

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>Yung Robert</b>  (Last) (First) (Middle) <b>P.O. BOX 9106</b> <b>THREE TECHNOLOGY WAY</b>  (Street) <b>NORWOOD MA 02062-9106</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ANALOG DEVICES INC [ ADI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Vice President, Strategy &amp; Cor</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/17/2012</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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)	\$37.04	01/17/2012		A		46,000		01/17/2013 <sup>(1)</sup>	01/17/2022	Comm Stock-\$16-2/3 value	46,000	\$0.0000	46,000	D	
Restricted Stock Unit (RSU)	\$0.0000 <sup>(2)</sup>	01/17/2012		A		11,500		01/17/2015 <sup>(3)</sup>	<sup>(3)</sup>	Comm Stock-\$16-2/3 value	11,500	\$0.0000	11,500	D	

**Explanation of Responses:**

- This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 17, 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 NYSE on the vesting date.
- The Restricted Stock Units granted to the reporting person on January 17, 2012 (the "Original Grant Date") vest 100% on the third anniversary of the Original Grant Date.

**Remarks:**

yungpoa.txt

Kevin P. Lanouette, Assistant  
General Counsel, by Power of Attorney 01/19/2012

\*\* 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

Kevin P. Lanouette, William A. Martin, Francis Sarro, Kristin Caplice, Margaret Seif, Michael Simone, Rebecca Chang and Mark Devine, 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)prepare, execute and file on behalf of the undersigned Form ID in order to obtain access

codes for the undersigned to permit filing on EDGAR;

(2)prepare, execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any

amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of

Analog Devices, Inc. (the "Company"), in accordance with Section 16(a) of the Securities Exchange Act

of 1934 and the rules thereunder (the "Exchange Act");

(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 or relieving, nor is the Company assuming or 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as

of this 21st day of December, 2011.

Robert Yung

