

| OMB APPROVAL                                 |           |
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**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

|   |  |  |  |  |  |   |  |  |
|---|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>ROCHE VINCENT</b><br>_____<br>(Last) (First) (Middle)<br><b>P.O. BOX 9106</b><br><b>THREE TECHNOLOGY WAY</b><br>_____<br>(Street)<br><b>NORWOOD MA 02062-9106</b><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>ANALOG DEVICES INC [ ADI ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>VP, STRATEGIC MARKET SGMTS GRP</b> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/29/2012</b>            |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |  |  |   |  |  |

**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      | 02/29/2012                           |  | M                              |   | 40,000  | A          | \$19.57                 | 40,100  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/29/2012                           |  | M                              |   | 20,000  | A          | \$19.89                 | 60,100  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/29/2012                           |  | M                              |   | 669   | A          | \$36.62                 | 60,769  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/29/2012                           |  | S                              |   | 669   | D          | \$39.492                | 60,100  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/29/2012                           |  | S                              |   | 20,000  | D          | \$39.385 <sup>(1)</sup> | 40,100  | D  |   |
| Comm Stock-\$.16-2/3 value      | 02/29/2012                           |  | S                              |   | 40,000  | D          | \$39.401 <sup>(2)</sup> | 100   | 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 |   |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$19.57  | 02/29/2012                           |  | M                              |   | 40,000   |     | 01/05/2010 <sup>(3)</sup>                                | 01/05/2019      | Comm Stock-\$.16-2/3 value<br>40,000  | \$0.0000                                   | 50,000   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$36.62  | 02/29/2012                           |  | M                              |   | 669  |     | 05/31/2004 <sup>(4)</sup>                                | 05/31/2012      | Comm Stock-\$.16-2/3 value<br>669   | \$0.0000                                   | 0.0000   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$19.89  | 02/29/2012                           |  | M                              |   | 20,000   |     | 09/24/2004 <sup>(5)</sup>                                | 09/24/2012      | Comm Stock-\$.16-2/3 value<br>20,000  | \$0.0000                                   | 0.0000   | D   |  |

**Explanation of Responses:**

- These shares were disposed of in multiple transactions on February 29, 2012 at actual sales prices ranging from \$39.350 to \$39.450 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 February 29, 2012 at actual sales prices ranging from \$39.350 to \$39.505 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 vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2009.
- This option vested 100.00% on the second anniversary of the original grant date, which was May 31, 2002. The option was fully vested on May 31, 2004 in accordance with its terms.
- This option vested in equal installments on the second, third, fourth and fifth anniversaries of the original grant date. The option was fully vested as of September 24, 2007 in accordance with its terms.

Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney 03/01/2012

\*\* 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.**