

**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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<b>1. Name and Address of Reporting Person*</b> <u>Hess Rick D</u>  (Last) (First) (Middle) P.O. BOX 9106 ONE TECHNOLOGY WAY  (Street) NORWOOD MA 02062-9106  (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, Comm &amp; Automotive Group</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 03/03/2015	
	<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	03/03/2015		M		3,352	A	\$0.0000	3,352	D	
Comm Stock-\$.16-2/3 value	03/03/2015		F		1,098	D	\$58.74	2,254	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
Restricted Stock Unit (RSU)	\$0.0000 <sup>(1)</sup>	03/03/2015		M			3,352	03/03/2015 <sup>(1)</sup>	(1)	Comm Stock-\$.16-2/3 value	3,352	\$0.0000	10,057	D	

**Explanation of Responses:**

1. The Restricted Stock Units granted to the reporting person on July 25, 2014 (the "Original Grant Date") vest in equal installments on March 3, 2015, March 3, 2016, March 3, 2017 and March 3, 2018. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.

**Remarks:**

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Cynthia M. McMakin,  
Associate General Counsel, by 03/04/2015  
Power of Attorney

\*\* 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

Kevin P. Lanouette, Fran Sarro, Margaret Seif, Cynthia McMakin, Jeanne Weinzierl, Michael A. Simone, Rebecca Change and Mark Devine, signing singly and each acting individually, as the undersigned's true and lawful

attorney-in-fact with full power and authority as hereinater 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be  
executed as  
of this 25th day of July, 2014.  
Signature Rick Hess

[Limited Power of Attorneyfor Section 16 Filings]