

**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* <b>MARSHALL ROBERT R</b> <hr/> (Last) (First) (Middle) <b>PO BOX 9106</b> <b>THREE TECHNOLOGY WAY</b> <hr/> (Street) <b>NORWOOD MA 020629106</b> <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP, WORLDWIDE MFG.</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/07/2004</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								15,004	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)	\$37.7	12/07/2004		A		65,000		12/07/2007 <sup>(1)</sup>	12/07/2014	Comm Stock-\$.16-2/3 value	65,000	\$0	65,000	D	
Non-Qualified Stock Option (right to buy)	\$8.12							11/27/1996 <sup>(2)</sup>	11/27/2005	Comm Stock-\$.16-2/3 value	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2001 <sup>(1)</sup>	02/20/2007	Comm Stock-\$.16-2/3 value	54,000		54,000	D	
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2001 <sup>(1)</sup>	12/16/2007	Comm Stock-\$.16-2/3 value	70,000		70,000	D	
Non-Qualified Stock Option (right to buy)	\$6.62							09/04/2001 <sup>(1)</sup>	09/04/2008	Comm Stock-\$.16-2/3 value	70,000		70,000	D	
Non-Qualified Stock Option (right to buy)	\$28.75							11/30/2002 <sup>(1)</sup>	11/30/2009	Comm Stock-\$.16-2/3 value	110,000		110,000	D	
Non-Qualified Stock Option (right to buy)	\$44.5							11/10/2003 <sup>(1)</sup>	11/10/2010	Comm Stock-\$.16-2/3 value	90,000		90,000	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)	\$45.9							06/01/2003 <sup>(3)</sup>	06/01/2011	Comm Stock-\$.16-2/3 value	545		545	D	
Non-Qualified Stock Option (right to buy)	\$39.06							07/18/2002 <sup>(4)</sup>	07/18/2011	Comm Stock-\$.16-2/3 value	4,725		4,725	D	
Non-Qualified Stock Option (right to buy)	\$41.05							01/22/2005 <sup>(1)</sup>	01/22/2012	Comm Stock-\$.16-2/3 value	80,000		80,000	D	
Non-Qualified Stock Option (right to buy)	\$36.62							05/31/2004 <sup>(3)</sup>	05/31/2012	Comm Stock-\$.16-2/3 value	683		683	D	
Non-Qualified Stock Option (right to buy)	\$19.89							09/24/2004 <sup>(5)</sup>	09/24/2012	Comm Stock-\$.16-2/3 value	80,000		80,000	D	
Non-Qualified Stock Option (right to buy)	\$37.38							06/02/2005 <sup>(3)</sup>	06/02/2013	Comm Stock-\$.16-2/3 value	382		382	D	
Non-Qualified Stock Option (right to buy)	\$45.27							12/10/2006 <sup>(1)</sup>	12/10/2013	Comm Stock-\$.16-2/3 value	65,000		65,000	D	
Non-Qualified Stock Option (right to buy)	\$48.41							06/01/2006 <sup>(3)</sup>	06/01/2014	Comm Stock-\$.16-2/3 value	517		517	D	

**Explanation of Responses:**

1. This is a vesting schedule. 33.33% vests three, four and five years from grant date.
2. This is a vesting schedule. 33.33% vests one, two & three years from grant date.
3. This is a vesting schedule. 100% vests two years from grant date.
4. This is a vesting schedule. 50% vests one and two years from grant date.
5. This is a vesting schedule. 25% vests two, three, four and five years from grant date.

By: WILLIAM A. MARTIN,  
Attny In Fact

12/07/2004

\*\* 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.**