

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STATA RAY</u> (Last) (First) (Middle) <u>P.O. BOX 9106</u> <u>THREE TECHNOLOGY WAY</u> (Street) <u>NORWOOD MA 02062-9106</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ADI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN OF THE BOARD</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2011</u>	
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	12/08/2011		s ⁽¹⁾		22,315	D	\$34.907 ⁽²⁾	1,703,461 ⁽³⁾	I	Co-Trustees
Comm Stock-\$.16-2/3 value	12/08/2011		s ⁽⁴⁾		22,434	D	\$34.907 ⁽⁵⁾	1,681,027	I	Co-Trustees
Comm Stock-\$.16-2/3 value	12/08/2011		s ⁽⁶⁾		25,271	D	\$34.907 ⁽⁷⁾	1,655,756	I	Co-Trustees
Comm Stock-\$.16-2/3 value	12/08/2011		s ⁽⁸⁾		26,948	D	\$34.908 ⁽⁵⁾	1,628,808	I	Co-Trustees
Comm Stock-\$.16-2/3 value								1,078,364	D	
Comm Stock-\$.16-2/3 value								1,108,709	I	By Mrs. Stata Directly
Comm Stock-\$.16-2/3 value								400,277	I	By Mrs. Stata Tr FBO Mr. Stata's Children

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					

Explanation of Responses:

- This sale by the Ray and Maria Stata Charitable Trust of November 1983 was completed for tax and estate planning purposes for the Stata family and to fulfill the Trust's charitable annuity payments.
- These shares were disposed of in multiple transactions on December 8, 2011 at actual sales prices ranging from \$34.926 to \$34.933 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.
- On August 25, 2011, Mr. Stata ceased to be the beneficial owner of 761,812 shares because he removed himself as Trustee from The Ray & Maria Stata Family Charitable Fund U/D O/Trust DTD 5/29/81 and from The Ray & Maria Stata Family Charitable Trust U/D O/Trust DTD 5/29/81.
- This sale by the Ray and Maria Stata Family Charitable Trust of November 1983 was completed for tax and estate planning purposes for the Stata family and to fulfill the Trust's charitable annuity payments.
- These shares were disposed of in multiple transactions on December 8, 2011 at actual sales prices ranging from \$34.926 to \$34.983 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.
- This sale by the Ray and Maria Stata Family Charitable Fund of November 1983 was completed for tax and estate planning purposes for the Stata family and to fulfill the Trust's charitable annuity payments.
- These shares were disposed of in multiple transactions on December 8, 2011 at actual sales prices ranging from \$34.926 to \$34.943 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.
- This sale by the Ray and Maria Stata Family Charitable Fund of November 1983 was completed for tax and estate planning purposes for the Stata family and to fulfill the Trust's charitable annuity payments.

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.