FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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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

1. Name and Address of Reporting Person* Brennan Seamus M.					2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI]						(Che	5. Relationship of Reporting Person(s) to Issue (Check all applicable) Director 10% Own V Officer (give title Other (spr				ner	
P.O. BOX 9106					3. Date of Earliest Transaction (Month/Day/Year) 12/15/2008							below)			below)	` ´	
THREE TECHNOLOGY WAY				4	If Amendment, Date of Original Filed (Month/Day/Year)						6 In	6. Individual or Joint/Group Filing (Check Applicable					
(Street) NORWOOD MA 02062-9106 (City) (State) (Zip)				and the continue of the					Line								
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)			ansactio	action 2A. Deemed Execution Date,		3. Transact Code (In 8)	3. Transaction Code (Instr. 8) 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		d (A) or	5. Amoun Securities Beneficia Owned Fo Reported Transacti	s Form ally (D) o ollowing (I) (In ion(s)		Direct Indirect Itstr. 4)	7. Nature 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	Date Execu (Month/Day/Year) if any	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (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 Derivativ Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expira Date	ation	Title	Amount or Number of Shares					
Restricted Stock Unit (RSU)	\$0 ⁽¹⁾	12/15/2008		A		10,000		(2)	(3)	3)	Comm Stock-\$.16- 2/3 value	10,000	\$0	10,000)	D	

Explanation of Responses:

- 1. Upon each 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 shares of common stock, in an amount equal to the closing price of the common stock on the NYSE on the vesting date.
- 2. This award shall vest 60% on the third anniversary, 20% on the fourth anniversary and 20% on the fifth anniversary.
- 3. Not Applicable

Remarks:

Seamus Brennan

12/15/2008

** 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.