SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
STATA RAY	ANALOG DEVICES INC [ADI]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/02/2003	X Officer (give title below) Other (specify below)
P.O. BOX 9106 THREE TECHNOLOGY WAY		CHAIRMAN
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 10/02/2003	6. Individual or Joint/Group Filing (Check Applicable Line)
NORWOOD MA 020629106		X Form filed by One Reporting Person
(City) (State) (Zip)		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	10/02/2003		M		20,000	A	$6.625	967,582	D	
Comm Stock-$.16-2/3 value	10/02/2003		S		20,000	D	$40	947,582	D	
Comm Stock-$.16-2/3 value								1,145,709	I	By Immediate Family
Comm Stock-$.16-2/3 value								3,071,344	I	By Trust[1][2][3][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)	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)	$6.625	10/02/2003		M			20,000	09/04/2001	09/04/2008	Comm Stock-$.16-2/3 value	20,000	$0	13,334	D	

Explanation of Responses:

1. Held by various charitable trusts of which Mr. Stata is co-trustee
2. Held by Mr. Stata's wife
3. Held in trust (Mrs. Stata trustee) for benefit of Mr. Stata's children
4. Disclaims beneficial ownership of such shares

Remarks:

At the time the form was prepared, the reporting person neglected to add a footnote explaining that he received 37,000 shares from his spouse on 9/25/03 and gave a gift of 25,000 shares to an educational institution on 8/29/03.

By: WILLIAM A. MARTIN, Attny In Fact   10/16/2003

** 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.