FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	. OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287

Check this box if no longer subject to

obligat	n 16. Form 4 or tions may contir ction 1(b).			File	ed pur	rsuant r Sect	to Sec	ction 1 (h) of t	.6(a) of the Inv	the Se	curitie	es Exch npany A	ange A	ct of 19 940	34			ll l	per res	sponse:	0.5	
1. Name and Address of Reporting Person* MCDONOUGH JOSEPH E						2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					wner	
(Last) (First) (Middle) P.O. BOX 9106 THREE TECHNOLOGY WAY						3. Date of Earliest Transaction (Month/Day/Year) 06/01/2004										X Officer (give title Other (specify below) VP, CHIEF FINAN OFCR - FINANCE						
(Street) NORWOOD MA 020629106					4. If	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						
(City) (State) (Zip)						Person Person																
		Ta	ble I - Nor	n-Deriv	ativ	e Se	curit	ties A	Acqu	ired,	Disp	osed	of, o	r Ben	eficia	ally (Owned					
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)			Transaction Dispos			curities Acquired (A) sed Of (D) (Instr. 3, 4			or 5. Amour Securitie Beneficia Owned F		s lly ollowing	Form (D) o	nership : Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
											V	Amour	(D)		Price	Transacti (Instr. 3 a		ion(s)				
	tock-\$.16-2/			06/01	L/200)4				I		66	668		\$31.	.77	2,556		D		By	
Comm St	tock-\$.16-2/	/3 value															1,3	75		1	Daughter	
Comm St	tock-\$.16-2/	/3 value															1,3	75			By Daughter 2	
Comm Stock-\$.16-2/3 value-401K																	5,695(1)		I		in ADI's 401K Plan	
			Table II -	Deriva (e.g., p													wned					
1. Title of	2.	1	T	ransaction Code (Instr.		T		T														
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	ate, Tr	ransac ode (li		of Deriv Secu Acqu (A) o Dispo	r osed) r. 3, 4	Expir	te Exerc ation Day/\ th/Day/\	ate	e and	Securi Deriva	e and An ities Und ative Sed 3 and 4)	derlying curity) D S	. Price of Perivative Pecurity Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution D if any	ate, Tr	ransac ode (li		of Deriv Secu Acqu (A) o Dispo of (D (Insti	vative prities priced r osed) r. 3, 4	Expir (Mon	ation D	ate Year)		Securi Deriva	ities Undative Sec 3 and 4)	derlying curity) Amount or	D S (I	erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti	e s ally g	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution D if any	ate, Tr Ci Year) 8)	ransac ode (II		of Deriv Secu Acqu (A) o Dispo of (D (Insti	vative prities priced r osed) r. 3, 4	Expir (Mon	ation D	ate Year)	iration	Securi Deriva	ities Undative Sec 3 and 4)	derlying curity) Amount	e S	erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti	e s ally g	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution D if any	ate, Tr Ci Year) 8)	ransac ode (II	nstr.	of Deriv Secu Acqu (A) o Disp of (D (Instr and !	vative prities uired rosed) r. 3, 4	Date Exerc	ation Di	Exp Date	iration	Securi Deriva (Instr.	ities Undative Sec 3 and 4)	derlying curity) Amount or Number	D S (I	erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti	e s ally g i ion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Non- Qualified Stock Option (right to	Conversion or Exercise Price of Derivative Security	Date	Execution D if any	ate, Tr Ci Year) 8)	ransac ode (II	nstr.	of Deriv Secu Acqu (A) o Disp of (D (Instr and !	vative prities uired rosed) r. 3, 4	Date Exerc	ation Day/\frac{1}{2}	Exp Date	iration	Securi Deriva (Instr. Title Con Stock-	nm \$.16-alue	derlying curity) Amount or Number of Share	S (II	erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g I ion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Non-Qualified Stock Option (right to buy)	Conversion or Exercise Price of Derivative Security	Date	Execution D if any	ate, Tr Ci Year) 8)	ransac ode (II	nstr.	of Deriv Secu Acqu (A) o Disp of (D (Instr and !	vative prities uired rosed) r. 3, 4	Date Exerc	ation Day/\day cisable 3/2001	Exp Date	6/2007	Title Con Stock- 2/3 v.	nm \$.16- alue	Amount or Share	D S (II	erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s s s s s s s s s s s s s s s s s s s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option (right to buy)	conversion or Exercise Price of Derivative Security \$7.375	Date	Execution D if any	ate, Tr Ci Year) 8)	ransac ode (II	nstr.	of Deriv Secu Acqu (A) o Disp of (D (Instr and !	vative prities uired rosed) r. 3, 4	Date Exerci	ation Di th/Day/\(\text{N}\)	Exp Date	6/2007 0/2009	Title Con Stock- 2/3 v. Con Stock- 2/3 v.	nm \$.16- alue	Amount or Number of Share	D S (II	erivative ecurity	derivative Securities Beneficial Owned Following Reported Transacti (Instr. 4)	e s s s s s s s s s s s s s s s s s s s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	

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)	Transaction of Code (Instr. 8) Se (A) Dis of (Instr. 4)				6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and A Securities U Derivative S (Instr. 3 and	nderlying ecurity	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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$41.05							01/22/2005	01/22/2012	Comm Stock-\$.16- 2/3 value	80,000		80,000	D	
Non- Qualified Stock Option (right to buy)	\$19.89							09/24/2003	09/24/2012	Comm Stock-\$.16- 2/3 value	80,000		80,000	D	
Non- Qualified Stock Option (right to	\$45.27							12/10/2006	12/10/2013	Comm Stock-\$.16- 2/3 value	65,000		65,000	D	

Explanation of Responses:

1. The number of shares being held in the reporting person's 401K account has been determined by dividing the participant's unit value in the fund by the value of the issuer's stock.

By: WILLIAM A. MARTIN, Attny In Fact 06/03/2004

** 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.