 at an actual sales price ranging from \$41.010 to \$41.110 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- These shares were disposed of in multiple transactions on February 18, 2011 at an actual sales price ranging from \$40.955 to \$41.082 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The vesting schedule for these options is: 33.33% vests three, four and five years from grant date. These options were fully vested as of April 2, 2009 in accordance with its terms.
- The vesting schedule for these options is: 25% vests two, three, four and five years from grant date. These options were fully vested as of September 24, 2009 in accordance with its terms.

**Remarks:**

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Kristin S. Caplice, Assistant General Counsel, by Power of Attorney 02/23/2011

\*\* 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.

Limited Power of Attorney for Section 16 Reporting Obligations

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Margaret K. Seif (Legal), David A. Zinsner (Finance), Kristin S. Caplice (Legal), Kevin P. Inouette (Legal), Fran Sarro (Treasury), Michael A. Simone (Legal), Elizabeth Black (WilmerHale) and Mark Devine (WilmerHale), signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Analog Devices, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID, including amendments thereto, or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering Analysis and Retrieval ("EDGAR") system of the SEC and any and all successor systems to the EDGAR system;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act. This Power of Attorney shall remain in full force and effect until the undersigned is no longer

required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of  
and transactions in  
securities issued by the Company, unless earlier revoked by the undersigned in a  
signed writing delivered  
to the foregoing attorneys-in-fact.  
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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be  
executed as  
of this

30th day of December, 2010. I

Signature

Print Name

[Limited Power of Attorney for Section 16 Filings]