

**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* <u>Su Lisa T</u>			2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ ADI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/16/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
P.O. BOX 9106 ONE TECHNOLOGY WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWOOD MA 02062-9106</u>								
(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)	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			

**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
Non-Qualified Stock Option (right to buy)	\$36.175	07/16/2012		A		9,030		07/16/2013 <sup>(1)</sup>	07/16/2022	Comm Stock-\$16-2/3 value	9,030	\$0.0000	9,030	D	
Restricted Stock Unit (RSU)	\$0.0000	07/16/2012		A		1,760		07/16/2013 <sup>(2)</sup>	(2)	Comm Stock-\$16-2/3 value	1,760	\$0.0000	1,760	D	

**Explanation of Responses:**

- This option vested 100.00% one year from the original grant date, which was July 16, 2012.
- This RSU vests 100.00% on the first anniversary of the original grant date, which was July 16, 2012. 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 vesting date.

**Remarks:**

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Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney. 07/17/2012

\*\* 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.

Limited Power of Attorney for Section 16 Reporting Obligations

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of

Margaret K. Seif (Legal), David A. Zinsner (Finance), Kevin P. Lanouette (Legal), Fran Sarro (Treasury), Michael A. Simone (Legal), Rebecca Chang (WilmerHale) and Mark

Devine (WilmerHale), signing singly and each acting individually, as the undersigned's true and lawful

attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer

and/or director of Analog Devices, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments

thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder

(the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be

necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and

execute any amendment or amendments thereto, and timely deliver and file such form with the United

States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority,

including without limitation the filing of a Form ID, including amendments thereto, or any other

application materials to enable the undersigned to gain or maintain access to the Electronic Data

Gathering Analysis and Retrieval ("EDGAR") system of the SEC and any and all successor systems to

the EDGAR system;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf,

information regarding transactions in the Company's securities from any third party, including brokers,

employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person

to release any such information to such attorney-in-fact and approves and ratifies any such release of

information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in

the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the

undersigned, it being understood that the documents executed by such

attorney-in-fact on behalf of the

undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and

conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and

perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise

of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned

might or could do if personally present, with full power of substitution or revocation, hereby ratifying and

confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully

do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The

undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request

of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the

undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned

acknowledges that neither the Company nor the foregoing attorneys-in-fact assume

(i) any liability for the

undersigned's responsibility to comply with the requirement of the Exchange Act,

(ii) any liability of the

undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the

undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer

required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in

securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered

to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be  
executed as  
of this 11th day of June, 2012. I  
Signature Lisa Su  
Print Name  
ILimited Power of Attorneyfor Section 16 Filings]