SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MCDONOUGH JOSEPH E	ANALOG DEVICES INC [ADI]	

1. Name and Address of Reporting Person[*]

MCDONOUGH JOSEPH E

(Last)   (First)   (Middle)

P.O. BOX 9106

THREE TECHNOLOGY WAY

(Street)

NORWOOD   MA   02062-9106

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

VP, FINANCE & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	06/03/2008		M		40,000	A	$19.89	43,756	D	
Comm Stock-$.16-2/3 value	06/03/2008		S		600	D	$35.27	43,156	D	
Comm Stock-$.16-2/3 value	06/03/2008		S		1,300	D	$35.26	41,856	D	
Comm Stock-$.16-2/3 value	06/03/2008		S		3,000	D	$35.23	38,856	D	
Comm Stock-$.16-2/3 value	06/03/2008		S		15,800	D	$35.24	23,056	D	
Comm Stock-$.16-2/3 value	06/03/2008		S		19,300	D	$35.25	3,756	D	
Comm Stock-$.16-2/3 value								1,375	I	By Daughter
Comm Stock-$.16-2/3 value								1,375	I	By Daughter 2
Comm Stock-$.16-2/3 value - 401(k)								6,207	I	In ADI's 401(k) Plan

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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$19.89	06/03/2008		M			40,000	09/24/2004[(1)]	09/24/2012	Comm Stock-$.16-2/3 value	40,000	$0	40,000	D	

Explanation of Responses:

1. --This is a vesting schedule. 25% vests two, three, four and five years from grant date.

Remarks:

By: FRANCIS SARRO, Assistant Treasurer, Attny In Fact   06/04/2008

** Signature of Reporting Person   Date