

**UNITED STATES  
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**  
(State or Other Jurisdiction of  
Incorporation or Organization)  
**One Technology Way, Norwood, MA**  
(Address of Principal Executive Offices)

**04-2348234**  
(I.R.S. Employer Identification No.)  
**02062-9106**  
(Zip Code)

**Analog Devices, Inc.**  
**2006 Stock Incentive Plan**  
(Full Title of the Plan)  
**Margaret K. Seif**  
**Vice President, General Counsel and Secretary**  
**One Technology Way**  
**Norwood, MA 02062**

(Name and Address of Agent For Service)

**(781) 329-4700**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.16 <sup>2/3</sup> par value per share	5,446,637 shares(2)	\$35.69(3)	\$194,390,475(3)	\$22,278

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) 904,250 of these shares were previously registered pursuant to a registration statement on Form S-8 (File No. 333-75170) (the "2001 Registration Statement") filed by the Registrant on December 14, 2001 in connection with the Registrant's 2001 Broad-Based Stock Option Plan (the "2001 Plan"). These shares, which were previously subject to awards granted under the 2001 Plan, became available for grant under the 2006 Stock Incentive Plan (the "2006 Plan") when the awards under which they were granted were cancelled or expired. The Registrant is transferring such shares from the 2001 Registration Statement and has filed a Post-Effective Amendment to the 2001 Registration Statement deregistering such shares in connection with such transfer. 4,542,387 of these shares were originally registered pursuant to a registration statement on Form S-8 (File No. 333-40222) (the "1998 Registration Statement") filed by the Registrant on June 27, 2000 in connection with the Registrant's 1998 Stock Option Plan (the "1998 Plan"). These shares, which were previously subject to awards granted under the 1998 Plan, became available for grant under the 2006 Plan when the awards under which they were granted were cancelled or expired. The Registrant is transferring such shares from the 1998 Registration Statement and has filed a Post-Effective Amendment to the 1998 Registration Statement deregistering such shares in connection with such transfer.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on June 4, 2012.

## EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which Registration Nos. 333-163653 filed on December 11, 2009, 333-156309 filed on December 19, 2008 and 333-132409 filed on March 14, 2006 (collectively, the “Existing Registration Statements”) relating to the Analog Devices, Inc. 2006 Stock Incentive Plan, as amended (the “2006 Plan”), are effective.

Analog Devices, Inc. (“Analog”) is registering an additional 5,446,637 shares of its common stock under the 2006 Plan with the filing of this registration statement on Form S-8. 904,250 of these shares were previously registered pursuant to a registration statement on Form S-8 (File No. 333-75170) filed by Analog on December 14, 2001 in connection with Analog’s 2001 Broad-Based Stock Option Plan (the “2001 Plan”). These shares, which were previously subject to awards granted under the 2001 Plan, became available for grant under the 2006 Plan when the awards under which they were granted were cancelled or expired. The remaining 4,542,387 shares were originally registered pursuant to a registration statement on Form S-8 (File No. 333-40222) filed by Analog on June 27, 2000 in connection with the Analog’s 1998 Stock Option Plan (the “1998 Plan”). These shares, which were previously subject to awards granted under the 1998 Plan, also became available for grant under the 2006 Plan when the awards under which they were granted were cancelled or expired.

### STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this registration statement incorporates by reference the contents of the Existing Registration Statements.

#### **Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

**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 6th day of June, 2012.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman  
Jerald G. Fishman  
President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman, David A. Zinsner and Margaret K. Seif, 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 on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the provisions of the Securities Act of 1933, as amended, 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 said registration statement and any and all amendments thereto.



## INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1	Restated Articles of Organization of the Registrant, filed with the Commission on May 20, 2008 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2008 (File No. 1-7819) and incorporated herein by reference,
4.2	Amendment to Restated Articles of Organization of the Registrant, filed with the Commission on December 8, 2008 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) and incorporated herein by reference.
4.3	Amended and Restated By-Laws of the Registrant, filed with the Commission on January 28, 2010 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) and incorporated herein by reference.
5	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP
24	Power of attorney (included on the signature pages of this registration statement)
99.1	Analog Devices, Inc. 2006 Stock Incentive Plan, filed with the Commission on May 22, 2012 as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended May 5, 2012 (File No. 1-7819) and incorporated herein by reference.

June 6, 2012

Analog Devices, Inc.  
One Technology Way  
Norwood, MA 02062-9106

Re: Analog Devices, Inc. 2006 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of 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"), relating to an aggregate of 5,446,637 shares of common stock, \$0.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., a Massachusetts corporation (the "Company"), issuable under the Company's 2006 Stock Incentive Plan (the "Plan").

We have examined the Articles of Organization and By-Laws of the Company, each as amended and restated to date, 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, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

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.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Analog Devices, Inc.  
June 6, 2012  
Page 2

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.

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.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with 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,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Graham Robinson  
Graham Robinson, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Analog Devices, Inc. 2006 Stock Incentive Plan of our reports dated November 22, 2011, with respect to the consolidated financial statements and schedule of Analog Devices, Inc. and the effectiveness of internal control over financial reporting of Analog Devices, Inc. included in its Annual Report (Form 10-K) for the year ended October 29, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
June 4, 2012