FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) ANALOG DEVICES INC [ADI] **ROCHE VINCENT** Director 10% Owner Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) (Last) (First) V.P., WORLDWIDE SALES 06/01/2004 P.O. BOX 9106 THREE TECHNOLOGY WAY 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person **NORWOOD** 020629106 MA Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 1. Title of Security (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5. Amount of 6. Ownership 7. Nature of 3. Transaction Execution Date Securities Form: Direct Indirect if any (Month/Day/Year) Code (Instr. 5) Beneficially (D) or Indirect Beneficial (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) (Instr. 3 and 4) Code Price Amount Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 3. Transaction 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature Derivative Conversion Date **Execution Date** Transaction **Expiration Date** of Securities Derivative derivative Ownership of Indirect Derivative Underlying Derivative Security or Exercise Price of Security (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Form: Beneficial (Instr. 3) (Month/Day/Year) Security (Instr. 3 and Direct (D) Beneficially 8) Securities (Instr. 5) Ownership Acquired (A) or Disposed 4) Derivative Owned or Indirect (Instr. 4) Security Following (I) (Instr. 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Date Expiration of Code (A) (D) Exercisable Title Shares Qualified Comm Stock \$48.41 06/01/2004 517 06/01/2006 06/01/2014 Stock-\$.16-517 \$48.41 Α 517 D Option 2/3 value (right to buy) Qualified Comm Stock-\$.16-Stock 11/27/2005 \$8.125 11/27/1998 3,668 3,668 D Option 2/3 value (right to buy) Non-**Oualified** Comm Stock \$7,375 09/08/2001 02/20/2007 Stock-\$.16-13,000 13,000 D Option 2/3 value (right to buy) Non-Qualified Comm Stock 10.000 \$7 375 09/08/2001 12/16/2007 Stock-\$.16-10.000 D Option 2/3 value (right to buy) Non-Qualified Comm Stock \$28.75 11/30/2002 11/30/2009 Stock-\$.16-55,000 55,000 D Option 2/3 value (right to buy) Non-Qualified Comm Stock \$44.5 11/10/2003 11/10/2010 Stock-\$.16-40,000 40,000 D Option 2/3 value buy) Non-Qualified Comm Stock \$32.78 04/02/2004 04/02/2011 30,000 30,000 D Stock-\$.16-Option 2/3 value (right to buy)

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							06/01/2004	06/01/2011	Comm Stock-\$.16- 2/3 value	534		534	D	
Non- Qualified Stock Option (right to buy)	\$39.06							07/18/2002	07/18/2011	Comm Stock-\$.16- 2/3 value	3,672		3,672	D	
Non- Qualified Stock Option (right to buy)	\$41.05							01/22/2005	01/22/2012	Comm Stock-\$.16- 2/3 value	60,000		60,000	D	
Non- Qualified Stock Option (right to buy)	\$36.62							05/31/2004	05/31/2012	Comm Stock-\$.16- 2/3 value	669		669	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 Buy)	\$37.38							06/02/2005	06/02/2013	Comm Stock-\$.16- 2/3 value	656		656	D	
Non- Qualified Stock Option (right to buy)	\$45.27							12/10/2006	12/10/2013	Comm Stock-\$.16- 2/3 value	65,000		65,000	D	

Explanation of Responses:

By: WILLIAM A. MARTIN,

Attny In Fact

Fact 00/03/200

Date

** Signature of Reporting Person Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{{}^{\}star}$ 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).