

| 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*<br><b>FISHMAN JERALD</b><br><br>(Last) (First) (Middle)<br><b>P.O. BOX 9106</b><br><b>THREE TECHNOLOGY WAY</b><br><br>(Street)<br><b>NORWOOD MA 02062-9106</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>ANALOG DEVICES INC [ ADI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>PRESIDENT &amp; CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/01/2010</b>            |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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      | 12/01/2010                           |  | M                              |   | 100,000   | A          | \$19.89                 | 521,348   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/01/2010                           |  | S                              |   | 100,000   | D          | \$36.389 <sup>(1)</sup> | 421,348   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/02/2010                           |  | M                              |   | 50,000  | A          | \$19.89                 | 471,348   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/02/2010                           |  | S                              |   | 50,000  | D          | \$37.152 <sup>(2)</sup> | 421,348   | 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)  | \$19.89  | 12/01/2010                           |  | M                              |   | 100,000  |     | 09/24/2004 <sup>(3)</sup>                                | 09/24/2012      | Comm Stock-\$.16-2/3 value  | 100,000                    | \$0.0000                                   | 400,000  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$19.89  | 12/02/2010                           |  | M                              |   | 50,000   |     | 09/24/2004 <sup>(3)</sup>                                | 09/24/2012      | Comm Stock-\$.16-2/3 value  | 50,000                     | \$0.0000                                   | 350,000  | D   |  |

**Explanation of Responses:**

- These shares were disposed of in multiple transactions on December 1, 2010 at an actual sales price ranging from \$36.264 to \$36.592 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.
- These shares were disposed of in multiple transactions on December 2, 2010 at an actual sales price ranging from \$37.000 to \$37.250 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 is a vesting schedule. 25% vests two, three, four and five years from grant date. The option is fully vested as of September 24, 2009 in accordance with its terms.

FRANCIS SARRO, Assistant  
Treasurer, by Power of Attorney 12/03/2010

\*\* 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.