SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Add	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DOYLE JOHN L				X	Director	10% Owner				
				_	Officer (give title	Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2012		below)	below)				
P.O. BOX 910	6		03/00/2012							
THREE TECHNOLOGY WAY										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable					
(Street)				X	Form filed by One Re	porting Person				
NORWOOD	MA	02062-9106	_		Form filed by More th Person	an One Reporting				
(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)	Code (Ir		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(msu: 4)
Comm Stock-\$.16-2/3 value	03/08/2012		М		1,580	Α	\$0.0000	11,308	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. Transa Code (8)		of		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				
Restricted Stock Unit (RSU) ⁽¹⁾	\$0.0000	03/08/2012		М			1,580	03/08/2012 ⁽²⁾	(2)	Comm Stock-\$.16- 2/3 value	1,580	\$0.0000	0.0000	D	

Explanation of Responses:

1. Upon the 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 each share of common stock, in an amount equal to the closing price of the common stock on the NYSE on the vesting date.

2. The Restricted Stock Units granted to the reporting person on March 8, 2011 (the "Original Grant Date") vest 100% on the first anniversary of the Original Grant Date.

 Kevin P. Lanouette, Assistant

 General Counsel, by Power of
 03/12/2012

 Attorney
 03/12/2012

** 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.