SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED APRIL 29, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM_______________ TO ____________

COMMISSION FILE NO. 1-7819

ANALOG DEVICES, INC.
(Exact name of registrant as specified in its charter)

MASSACHUSETTS	04-2348234
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
ONE TECHNOLOGY WAY, NORWOOD, MA	02062-9106
(Address of principal executive offices)	(Zip Code)

(781) 329-4700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO

The number of shares outstanding of each of the issuer's classes of Common Stock as of May 27, 2000 was 355,239,991 shares of Common Stock.

PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ANALOG DEVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(thousands except per share amounts)

	Three Months Ended	
	April 29, 2000	May 1, 1999
Net sales	$ 580,995	$ 340,067
Cost of sales	257,184	176,435
Gross margin	323,811	163,632
Operating expenses:		
Research and development	90,702	61,899
Write-off of purchased in-process research and development	-	5,140
Selling, marketing, general and administrative	71,073	49,167
	161,775	116,206
Operating income	162,036	47,426
Nonoperating (income) expense, net	(12,324)	(3,278)
Income before income taxes	174,360	50,704
Provision for income taxes	52,308	11,598
Net income	$ 122,052	$ 39,106
Shares used to compute earnings per share - basic	352,706	334,024
Shares used to compute earnings per share - diluted	382,321	361,396
Earnings per share - basic	$0.35	$0.12
Earnings per share - diluted	$0.32	$0.11

See accompanying notes.

PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ANALOG DEVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(thousands except per share amounts)

	Six Months Ended	
	April 29, 2000	May 1, 1999
Net sales	$ 1,071,272	$ 640,567
Cost of sales	482,271	339,240
Gross margin	589,001	301,327
Operating expenses:		
Research and development	173,714	114,483
Write-off of purchased in-process research and development	-	5,140
Selling, marketing, general and administrative	135,597	95,348
	309,311	214,971
Operating income	279,690	86,356
Equity in loss of WaferTech	-	1,149
Nonoperating (income) expense, net	(21,735)	(2,858)
Income before income taxes	301,425	88,065
Provision for income taxes	86,366	19,065
Net income	$ 215,059	$ 69,000
Shares used to compute earnings per share - basic	351,029	326,584
Shares used to compute earnings per share - diluted	378,389	357,556
Earnings per share - basic	$0.61	$0.21
Earnings per share - diluted	$0.57	$0.20

See accompanying notes.

ANALOG DEVICES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(thousands)

Assets	April 29, 2000	October 30, 1999	May 1, 1999
Cash and cash equivalents	$ 514,894	$ 355,891	$ 401,307
Short-term investments	416,559	406,553	117,788
Accounts receivable, net	351,538	267,127	225,127
Inventories:			
Raw materials	13,105	13,735	22,221
Work in process	150,002	150,427	147,184
Finished goods	117,291	84,774	89,969
	280,398	248,936	259,374
Deferred tax assets	98,000	89,780	95,000
Prepaid expenses	11,236	10,823	13,654
Total current assets	1,672,625	1,379,110	1,112,250
Property, plant and equipment, at cost:			
Land and buildings	179,068	166,130	161,109
Machinery and equipment	1,151,759	1,088,939	1,050,673
Office equipment	80,718	74,530	73,766
Leasehold improvements	113,807	108,530	104,749
	1,525,352	1,438,129	1,390,297
Less accumulated depreciation and amortization	860,591	795,323	729,696
Net property, plant and equipment	664,761	642,806	660,601
Investments	260,755	119,301	88,376
Intangible assets, net	34,956	30,563	30,731
Other assets	35,925	46,574	46,900
Total other assets	331,636	196,438	166,007
	$ 2,669,022	$ 2,218,354	$ 1,938,858

See accompanying notes.

ANALOG DEVICES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(thousands)

Liabilities and Stockholders' Equity	April 29, 2000	October 30, 1999	May 1, 1999
Short-term borrowings and current portion of long-term debt	$ -	$ 82,344	$ 101
Obligations under capital leases	13,457	14,717	14,496
Accounts payable	139,903	103,368	68,797
Deferred income on shipments to distributors	112,795	100,788	96,749
Income taxes payable	135,720	66,761	52,783
Accrued liabilities	152,007	111,285	79,022
Total current liabilities	553,882	479,263	311,948
Long-term debt	-	-	80,000
Non-current obligations under capital leases	12,655	16,214	23,510
Deferred income taxes	55,000	40,002	34,000
Other non-current liabilities	180,346	66,844	47,100
Total non-current liabilities	248,001	123,060	184,610
Commitments and Contingencies			
Stockholders' equity:			
Preferred stock, $1.00 par value, 471,934 shares authorized, none outstanding	-	-	-
Common stock, $.16 2/3 par value, 600,000,000 shares authorized, 355,095,676 shares issued (178,049,189 in October 1999 and 176,297,695 in May 1999)	59,183	29,675	29,384
Capital in excess of par value	457,887	523,106	489,907
Retained earnings	1,325,870	1,110,811	982,992
Accumulated other comprehensive income	25,702	12,209	7,822
	1,868,642	1,675,801	1,510,105
Less 19,552 shares in treasury, at cost (3,161,774 in October 1999 and 3,765,989 in May 1999)	1,503	59,770	67,805
Total stockholders' equity	1,867,139	1,616,031	1,442,300
	$ 2,669,022	$ 2,218,354	$ 1,938,858

See accompanying notes.

ANALOG DEVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(thousands)

	Six Months Ended	
	April 29, 2000	May 1, 1999
OPERATIONS		
Cash flows from operations:		
Net income	$ 215,059	$ 69,000
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	73,315	70,891
Write-off of purchased research and development	-	5,140
Equity in loss of WaferTech, net of dividends	-	1,149
Deferred income taxes	(9,717)	2,236
Other non-cash expense	559	2,318
Changes in operating assets and liabilities	39,282	(8,063)
Total adjustments	103,439	73,671
Net cash provided by operations	318,498	142,671
INVESTMENTS		
Cash flows from investments:		
Purchase of short-term investments available for sale	(418,662)	(162,038)
Maturities of short-term investments available for sale	408,656	85,825
Payments for acquisitions, net of cash acquired	(2,176)	(20,019)
Change in long-term investments	348	108,354
Additions to property, plant and equipment, net	(92,846)	(26,009)
(Increase) decrease in other assets	6,737	5,902
Net cash used for investments	(97,943)	(7,985)
FINANCING ACTIVITIES		
Cash flows from financing activities:		
Proceeds from employee stock plans	20,693	10,540
Payments on capital lease obligations	(4,818)	(7,033)
Net decrease in variable rate borrowings	(82,215)	(119)
Net cash (used for) provided by financing activities	(66,340)	3,388
Effect of exchange rate changes on cash	4,788	(98)
Net increase in cash and cash equivalents	159,003	137,976
Cash and cash equivalents at beginning of period	355,891	263,331
Cash and cash equivalents at end of period	$ 514,894	$ 401,307
SUPPLEMENTAL INFORMATION		
Non-cash disclosure:		
Conversion of 3 1/2% Subordinated Notes to common stock	$ -	$ 229,952
Unrealized gains on available-for-sale securities	$ 26,981	$ -

See accompanying notes.

Analog Devices, Inc.
Notes to Condensed Consolidated Financial Statements For the three months and six months ended April 29, 2000
(all tabular amounts in thousands except per share amounts)

Note 1 - In the opinion of management, the information furnished in the accompanying condensed consolidated financial statements reflects all normal recurring adjustments that are necessary to fairly state the results for this interim period and should be read in conjunction with the Company's Annual Report to Stockholders on Form 10-K for the fiscal year ended October 30, 1999 (1999 Annual Report).

Note 2 - Certain amounts reported in the previous year have been reclassified to conform to the 2000 presentation.

Note 3 - Comprehensive Income

Total comprehensive income, i.e., net income plus available-for-sale securities valuation adjustments and currency translation adjustments to stockholders' equity, for the second quarters of fiscal 2000 and fiscal 1999 was $109 million and $40 million, respectively. For the first six months of fiscal 2000 and fiscal 1999, total comprehensive income was $229 million and $71 million, respectively.

Note 4 - Earnings Per Share

Basic earnings per share is computed based only on the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of future issues of common stock relating to stock option programs and convertible debt financing. In calculating diluted earnings per share, the dilutive effect of stock options is computed using the average market price for the period. The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended	
	April 29, 2000	May 1, 1999
Basic:		
Net income	$ 122,052	$ 39,106
Weighted shares outstanding	352,706	334,024
Earnings per share	$0.35	$0.12
Diluted:		
Net income	$ 122,052	$ 39,106
Interest related to convertible subordinated notes, net of tax	-	481
Earnings available for common stock	$ 122,052	$ 39,587
Weighted shares outstanding	352,706	334,024
Assumed exercise of common stock equivalents	29,615	18,928
Assumed conversion of subordinated notes	-	8,444
Weighted average common and common equivalent shares	382,321	361,396
Earnings per share	$0.32	$0.11

	Six Months Ended	
	April 29, 2000	May 1, 1999
Basic:		
Net income	$ 215,059	$ 69,000
Weighted shares outstanding	351,029	326,584
Earnings per share	$0.61	$0.21
Diluted:		
Net income	$ 215,059	$ 69,000
Interest related to convertible subordinated notes, net of tax	-	1,906
Earnings available for common stock	$ 215,059	$ 70,906
Weighted shares outstanding	351,029	326,584
Assumed exercise of common stock equivalents	27,360	22,528
Assumed conversion of subordinated notes	-	8,444
Weighted average common and common equivalent shares	378,389	357,556
Earnings per share	$0.57	$0.20

Note 5 - Investments

During the first quarter of fiscal 1999 Analog Devices Inc., (the Company), completed the sale of approximately 78% of its equity ownership in WaferTech, LLC, its joint venture with Taiwan Semiconductor Manufacturing Company and other investors. As a result of this sale, the Company's equity ownership in WaferTech was reduced from 18% to 4%. The Company sold 78% of its investment to other WaferTech partners and received $105 million in cash, which was equal to the carrying value of the 14% equity ownership at October 31, 1998.

Note 6 - Convertible Debt

As of March 11, 1999 the Company had converted $229,967,000 of the $230 million principal amount of its 3 1/2% Convertible Subordinated Notes (Notes) due 2000 into an aggregate of 10,983,163 shares of the Company's common stock, and the remaining Notes were redeemed by a cash payment of $33,000. This conversion did not have an impact on diluted earnings per share.

Note 7 - Acquisitions

During the second quarter of fiscal 1999, the Company acquired two DSP tools companies, White Mountain DSP, Inc. of Nashua, New Hampshire and Edinburgh Portable Compilers Limited, of Edinburgh, Scotland. The total cost of these acquisitions was approximately $21 million in cash and $2 million in common stock of the Company, with additional contingent cash consideration up to a maximum of $10 million (to be accounted for as additional goodwill) payable if the acquired companies achieve certain revenue and operational objectives. As of April 29, 2000, approximately $4 million of contingent consideration had been paid. These acquisitions were accounted for as purchases. The excess of the purchase price over the fair value of assets acquired was allocated to existing technology, workforce in place, and tradenames, which are being amortized over periods ranging from six to ten years and goodwill which is being amortized on the straight-line basis over ten years. In connection with these acquisitions, the Company recorded a charge of $5.1 million for the write-off of in-process research and development in the second quarter of fiscal 1999.

Note 8 - Segment Information

The Company operates in two segments: the design, manufacture and marketing of a broad range of integrated circuits, which comprises approximately 97% of the Company's revenue, and the design, manufacture and marketing of a range of assembled products, which accounts for the remaining 3% of the Company's revenue. Effectively, the Company operates in one reportable segment.

Note 9 - New Accounting Standard

Effective October 31, 1999, the Company adopted Statement of Position 98-1, (SOP 98-1), "Accounting for the Cost of Computer Software Developed for or Obtained for Internal Use." The adoption of SOP 98-1 did not have a material impact on the results of operations or financial position.

Note 10 - Stock Split

On February 15, 2000, the Company's Board of Directors approved a 2-for-1 split of the Company's common stock, effected as a 100% stock dividend on March 15, 2000 by the distribution of one share of common stock for every share held on the record date of February 28, 2000. All historical per share amounts in this report have been restated to reflect the split.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This information should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included in Item 1 of this Quarterly Report and the audited consolidated financial statements and notes thereto and Management Analysis for the fiscal year ended October 30, 1999, contained in the Company's 1999 Annual Report.

The following discussion and analysis may contain forward-looking statements. Such statements are subject to certain risks and uncertainties, including those discussed below or in the Company's 1999 Annual Report, which could cause actual results to differ materially from the Company's expectations. Readers are cautioned not to place undue reliance on any forward-looking statements, as they reflect management's analysis only as of the date hereof. The Company undertakes no obligation to release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Results of Operations

Net sales for the second quarter of fiscal 2000 were $581 million, an increase of 71% from the $340 million reported for the second quarter of fiscal 1999. Net sales for the first two quarters of fiscal 2000 were $1,071 million, an increase of 67% from the $641 million reported for the comparable period of fiscal 1999. Analog IC product sales increased by 57% over the same quarter in fiscal 1999 and 58% over the same six month period in fiscal 1999. Sales of DSP products increased 134% from the same quarter in fiscal 1999 and 110% over the same six month period in fiscal 1999. For the quarter and the six months ended April 29, 2000, sales increased in all markets with communications showing the highest increase. For the second quarter of fiscal 2000, sales to the communications market increased to 45% of total sales from 34% of total sales in the second quarter of fiscal 1999. The sales increase and growth in the communications market was driven by continued growth in demand for high-speed access to the Internet and wireless communications.

Sales increased in all geographic regions for both the second quarter and first six months of fiscal 2000 over the same periods in fiscal 1999 with the largest increases occurring in North America and Southeast Asia. International sales for the second quarter of fiscal 2000 represented 56% of sales compared with 53% of sales for the second quarter of fiscal 1999.

The gross margin was 55.7% for the second quarter of fiscal 2000, compared to 48.1% for the second quarter of fiscal 1999. The gross margin was 55% for the first two quarters of fiscal 2000 compared to 47% for the first two quarters of fiscal 1999. For the quarter and six months ended April 29, 2000, the improvement in gross margin was primarily due to the favorable effect of fixed costs allocated across a higher sales base and improved manufacturing efficiencies at the Company's wafer fabrication, assembly and test facilities.

Research and development (R&D) expenses were $91 million and $174 million for the three months and six months ended April 29, 2000, respectively, compared to $62 million and $114 million for the corresponding periods of fiscal 1999. As a percentage of sales, R&D spending decreased during the second quarter of fiscal 2000 to 15.6%, down from 18.2% in the second quarter of fiscal 1999. However, R&D spending in absolute dollar amounts increased by 47% and 52% in the first three months and six months of fiscal 2000, respectively, over the same periods in fiscal 1999 as the Company continued to invest in various opportunities in the served markets. The Company believes that a continued commitment to research and development is essential in order to further exploit existing product offerings and to provide innovative new product offerings. As a result, the Company expects to continue to make significant R&D investments in the future.

During the second quarter of fiscal 1999, the Company incurred a charge of $5,140,000 for the write-off of in-process R&D in connection with the acquisition of two DSP tools companies, White Mountain DSP, Inc. of Nashua, New Hampshire and Edinburgh Portable Compilers Limited, of Edinburgh, Scotland. The total cost of these acquisitions was approximately $21 million in cash and $2 million in common stock of the Company, with additional contingent cash consideration of up to a maximum of $10 million (to be accounted for as goodwill) payable if the acquired companies achieve certain revenue and operational objectives. Through the second quarter of fiscal 2000, $4 million of the additional consideration has been paid.

Selling, marketing, general & administrative (SMG&A) expenses for the second quarter of fiscal 2000 were $71 million, an increase of $22 million from the $49 million reported for the second quarter of fiscal 1999. SMG&A expenses for the six months ended April 29, 2000 were $136 million, compared to $95 million for the six months ended May 1, 1999. As a percentage of sales, SMG&A decreased from 14.5% for the second quarter of fiscal 1999 to 12.2% for the second quarter of fiscal 2000 as a result of the significant growth in revenue and continuing control over SMG&A spending.

The effective income tax rate increased to 30% for the second quarter of fiscal 2000 compared to 22.9% for the second quarter of fiscal 1999. For the first six-month period of fiscal 2000, the tax rate increased from 21.6% for six months ended May 1, 1999 to 28.7% for the six months ended April 29, 2000. Both the three and six month increases are due to increased profits in higher tax jurisdictions.

Liquidity and Capital Resources

At April 29, 2000, cash, cash equivalents and short-term investments totaled $931 million, an increase of $169 million from the fourth quarter of fiscal 1999 and an increase of $412 million from the second quarter of fiscal 1999. The increase in cash, cash equivalents and short-term investments in the first six months of fiscal 2000 was primarily due to operating cash inflows of $318 million, partially offset by increased capital expenditures and debt repayment.

Accounts receivable totaled $352 million at the end of the second quarter of fiscal 2000, increases of $84 million from the fourth quarter of 1999 and $126 million from the second quarter of fiscal 1999 due to higher sales levels. The Company's days sales outstanding improved from 60 days at May 1, 1999 to 53 days at April 29, 2000.

Inventories of $280 million at April 29, 2000 were $31 million higher than the inventory levels at October 30, 1999 and $21 million higher than at the end of the second quarter of fiscal 1999. The increase in inventory levels was a result of production increases in response to increased demand for the Company's products. Days cost of sales in inventory improved by 43 days to 94 days at April 29, 2000.

During the first quarter of fiscal 1999, the Company completed the sale of approximately 78% of its equity ownership in WaferTech, LLC, its joint venture with Taiwan Semiconductor Manufacturing Company (TSMC) and other investors. As a result of this sale, the Company's equity ownership in WaferTech was reduced from 18% to 4%. The Company sold 78% of its investment to other WaferTech partners and received $105 million in cash, which was equal to the carrying value of the 14% equity ownership at October 31, 1998.

Net additions to property, plant and equipment of $93 million for the first half of fiscal 2000 were funded with a combination of cash on hand and cash generated from operations. Capital spending in the first half of fiscal 2000 was up substantially from the $26 million spent in the first half of fiscal 1999. The increase in capital expenditures was attributable to the expansion of manufacturing capability to meet current sales growth. The Company currently plans to make capital expenditures of approximately $275 million during fiscal 2000.

At April 29, 2000, the Company's principal sources of liquidity were $931 million of cash and cash equivalents and short-term investments. In addition, the Company has various lines of credit both in the U.S. and overseas, including a $60 million credit facility in the U.S., which expires in October 2000, all of which were substantially unused at April 29, 2000.

As of March 11, 1999 the Company had converted $229,967,000 of the $230 million principal amount of its 3 1/2% Convertible Subordinated Notes (Notes) due 2000 into an aggregate of 10,983,163 shares of the Company's common stock, and the remaining Notes were redeemed by a cash payment of $33,000.

The Company believes that its existing sources of liquidity and cash expected to be generated from future operations, together with current and anticipated available long-term financing, will be sufficient to fund operations, capital expenditures and research and development efforts for the foreseeable future.

Factors Which May Affect Future Results

The Company's future operating results are difficult to predict and may be affected by a number of factors including the timing of new product announcements or introductions by the Company and its competitors, competitive pricing pressures, fluctuations in manufacturing yields, adequate availability of wafers and manufacturing capacity, changes in product mix and economic conditions in the United States and international markets. In addition, the semiconductor market has historically been cyclical and subject to significant economic downturns at various times. The Company's business is subject to rapid technological changes and there can be no assurance, depending on the mix of future business, that products stocked in inventory will not be rendered obsolete before they are shipped by the Company. As a result of these and other factors, there can be no assurance that the Company will not experience material fluctuations in future operating results on a quarterly or annual basis.

The Company's success depends in part on its continued ability to develop and market new products. There can be no assurance that the Company will be able to develop and introduce new products in a timely manner or that such products, if developed, will achieve market acceptance. In addition, the Company's growth is dependent on its continued ability to penetrate new markets where the Company has limited experience and competition is intense. There can be no assurance that the markets being served by the Company will grow in the future; that the Company's existing and new products will meet the requirements of such markets; that the Company's products will achieve customer acceptance in such markets; that competitors will not force prices to an unacceptably low level or take market share from the Company; or that the Company can achieve or maintain profits in these markets. Also, some of the Company's customers in these markets are less well established which could subject the Company to increased credit risk.

The semiconductor industry is intensely competitive. Certain of the Company's competitors have greater technical, marketing, manufacturing and financial resources than the Company. The Company's competitors also include emerging companies attempting to sell products to specialized markets such as those served by the Company. Competitors of the Company have, in some cases, developed and marketed products having similar design and functionality as the Company's products. There can be no assurance that the Company will be able to compete successfully in the future against existing or new competitors or that the Company's operating results will not be adversely affected by increased price competition.

The cyclical nature of the industry has resulted in sustained or short-term periods when demand for the Company's products has increased or decreased rapidly. The semiconductor industry and the Company have experienced a period of rapid increases in demand during fiscal 1999 and the first six months of fiscal 2000. The Company has increased its manufacturing capacity over the past three years through both expansion of its production facilities and increased access to third-party foundries. However, the Company cannot be sure that it will not encounter unanticipated production problems at either its own facilities or at third-party foundries, or that the increased capacity will be sufficient to satisfy demand for its products. The Company relies, and plans to continue to rely, on assembly and test subcontractors and on third-party wafer fabricators to supply most of its wafers that can be manufactured using industry-standard digital processes. Such reliance involves several risks, including reduced control over delivery schedules, manufacturing yields and costs. In addition, the Company's capacity additions resulted in a significant increase in operating expenses. If revenue levels are not sufficient to offset these additional expense levels, the Company's future operating results could be adversely affected. In addition, asset values could be impaired if the additional capacity is underutilized for an extended period of time. Also, noncompliance with "take or pay" covenants in certain of its supply agreements could adversely impact operating results. The Company believes that other semiconductor manufacturers have expanded their production capacity over the past several years, and there can be no assurance that the expansion by the Company and its competitors will not lead to overcapacity in the Company's target markets, which could lead to price erosion that would adversely affect the Company's operating results. In addition, the Company and many companies in the semiconductor industry, rely on internal manufacturing capacity located in California and Taiwan as well as wafer fabrication foundries in Taiwan and other subcontractors in geologically unstable locations around the world. Such reliance involves risks associated with the impact of earthquakes on the Company and the semiconductor industry including temporary loss of capacity, availability and cost of key raw materials and equipment, and availability of key services including transport.

In the first six months of fiscal 2000, 56% of the Company's revenues were derived from customers in international markets. The Company has manufacturing facilities outside the U.S. in Ireland, the Philippines and Taiwan. The Company also has a supply agreement that includes "take or pay" covenants with a supplier located in Southeast Asia (SEA) and as part of this arrangement, the Company has $9 million on deposit as well as a $54 million investment in the common stock of the supplier. In addition to being exposed to the ongoing economic cycles in the semiconductor industry, the Company is also subject to the economic and political risks inherent in international operations, including the risks associated with the ongoing uncertainties in many developing economies around the world. These risks include air transportation disruptions, expropriation, currency controls and changes in currency exchange rates, tax and tariff rates and freight rates. Although the Company engages in certain hedging transactions to reduce its exposure to currency exchange rate fluctuations, there can be no assurance that the Company's competitive position will not be adversely affected by changes in the exchange rate of the U.S. dollar against other currencies.

The semiconductor industry is characterized by frequent claims and litigation involving patent and other intellectual property rights. The Company has from time to time received, and may in the future receive, claims from third parties asserting that the Company's products or processes infringe their patents or other intellectual property rights. In the event a third party makes a valid intellectual property claim and a license is not available on commercially reasonable terms, the Company's operating results could be materially and adversely affected. Litigation may be necessary to enforce patents or other intellectual property rights of the Company or to defend the Company against claims of infringement, and such litigation can be costly and divert the attention of key personnel. See the Company's 1999 Annual Report for information concerning certain pending litigation involving the Company. An adverse outcome in such litigation may, in certain cases, have a material adverse effect on the Company's consolidated financial position or on its consolidated results of operations or cash flows in the period in which the litigation is resolved.

Because of these and other factors, past financial performance should not be considered an indicator of future performance. Investors should not use historical trends to anticipate future results and should be aware that the trading price of the Company's common stock may be subject to wide fluctuations in response to quarter-to-quarter variations in operating results, general conditions in the semiconductor industry, changes in earnings estimates and recommendations by analysts or other events.

Year 2000

Over the past several years the Company made significant investments in new manufacturing, financial and operating hardware and software. These investments were made to support the growth of its operations; however, the by-product of this effort was that the Company had year 2000 compliant hardware and software running on many of its major platforms. The Company established a task force to evaluate the remaining systems and equipment and upgrade or replace systems that were not year 2000 compliant. The cost of this effort, which commenced at the beginning of fiscal 1998 and continued through fiscal 1999, was approximately $10 million.

The Company's computer systems and equipment did not experience any significant disruptions as a result of the advent of the year 2000. However, there may be latent problems that surface at key dates or events in the future. The Company has not experienced, and does not anticipate, any significant problems related to the transition to the year 2000. Furthermore, the Company does not anticipate any significant expenditure in the future related to year 2000 compliance.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

The information required by this item is incorporated herein by reference to the "Management Analysis" set forth on pages 1 through 7 of the 1999 Annual Report to Shareholders.

PART II - OTHER INFORMATION
ANALOG DEVICES, INC.

Item 4. Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders held on March 14, 2000, the stockholders of the Company elected Messers. Joel Moses, Lester C. Thurow and Charles O. Holliday, Jr. to serve as Class I Directors for a term of three years by the following votes:

Nominee	Votes For	Votes Withheld	Broker Non Votes
Joel Moses	157,501,250	2,144,575	0
Lester C. Thurow	157,457,357	2,188,467	0
Charles O. Holliday, Jr.	158,342,294	1,303,531	0

Each of the following directors who were not up for reelection at the Annual Meeting of Stockholders will continue to serve as directors: Messrs. John L. Doyle, Jerald G. Fishman, F. Grant Saviers and Ray Stata.

The stockholders also approved an amendment to the Company's 1998 Stock Option Plan to increase the number of shares reserved for issuance thereunder from 15,000,000 to 32,000,000 (64,000,000 after giving effect for the 2-for-1 stock split distributed on March 15, 2000), by a vote of 74,765,345 in favor, 64,562,946 opposed, 2,623,800 abstaining and 17,693,734 non-vote.

Stockholders also ratified the selection by the Board of Directors of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending October 28, 2000, by a vote of 159,078,016 in favor, 96,565 opposed and 471,243 abstaining.

ITEM 6. Exhibits and reports on Form 8-K

(a) See Exhibit Index.
(b) Report on Form 8-K
There were no reports on Form 8-K filed for the three months ended April 29, 2000.

Items 1, 2, 3 and 5 of PART II are not applicable and have been omitted.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Analog Devices, Inc.

(Registrant)

Date: June 12, 2000

By: /s/ Jerald G. Fishman

Jerald G. Fishman
President and
Chief Executive Officer
(Principal Executive Officer)

Date: June 12, 2000

By: /s/ Joseph E. McDonough

Joseph E. McDonough
Vice President-Finance
and Chief Financial Officer
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX
ANALOG DEVICES, INC.

Item

27 Financial Data Schedule

5
1,000
U.S. DOLLARS

6-MOS
OCT-28-2000
OCT-31-2000
APR-29-2000
1
514,894
416,559
351,538
0
280,398
1,672,625
1,525,352
860,591
2,669,022
553,882
0
0
0
59,183
1,807,956
2,669,022
1,071,272
1,071,272
482,271
482,271
309,311
0
1,221
301,425
86,366
215,059
0
0
0
215,059
.61
.57

Value represents net amount
On March 15, 2000, the company effected a two-for-one stock split in the form of a stock dividend. In accordance with regulation S-K Item 602 prior period financial data schedules have not been restated for the stock split.