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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933ANALOG DEVICES, INC.  
(Exact name of issuer as specified in its charter)Massachusetts  
(State or other jurisdiction of  
incorporation or organization) 04-2348234  
(I.R.S. Employer Identification No.)One Technology Way, Norwood, MA 02062-9106  
(Address of Principal Executive Offices) (Zip Code)THE INVESTMENT PARTNERSHIP PLAN  
(Full title of the plan)Paul P. Brontas, Esq., c/o Hale and Dorr  
60 State Street, Boston, Massachusetts 02109  
(Name and address of agent for service)(617) 526-6000  
(Telephone number, including area code, of agent for service)

## CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$.16 2/3	3,000,000 Shares	\$18.375	\$55,125,000.00	\$19,008.62

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(1) There may also be offered shares of Common Stock of the Registrant which may be issued to participants in The Investment Partnership Plan by reason of future stock dividends, exchange rights or stock splits. In addition, pursuant to Rule 416(c) of the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold under The Investment Partnership Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with sections (c) and (h) of Rule 457 of the Securities Act of 1933, as amended, and based on the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on July 16, 1996.

## Statement of Incorporation by Reference

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements listed below relating to the Registrant's employee benefit plans formerly entitled The Investment Partnership Plan ("TIP I") and the Choice Pay Plan ("Choice I"). TIP I was merged into Choice I which was renamed The Investment Partnership Plan which is referred to herein as "The Investment Partnership Plan (formerly the Choice Pay Plan)." The following Registration Statements are incorporated herein: (i) a Registration Statement on Form S-8, File No. 2-95495 (relating to TIP I), (ii) a Registration Statement on Form S-8, File No. 33-2502 (relating to TIP I), (iii) a Registration Statement on Form S-8, File No. 33-43128 (relating to Choice I), and (iv) the Annual Report of The Investment Partnership Plan (formerly the Choice Pay Plan) on Form 11-K for the year ended December 31, 1995.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwood, Commonwealth of Massachusetts, on this 19th day of July, 1996.

ANALOG DEVICES, INC.

By: /s/ Ray Stata

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Ray Stata  
Chairman of the Board  
and Chief Executive Officer





## EXHIBIT INDEX

Exhibit Number -----	Description -----
4.01	Restated Articles of Organization of the Registrant, as amended (incorporated herein by reference to the Registrant's Form S-8, dated as of May 30, 1996).
4.02	By-Laws of the Registrant, as amended (incorporated herein by reference to the Registrant's Form 10-K for the fiscal year ended October 31, 1992).
4.03	Rights Agreement, as amended, between the Registrant and The First National Bank of Boston, as Rights Agent (incorporated herein by reference to a Form 8 filed on June 27, 1989 amending the Registration Statement on Form 8-A relating to Common Stock Purchase Rights).
5.01	Opinion of Hale and Dorr.
23.01	Consent of Hale and Dorr (included in Exhibit 5.01).
23.02	Consent of Ernst & Young LLP.
24.01	Powers of Attorney (included on pages 4-5).

HALE AND DORR  
Counsellors at Law  
60 State Street, Boston, Massachusetts 02109  
617-526-6000 - FAX 617-526-5000

July 19, 1996

Analog Devices, Inc.  
One Technology Way  
Norwood, MA 02062-9106

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission relating to 3,000,000 shares of Common Stock, \$.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., a Massachusetts corporation (the "Company"), issuable under The Investment Partnership Plan (formerly the Choice Pay Plan)(the "Plan").

We have examined the Restated Articles of Organization and the By-Laws of the Company, and all amendments thereto, the Registration Statement and originals, or copies certified to our satisfaction of such records of meetings of the directors and shareholders of the Company, and such other documents and instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing, we are of the opinion that the Shares covered by the Registration Statement to be issued under the Plan have been duly and validly authorized for issuance, and when issued and paid for in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement.

Very truly yours,

HALE AND DORR

## CONSENT OF ERNST &amp; YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to The Investment Partnership Plan (formerly the Choice Pay Plan) of Analog Devices, Inc. of our reports (a) dated November 28, 1995, except for the fifth paragraph of Note 4 as to which the date is December 18, 1995, with respect to the consolidated financial statements and schedule of Analog Devices, Inc. included in its Annual Report (Form 10-K) for the year ended October 28, 1995, and (b) dated April 26, 1996, with respect to the financial statements of The Investment Partnership Plan (formerly the Choice Pay Plan) included in the Plan's Annual Report (Form 11-K), for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

ERNST &amp; YOUNG LLP

Boston, Massachusetts  
July 15, 1996