

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>HODGSON JOHN C</b>  (Last) (First) (Middle) <b>P.O. BOX 9106</b> <b>ONE TECHNOLOGY WAY</b>  (Street) <b>NORWOOD MA 02062-9106</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ANALOG DEVICES INC [ ADI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/13/2013</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	03/13/2013		M		1,610	A	\$0.0000	10,215	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
Non-Qualified Stock Option (right to buy)	\$46.48	03/13/2013		A		11,860		(1)	03/13/2023	Comm Stock-\$.16-2/3 value	11,860	\$0.0000	11,860	D	
Restricted Stock Unit (RSU)	\$0.0000	03/13/2013		A		1,940		(2)	(2)	Comm Stock-\$.16-2/3 value	1,940	\$0.0000	1,940	D	
Restricted Stock Unit (RSU)	\$0.0000	03/13/2013		M		1,610		(3)	03/13/2013 <sup>(3)</sup>	Comm Stock-\$.16-2/3 value	1,610	\$0.0000	0.0000	D	

**Explanation of Responses:**

- This option vests 100.00% on the earlier of the first anniversary of the original grant date, which was March 13, 2013, or the date of the Company's next Annual Meeting of Shareholders.
- This RSU vests 100.00% on the earlier of the first anniversary of the original grant date, which was March 13, 2013, or the date of the Company's next Annual Meeting of Shareholders. Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company.
- This RSU vested 100.00% on March 13, 2013. Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.

Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney 03/14/2013

\*\* 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.