

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

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* <u>Matson William R</u> (Last) (First) (Middle) P.O. BOX 9106 ONE TECHNOLOGY WAY (Street) NORWOOD MA 02062-9106 (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, Human Resources</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	12/08/2014		M		13,200	A	\$29.91	30,845	D		
Comm Stock-\$.16-2/3 value	12/08/2014		S		13,200	D	\$57.043 ⁽¹⁾	17,645	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)	\$29.91	12/08/2014		M			13,200	01/03/2009 ⁽²⁾	01/03/2018	Comm Stock-\$.16-2/3 value	13,200	\$0.0000	51,800	D	

Explanation of Responses:

- These shares were disposed of in multiple transactions on December 8, 2014 at actual sales prices ranging from \$57,000 to \$57,095 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 3, 2008.

Remarks:

substitutepoa2.txt

Cynthia M. McMakin,
Associate General Counsel, by 12/09/2014
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