

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>BEYER RICHARD M</u>  (Last) (First) (Middle) <u>P.O. BOX 9106</u> <u>ONE 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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2015</u>	
	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	03/11/2015		M		1,740	A	\$0.0000	2,240	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)	\$57.29	03/11/2015		A		8,460		(1)	03/11/2025	Comm Stock-\$.16-2/3 value	8,460	\$0.0000	8,460	D	
Restricted Stock Unit (RSU)	\$0.0000	03/11/2015		A		1,540		(2)	(2)	Comm Stock-\$.16-2/3 value	1,540	\$0.0000	1,540	D	
Restricted Stock Unit (RSU)	\$0.0000	03/11/2015		M			1,740	03/12/2015 <sup>(3)</sup>	(3)	Comm Stock-\$.16-2/3 value	1,740	\$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 11, 2015, 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 11, 2015, 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.
- In accordance with the terms of the grant, this RSU vested 100.00% on March 11, 2015, the date of the Company's 2015 Annual Meeting of Shareholders. Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.

**Remarks:**

substitutepoa2.txt

Cynthia M. McMakin,  
Associate General Counsel, by 03/12/2015  
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.

SUBSTITUTE POWER OF ATTORNEY

Pursuant to a written Limited Power of Attorney for Section 16 Reporting Obligations granted by each of the following individuals on the dates indicated below next to such individuals name, collectively the Powers of Attorney, copies of which were previously filed with the securities and exchange commission, the undersigned has been constituted and appointed true and lawful attorney in fact and agent, with full powers of substitution and revocation, to do and perform every act and thing whatsoever requisite, necessary or proper to be done in the exercise of the rights and powers granted in such Powers of Attorney:

Richard M. Beyer  
James A. Champy  
Samuel H. Fuller  
John C. Hodgson  
Yves-Andre Istel  
Robert R. Marshall  
William Matson  
Robert McAdam  
Richard Meaney  
Neil Novich  
Vincent T. Roche  
F. Grant Saviers  
Margaret K. Seif  
Kenton J. Sicchitano  
Ray Stata  
Lisa T. Su  
Thomas Wessel  
Eileen M. Wynne  
David A. Zinsner

The undersigned, pursuant to the powers granted in the Powers of Attorney, hereby constitutes and appoints Cynthia M. McMakin as substitute to the undersigned attorney in fact, with full power and authority to do and perform every act and thing whatsoever requisite, necessary or proper to be done in the exercise of the rights and powers granted to the undersigned in the Powers of Attorney. For the avoidance of doubt, the foregoing appointment shall not serve as a revocation of the powers granted to the undersigned in the Powers of Attorney.

This Substitute Power of Attorney shall remain in full force and effect with respect to each individual listed above, until the underlying Power of Attorney is revoked or terminated, unless earlier revoked by the undersigned in a signed writing.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed as of this 7th day of October, 2014.

Margaret K. Seif  
Signature

Margaret K. Seif  
Print Name