

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Brennan Seamus M.</u> (Last) (First) (Middle) P.O. BOX 9106 THREE 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	12/15/2011		M		6,000	A	\$34.05	11,570	D	
Comm Stock-\$.16-2/3 value	12/15/2011		F		1,905	D	\$34.05	9,665	D	
Comm Stock-\$.16-2/3 value								748	I	By Trust for the Benefit of Son
Comm Stock-\$.16-2/3 value								1,723	I	By Trust for the Benefit of Spouse

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
Restricted Stock Unit (RSU)	(1)	12/15/2011		M		6,000	(2)	(2)	Comm Stock-\$.16-2/3 value	6,000	\$0.0000	6,025 ⁽³⁾	D	

Explanation of Responses:

- Upon the vesting date, each vested RSU shall automatically convert into one (1) share of common stock of the Company. Notwithstanding, the Company may elect, in its sole discretion, to deliver cash in lieu of each share of common stock, in an amount equal to the closing price of the common stock on the NYSE on the vesting date.
- The Restricted Stock Options granted to the reporting person on December 15, 2008 (the "Original Grant Date") vest 60% on the third anniversary and 20% on each of the fourth and fifth anniversaries of the Original Grant Date.
- This total includes 2,025 restricted stock units granted on January 5, 2010 with similar material terms.

Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney 12/19/2011

** 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.