

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>FISHMAN JERALD</u>  (Last) (First) (Middle) <u>PO BOX 9106</u> <u>THREE TECHNOLOGY WAY</u>  (Street) <u>NORWOOD MA 020629106</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ANALOG DEVICES INC [ ADI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>PRESIDENT &amp; CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/01/2005</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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								32,607 <sup>(1)</sup>	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					
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2003 <sup>(2)</sup>	02/20/2007	Comm Stock-\$.16-2/3 value	65,000	65,000	D	
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2003 <sup>(2)</sup>	12/16/2007	Comm Stock-\$.16-2/3 value	600,000	600,000	D	
Non-Qualified Stock Option (right to buy)	\$28.75							11/30/2002 <sup>(3)</sup>	11/30/2009	Comm Stock-\$.16-2/3 value	600,000	600,000	D	
Non-Qualified Stock Option (right to buy)	\$44.5							11/10/2003 <sup>(3)</sup>	11/10/2010	Comm Stock-\$.16-2/3 value	600,000	600,000	D	
Non-Qualified Stock Option (right to buy)	\$39.06							07/18/2002 <sup>(4)</sup>	07/18/2011	Comm Stock-\$.16-2/3 value	13,964	13,964	D	
Non-Qualified Stock Option (right to buy)	\$41.05							01/22/2005 <sup>(3)</sup>	01/22/2012	Comm Stock-\$.16-2/3 value	530,000	530,000	D	
Non-Qualified Stock Option (right to buy)	\$19.89							09/24/2004 <sup>(5)</sup>	09/24/2012	Comm Stock-\$.16-2/3 value	500,000	500,000	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$45.27							12/10/2006 <sup>(3)</sup>	12/10/2013	Comm Stock-\$.16-2/3 value	400,000		400,000	D	
Non-Qualified Stock Option (right to buy)	\$37.7							12/07/2007 <sup>(3)</sup>	12/07/2014	Comm Stock-\$.16-2/3 value	400,000		400,000	D	

**Explanation of Responses:**

1. 516 shares acquired through ADI ESPP purchase.
2. This is a vesting schedule. 100% vests five years from grant date.
3. This is a vesting schedule. 33.33% vests three, four and five years from grant date.
4. This is a vesting schedule. 50% vests one and two years from grant date.
5. This is a vesting schedule. 25% vests two, three, four and five years from grant date.

**Remarks:**

By: WILLIAM A. MARTIN,      06/01/2005  
Attny In Fact

\*\* 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.

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