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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 19, 2011**

**Analog Devices, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Massachusetts**

(State or Other Jurisdiction of Incorporation)

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**1-7819**

(Commission File Number)

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**04-2348234**

(IRS Employer Identification No.)

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**One Technology Way, Norwood, Massachusetts**

(Address of Principal Executive Offices)

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**02062**

(Zip Code)

Registrant's telephone number, including area code: (781) 329-4700

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Not applicable.

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On December 16, 2011, Analog Devices, Inc. (the "Company") received a notice required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended, regarding a blackout period, described below, under The Analog Devices, Inc. Investment Partnership Plan (the "Plan"), as a result of the conversion of the Analog Devices Stock Fund (the "Stock Fund") from a unitized stock fund to a real-time traded fund. Due to this change, Plan participants will be temporarily unable to request exchanges or obtain loans or distributions involving Plan assets invested in the common stock of the Company through the Stock Fund during a temporary blackout period that is scheduled to begin at 4:00 p.m., Eastern Standard Time, on Monday, January 23, 2012, and is expected to end on or about Thursday, January 26, 2012 (the "Plan Blackout Period").

On December 19, 2011 the Company sent a blackout trading restriction notice (the "BTR Notice") to its executive officers and directors informing them that, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, they would be prohibited during the Plan Blackout Period from purchasing or selling shares of the Company's common stock (including derivative securities pertaining to such shares) acquired in connection with their service or employment as a director or an executive officer.

A copy of the BTR Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Any inquiries regarding the Plan Blackout Period may be directed to Fidelity Investments at 1-888-ADI-7300.

### **Item 9.01. Financial Statements and Exhibits.**

#### (d) Exhibits

See the Exhibit Index attached to this Current Report on Form 8-K, which is incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ANALOG DEVICES, INC.

Date: December 19, 2011

/s/ Margaret K. Seif

Margaret K. Seif

Vice President, General Counsel and Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Trading Blackout Period for Directors and Executive Officers dated December 19, 2011

**MEMORANDUM**

To: Directors and Executive Officers of Analog Devices, Inc.

From: Margaret K. Seif, Vice President and General Counsel

Date: December 19, 2011

Subject: Notice of Trading Blackout Period

Analog Devices, Inc. is making a change to the Analog Devices, Inc. Investment Partnership Plan (the "TIP Plan") to convert the Analog Devices Stock Fund (the "Stock Fund") from a unitized fund to a real-time traded fund. This change will enable Stock Fund participants to buy and sell ADI shares in real time, which is the manner in which most corporate stock funds at other companies are now organized.

Fidelity will need at least two days to complete this conversion, and so we will be imposing a blackout period prohibiting transactions in the Stock Fund during the conversion period. The blackout period will begin at 4:00 p.m. ET on Monday, January 23, 2012, and is expected to end by Thursday, January 26, 2012 (note that there is a small possibility that Fidelity may require an extra day or two to complete the conversion). During the blackout period, those TIP Plan participants and beneficiaries with an investment in the Stock Fund will be unable to direct or diversify investments in their individual accounts, obtain a loan, make a withdrawal, or take other distributions involving TIP Plan assets invested in the Stock Fund.

Because of the trading blackout imposed on Stock Fund participants, Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR under the Securities Exchange Act of 1934, as amended, requires us to impose a trading blackout on all ADI Directors and Executive Officers during this conversion period (the "BTR Blackout Period"), regardless of whether those individuals are invested in the Stock Fund. However, because the BTR Blackout Period will take place during the Company's quarter-end blackout (which commences on January 14, 2012 and ends on February 27, 2012), as a practical matter the BTR Blackout Period will not result in any additional restrictions on Directors and Executive Officers beyond those already in effect due to the quarter-end blackout.

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**During the BTR Blackout Period, you may not, directly or indirectly, purchase, sell or otherwise acquire or transfer any shares of ADI common stock (including any stock options or other derivative securities) (“Company Securities”), subject to certain narrow exceptions set forth below.** This trading restriction includes any indirect trading where you have a pecuniary interest in the transaction. Accordingly, acquisitions and dispositions by family members, partnerships, corporations, or trusts where you have a pecuniary interest are prohibited during the BTR Blackout Period.

There are limited exceptions to the BTR Blackout Period for certain transactions in Company Securities. Subject to compliance with our normal quarter-end blackout policies, during the BTR Blackout Period, you may:

- give Company Securities as a gift, though the transaction will be scrutinized to ensure that the gift is bona fide; and
- engage in transactions pursuant to a Rule 10b5-1 plan that was not entered into at a time when you knew about the upcoming BTR Blackout Period.

As these exceptions are narrow, and because of the overlay of the Company’s quarter-end blackout period, please discuss any proposed transactions with a member of ADI’s Legal Department before you or your family members take any action concerning Company Securities during the BTR Blackout Period.

If you have any questions about the BTR Blackout Period or the information contained in this memo, please contact Kevin Lanouette, ADI’s Assistant General Counsel at 781-461-3455.