

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	
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1. Name and Address of Reporting Person* <u>SEIF MARGARET K</u>			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, General Counsel, Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2012</u>			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		
P.O. BOX 9106 ONE TECHNOLOGY WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWOOD MA 02062-9106</u>								
(City) (State) (Zip)								

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	11/30/2012		M		10,000	A	\$28.02	10,000	D	
Comm Stock-\$.16-2/3 value	11/30/2012		M		4,445	A	\$28.02	14,445	D	
Comm Stock-\$.16-2/3 value	11/30/2012		S		4,445	D	\$40.253 ⁽¹⁾	10,000	D	
Comm Stock-\$.16-2/3 value	11/30/2012		S		10,000	D	\$40.394 ⁽²⁾	0.0000	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)	\$28.02	11/30/2012		M			4,445	(3)	09/28/2014	Comm Stock-\$.16-2/3 value	4,445	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$28.02	11/30/2012		M			10,000	(3)	09/28/2016	Comm Stock-\$.16-2/3 value	10,000	\$0.0000	6,500	D	

Explanation of Responses:

- These shares were disposed of in multiple transactions on December 3, 2012 at actual sales prices ranging from \$40.190 to \$40.290 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 3, 2012 at actual sales prices ranging from \$40.172 to \$40.490 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 and third anniversaries the original grant date, which was September 28, 2009.

Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney 12/03/2012

** 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.