(To Prospectus Dated December 13, 2000)

Registration No. 333-48928

ANALOG DEVICES, INC.

1,200,000,000 PRINCIPAL AMOUNT OF 4.75% CONVERTIBLE SUBORDINATED NOTES DUE 2005

9,246,720 Shares of Common Stock

\$0.16 2/3 par value per share

The information in this prospectus supplement concerning the selling securityholders supplements the statements set forth under the caption "Selling Securityholders" in the prospectus. Capitalized items used and not defined in this prospectus supplement shall have the meanings given to them in the prospectus. The information set forth under the caption "Selling Securityholders" in the prospectus is supplemented as follows:

SELLING SECURITYHOLDERS

We originally sold the notes on October 2, 2000 to Goldman, Sachs & Co., SG Cowen Securities Corporation and Salomon Smith Barney Inc. The initial purchasers of the notes have advised us that the notes were resold in transactions exempt from the registration requirements of the Securities Act to "qualified institutional buyers", as defined in Rule 144A of the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the notes and/or shares of the common stock issuable upon conversion of the notes pursuant to this prospectus.

The notes and the shares of common stock issuable upon conversion of the notes have been registered in accordance with the registration rights agreement. Pursuant to the registration rights agreement, we are required to file a registration statement with regard to the notes and the shares of our common stock issuable upon conversion of the notes and to keep the registration statement effective until the earlier of:

- (1)the sale of all the securities registered under the registration rights agreement;
- (2)the expiration of the holding period applicable to these securities under Rule 144(k) under the Securities Act with respect to persons who are not our affiliates; and
- (3) two years from the date the registration statement is declared effective.

The selling securityholders may choose to sell notes and/or the shares of common stock issuable upon conversion of the notes from time to time. See "Plan of Distribution".

The following table sets forth:

- (1) the name of each selling securityholder who has provided us with notice as of the date of this prospectus supplement pursuant to the registration rights agreement of their intent to sell or otherwise dispose of notes and/or shares of common stock issuable upon conversion of the notes pursuant to the registration statement,
- (2)the principal amount of notes and the number of shares of our common stock issuable upon conversion of the notes which they may sell from time to time pursuant to the registration statement, and
- (3)the amount of outstanding notes and our common stock beneficially owned by the selling securityholder prior to the offering, assuming no conversion of the notes.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the notes and shares of the common stock issuable upon conversion of the notes. Accordingly, no estimate can be given as to the amount or percentage of notes or our common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

The information contained under the column heading "Shares That May be Sold" assumes conversion of the full amount of the notes held by the holder at the initial rate of 7.7056 shares of common stock per each \$1,000 principal amount of notes.

Name 	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
ABN AMRO Incorporated	\$ 5,500,000	\$ 5,500,000	0	42,380
AIG/National Union Fire Insurance	1,030,000	1,030,000	0	7,936
Allstate Insurance Company(1)	5,100,000	5,100,000	276,100(2)	39,298
Allstate Life Insurance Company(1)	11,600,000	11,600,000	276,100(2)	89,384
Aloha Airlines Non-Pilots Pension Trust	135,000	135,000	0	1,040
Aloha Pilots Retirement Trust	75,000	75,000	0	577
Alpha US Sub Fund VIII, LLC	1,200,000	1,200,000	0	9,246
Amaranth Securities L.L.C	11,500,000	11,500,000	0	88,614
American Century Equity Income Fund	3,200,000	3,200,000	0	24,657
American Fidelity Assurance Company	125,000	125,000	0	963
American Stores Company	250,000	250,000	0	1,926
Amerisure Companies/Michigan Mutual Insurance				
Company	375,000	375,000	0	2,889
Annuity Board of the Southern Baptist Convention	250,000	250,000	0	1,926
Arbitex Master Fund, L.P	14,000,000	14,000,000	0	107,878
Argent Classic Convertible Arbitrage Fund				
(Bermuda) L.P	38,000,000	38,000,000	0	292,812
Argent Classic Convertible Arbitrage Fund L.P	20,000,000	20,000,000	0	154,112
Argent Convertible Arbitrage Fund Ltd	8,000,000	8,000,000	0	61,644
Arkansas PERS	2,950,000	2,950,000	0	22,731
Arlington County Employees' Supplemental				
Retirement System	125,000	125,000	0	963
Arpeggio Fund, LP	3,800,000	3,800,000	0	29,281
Associated Electric & Gas Services Limited	1,500,000	1,500,000	0	11,558
BBT Fund, L.P	15,000,000	15,000,000	0	115,584
BNP Paribas London	12,000,000	12,000,000	0	92,467
BTES Convertible	1,500,000	1,500,000	0	11,558
BTOP Growth US Value	4,000,000	4,000,000	0	30,822
Banc of America Securities LLC	750,000	750,000	0	5,779
Bancroft Convertible Fund, Inc	1,000,000	1,000,000	0	7,705
Bankers Life Insurance Company of New York	145,000	145,000	0	1,117
Bankers Trust Company as Trustee for				
DaimlerChrysler Corp. EMP #1 Pension Plan DTD				
4/1/89	9,030,000	9,030,000	0	69,581
Bay County PERS	235,000	235,000	0	1,810
Bear, Stearns & Co., Inc	20,000,000	20,000,000	0	154,112

		Shares Of			
	Amount Of	Amount Of	Common Stock	Shares	
	Notes Owned		Owned Before		
Name	Before Offering	May Be Sold	Offering	Be Sold	
		,			
Black Diamond Offshore, Ltd	3,272,000	3,272,000	0	25,212	
Blue Cross Blue Shield of Florida	1,500,000	1,500,000	0	11,558	
Boston Medical Center	100,000	100,000	0	770	
C & H Sugar Company, Inc	200,000	200,000	0	1,541	
California State Automobile Association Inter-	200,000	200,000	Ū	1,041	
Insurance	1,400,000	1,400,000	Θ	10,787	
CALAMOS Convertible Technology Fund - CALAMOS	1,400,000	1,400,000	O	10,707	
Investment Trust	50,000	50,000	Θ	385	
CFFX, LLC	4,500,000(3)	2,000,000	0	15,411	
CGU Life Insurance Company of America		1,500,000	0		
	1,500,000	, ,		11,558	
CIBC World Markets International Arbitrage Corp	30,000,000	30,000,000	0	231,168	
CPA II	350,000	350,000	0	2,696	
CWA/ITU Negotiated Pension Plan	350,000	350,000	0	2,696	
Caisse Des Depots Et Consignations Paris	3,000,000	3,000,000	0	23,116	
CapitalCare, Inc	40,000	40,000	0	308	
CareFirst of Maryland, Inc	175,000	175,000	0	1,348	
Chase Manhattan International	22,500,000	22,500,000	0	173,376	
Christiana Care Health Services	175,000	175,000	0	1,348	
Christiana Care Health Services Retirement Trust	125,000	125,000	0	963	
Christiana Care Health Services Self Insurance					
Reserve Fund	175,000	175,000	0	1,348	
City of Birmingham Retirement & Relief System	1,015,000	1,015,000	0	7,821	
City of New Bedford Retirement System	100,000	100,000	0	770	
City of Worcester Retirement System	150,000	150,000	0	1,155	
Clinton Riverside Convertible Portfolio Limited	4,000,000	4,000,000	0	30,822	
Conseco Annuity Assurance Company-Multi-Bucket					
Annuity Convertible Bond Fund	6,500,000	6,500,000	0	50,086	
Conseco Fund GroupConvertible Securities Fund	1,500,000	1,500,000	0	11,558	
Cornell University Endowment	400,000	400,000	0	3,082	
Credit Suisse First Boston Corporation	35,315,000	35,315,000	0	272,123	
Curtiss-Wright Retirement Plan	100,000	100,000	0	770	
D.E. Shaw Investments, L.P	2,200,000	2,200,000	0	16,952	
D.E. Shaw Valence, L.P	8,800,000	8,800,000	0	67,809	
Delaware PERS	2,655,000	2,655,000	0	20,458	
Deephaven Domestic Convertible Trading Ltd	30,000,000	30,000,000	0	231,168	
Deutsche Bank Securities Inc	125,500,000	125,500,000	0	967,052	
Double Black Diamond Offshore, LDC	13,526,000	13,526,000	0	104,225	
Dow Corning Retirement Plan	400,000	400,000	0	3,082	
El Paso County Retirement Plan	125,000	125,000	0	963	
El Pomar Foundation	250,000	250,000	0	1,926	
Elf Aquitaine	325,000	325,000	0	2,504	
Ellsworth Convertible Growth and Income Fund, Inc.	1,000,000	1,000,000	0	7,705	
Engineers Joint Pension Fund	697,000	697,000	0	5,370	
Ensign Peak Advisors	425,000	425,000	0	3,274	
Entergy Services, Inc	125,000	125,000	0	963	
Erie Indemnity Company	1,500,000	1,500,000	0	11,558	
Erie Insurance Exchange	2,000,000	2,000,000	0	15, 411	
F.R. Convertible Securities Fund	120,000	120,000	0	924	
Fairfax County	250,000	250,000	0	1,926	
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Foundation		925,000	925,000	Θ	7,127
Key Asset Management, Inc. as Agent for the Charitable 1,650,000 1,650,000 0 12,714 Key Asset Management, Inc. as Agent for the Charitable 265,000 265,000 0 2,041 Key Asset Management, Inc. as Agent for the EB Convertible 3		00.000	00 000	•	400
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Key Asset Management, Inc. as Agent for the Charitable 265,000 265,000 0 2,041 Key Asset Management, Inc. as Agent for the EB Convertible 1,650,000 1,650,000 0 12,714 Key Asset Management, Inc. as Agent for the Field 75,000 75,000 0 577 Key Asset Management, Inc. as Agent for the Key Trust 300,000 300,000 0 2,311 Key Asset Management, Inc. as Agent for the Key Trust Fixed 415,000 415,000 0 3,197		4 050 000			
Income Fund		1,650,000	1,650,000	Θ	12,714
Key Asset Management, Inc. as Agent for the EB Convertible 1,650,000 1,650,000 0 12,714 Key Asset Management, Inc. as Agent for the Field 75,000 75,000 0 577 Key Asset Management, Inc. as Agent for the Key Trust 300,000 300,000 0 2,311 Key Asset Management, Inc. as Agent for the Key Trust Fixed 415,000 415,000 0 3,197				_	
Securities Fund		265,000	265,000	Θ	2,041
Key Asset Management, Inc. as Agent for the Field 75,000 75,000 0 577 Key Asset Management, Inc. as Agent for the Key Trust 300,000 300,000 0 2,311 Key Asset Management, Inc. as Agent for the Key Trust Fixed 415,000 415,000 0 3,197				_	
Foundation of Illinois		1,650,000	1,650,000	Θ	12,714
Key Asset Management, Inc. as Agent for the Key Trust300,000300,00002,311Convertible Securities Fund300,000300,00002,311Key Asset Management, Inc. as Agent for the Key Trust Fixed415,000415,00003,197				_	
Convertible Securities Fund		75,000	75,000	0	577
Key Asset Management, Inc. as Agent for the Key Trust Fixed Income Fund415,000 415,000 0 3,197		000 000	000 000		
Income Fund 415,000 415,000 0 3,197		300,000	300,000	0	2,311
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key Asset Management, Inc. as Agent for the Umnova Solutions 110,000 110,000 0 847					
	key Asset Management, inc. as Agent for the Omnova Solutions	110,000	110,000	U	847

Name 	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	
Key Asset Management, Inc. as Agent for the Parker				
Key/Convertible Fund	370,000	370,000	0	2,851
Key Asset Management, Inc. as Agent for Union Security Life Insurance Company	50,000	50,000	0	385
Key Asset Management, Inc. as Agent for Victory Convertible Securities Fund	1,400,000	1,400,000	0	10,787
Key Asset Management, Inc. as Agent for Victory Invest Quality Bond Fund	170,000	170,000	0	1,309
Key Asset Management, Inc. as Investment Manager for the California State Automobile Inter-Insurance	530,000	530,000	0	4,083
Key Asset Management, Inc. as Investment Manager for California State Automobile Retirement				
Pension Key Asset Management, Inc. as Investment Manager	110,000	110,000	0	847
for the Health Foundation of Greater Cincinnati Key Asset Management, Inc. as Investment Manager	235,000	235,000	0	1,810
for the JCPenney Life Insurance Company Key Asset Management, Inc. as Investment Manager	1,000,000	1,000,000	0	7,705
for the Potlatch-First Trust Company of St. Paul Key Asset Management, Inc. as Investment Manager	1,050,000	1,050,000	0	8,090
for the Standard Insurance Company	890,000	890,000	Θ	6,857
Key Asset Management, Inc. as Investment Manager for the University of South Florida Foundation	170,000	170,000	Θ	1,309
LLT Limited	250,000	250,000	0	1,926
Lehman Brothers, Inc	28,552,000	28,552,000	0	220,010
Lemanik Sicav Convertible Bond	100,000	100,000	0	770
Libertyview Funds, LP	6,000,000	6,000,000	0	46,233
Lipper Convertibles, L.P	12,867,000	12,867,000	0	99,147
Lipper Convertibles Series II, L.P	2,000,000	2,000,000	0	15,411
Lipper Offshore Convertibles, L.P	1,500,000	1,500,000	0	11,558
Loomis Sayles Bond Fund	1,000,000	1,000,000	0	7,705
Lucent Technologies Master Pension Trust	550,000	550,000	0	4,238
Lutheran Brotherhood	6,000,000	6,000,000	13,430	46,233
Lydian Overseas Partners Master Fund Lyxor Master Fund c/o Forest Investment	68,500,000	68,500,000	0	527,833
Management, L.L.C	2,000,000	2,000,000	0	15,411
MAG Mutual Insurance Company	300,000	300,000	0	2,311
MFS Total Return Fund	1,160,000	1,160,000	0	8,938
Maine State Retirement System	600,000	600,000	0	4,623
Man Convertible Bond Master Fund, Ltd	2,522,000	2,522,000	0	19,433
Maxim Corporate Bond Fund	750,000	750,000	0	5,779
McMahan Securities Co. L.P	162,000	162,000	0	1,248
Medical Liability Mutual Insurance Company	27,500,000	27,500,000	15,500	211,904
Merrill Lynch International Ltd	10,000,000	10,000,000	0	77,056
Merrill Lynch Pierce Fenner & Smith, Inc	300,000	300,000	0	2,311
MetLife Separate Account 235	500,000	500,000	0	3,852
Morgan Stanley & Co Morgan Stanley Dean Witter Convertible	10,928,000	10,928,000	0	84,206
Securities Trust	3,500,000	3,500,000	0	26,969

Name 	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
Museum of Fine Arte Deeten	44.000	44 000	0	220
Museum of Fine Arts, Boston	44,000 390,000	44,000 390,000	0 0	339 3,005
Nashville Electric Service	250,000	250,000	0	1,926
NCMIC Insurance Company	300,000	300,000	1,500	2,311
New York Life Insurance Company New York State Electric & Gas Corp. Retirement	7,000,000	7,000,000	0	53,939
Benefit Plan	550,000	550,000	Θ	4,238
Nicholas Applegate CBO I Limited	2,000,000	2,000,000	0	15,411
Nicholas Applegate Investment Grade Convertible	28,000	28,000	0	215
Nike, Inc. Profit Sharing Plan	50,000	50,000	0	385
NORCAL Mutual Insurance Company	225,000	225,000	0	1,733
Northern Income Equity Fund	2,000,000	2,000,000	0	15,411
Nstar (Boston Edison) Union Medical VEBA	100,000	100,000	0	770 5 071
Nuclear Electric Insurance Ltd	775,000	775,000	0	5,971
OHIC Insurance Company	600,000 12,000,000	600,000 12,000,000	0 0	4,623 92,467
Oppenheimer Convertible Securities Fund Oxford, Lord Abbett & Co	2,200,000	2,200,000	0	16,952
Paloma Securities L.L.C	3,500,000	3,500,000	11,800	26,969
Parker-Hannifin Corporation	81,000	81,000	0	624
Pell Rudman Trust Company	4,335,000	4,335,000	534,052	33,403
Penn Treaty Network America Insurance	4,000,000	4,000,000	004,002	00,400
Company	730,000	730,000	Θ	5,625
Pension Reserves Investment Trust	800,000	800,000	0	6,164
Peoples Benefit Life Insurance Company (Teamsters	, , , , , , , ,	,		.,
Separate Account)	5,000,000	5,000,000	0	38,528
Physicians' Reciprocal Insurers Account #7	1,000,000	1,000,000	0	7,705
PIMCO Convertible Fund	3,200,000	3,200,000	0	24,657
PRIM Board	4,500,000	4,500,000	0	34,675
Primerica Life Insurance Company	2,226,000	2,226,000	0	17,152
ProMutual Putnam Asset Allocation FundsBalanced	162,000	162,000	0	1,248
Portfolio	332,000	332,000	0	2,558
Putnam Asset Allocation FundsConservative			_	
Portfolio	199,000	199,000	0	1,533
Putnam Convertible Opportunities and Income Trust	109,000	109,000	0	839
Quattro Fund, LLC	3,000,000	3,000,000	0 0	23,116
Queen's Health Plan	45,000	45,000	U	346
Association	400,000	400,000	0	3,082
Radian Guaranty, Inc	1,300,000	1,300,000	0	10,017
Reliant Energy Retirement Plan	150,000	150,000	0	1,155
Rhapsody Fund, LP	13,000,000	13,000,000	0	100,172
Robertson Stephens	14,800,000	14,800,000	0	114,042
Rohm & Haas Company Pension Fund	100,000	100,000	0	770
Royal Bank of Canada	17,000,000	17,000,000	157,230	130,995
SG Cowen Securities Corp	22,500,000	22,500,000	0	173,376
Salomon Brothers Asset Management, Inc	9,550,000	9,550,000	Θ	73,588
Salomon Smith Barney Inc	2,000,000	2,000,000	Θ	15,411
South Dakota Retirement System	6,000,000(5)	3,000,000	96,900	23,116
Southern Farm Bureau Life Insurance	1,530,000	1,530,000	0	11,789
St. Albans Partners Ltd	5,000,000	5,000,000	0	38,528

			Shares Of	Shares
	Amount Of		Common Stock	That
	Notes Owned	Notes That	Owned Before	May
Name	Before Offering	May Be Sold	Offering	Be Sold
St. Thomas Trading, Ltd	4,138,000	4,138,000	0	31,885
Starvest Combined Portfolio	1,260,000	1,260,000	0	9,709
Starvest Managed Portfolio	140,000	140,000	0	1,078
State of Oregon/Equity	7,450,000	7,450,000	0	57,406
State of Oregon/SAIF Corporation	5,350,000	5,350,000	0	41,224
State Street Bank as Custodian for GE Pension Trust	4,465,000	4,465,000	0	34,405
Sun America Style Select Series Equity Income	450,000	450,000	0	3,467
Target Corporation	350,000	350,000	0	2,696
Teachers Insurance and Annuity Association	9,000,000	9,000,000	0	69,350
Thomas Weisel Partners LLC	24,275,000	24,275,000	94,200	187,053
Tokai Asia Limited	5,000,000	5,000,000	0	38,528
Toronto Dominion (New York), Inc	39,000,000	39,000,000	0	300,518
Transamerica Life Insurance and Annuity				
Company	7,000,000	7,000,000	0	53,939
The Travelers Indemnity Company	7,223,000	7,223,000	0	55,657
The Travelers Insurance CompanyLife	3,772,000	3,772,000	0	29,065
The Travelers Insurance Company Separate	400 000	400.000	•	0 007
Account TLAC	428,000	428,000	0	3,297
The Travelers Life and Annuity Company	451,000	451,000	0	3,475
Travelers Series Convertible Bond Portfolio	600,000	600,000	0	4,623
Travelers Series Managed Assets Trust	300,000	300,000	0 0	2,311
UBFAM Arbitrage Fund Ltd	1,000,000	1,000,000	0	7,705
UBS AG, London Branch	27,500,000 200,000	27,500,000 200,000	0	211,904 1,541
•	200,000	200,000	0	1,541
U.S. Olympic Foundation	200,000	200,000	U	1,541
Pension Fund	150,000	150,000	0	1,155
United Healthcare Insurance Company	2,000,000	2,000,000	0	15,411
University of Rochester	41,000	41,000	0	315
The Virginia Insurance Reciprocal	500,000	500,000	0	3,852
Value Line Convertible Fund, Inc	1,000,000	1,000,000	0	7,705
Van Kampen Harbor Fund	8,100,000	8,100,000	5,003,250(6)	62,415
WM Short Term Income Fund	4,000,000	4,000,000	0	30,822
WM Variable Trust Short Term Income Fund	1,500,000	1,500,000	0	11,558
The Whitaker Foundation	150,000	150,000	0	1,155
White River Securities, L.L.C	20,000,000	20,000,000	0	154,112
Worldwide Transactions, Ltd	702,000	702,000	0	5,409
Zeneca AG Products, Inc	221,000	221,000	0	1,702
Zeneca Holdings Trust	940,000	940,000	0	7,243
Zola Partners L.P	1,500,000	1,500,000	0	11,558

(1) Allstate Life Insurance Company is a subsidiary of Allstate Insurance

The date of this Prospectus Supplement is July 3, 2002.

⁽²⁾ Includes 169,500 shares of common stock held by Allstate Insurance Company, 14,100 shares of common stock held by Allstate Life Insurance Company, and 92,500 shares of common stock held by affiliates of Allstate Insurance Company and Allstate Life Insurance Company.

⁽³⁾ Includes \$2,500,000 principal amount of registered notes that CFFX, LLC has purchased on the open market. These notes are not being offered by this prospectus.

⁽⁴⁾ Includes \$10,000,000 principal amount of registered notes that Goldman, Sachs & Co. has purchased on the open market. These notes are not being offered by this prospectus.

⁽⁵⁾ Includes \$3,000,000 principal amount of registered notes that South Dakota Retirement System has purchased on the open market. These notes are not being offered by this prospectus.

⁽⁶⁾ All of these shares of common stock are held by entities affiliated with Van Kampen Harbor Fund.