

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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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>MCDONOUGH JOSEPH E</u>  (Last) (First) (Middle) <u>PO BOX 9106</u> <u>THREE TECHNOLOGY WAY</u>  (Street) <u>NORWOOD MA 020629106</u>  (City) (State) (Zip)	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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, FINANCE &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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								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)								6,035	I	In ADI's 401(k) Plan <sup>(1)</sup>

**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)	\$33.41	01/04/2007		A		50,000		01/04/2008 <sup>(2)</sup>	01/04/2017	Comm Stock-\$.16-2/3 value	50,000	\$0	50,000	D	
Non-Qualified Stock Option (right to buy)	\$28.75							11/30/2002 <sup>(3)</sup>	12/30/2009 <sup>(4)</sup>	Comm Stock-\$.16-2/3 value	110,000		110,000	D	
Non-Qualified Stock Option (right to buy)	\$44.5							11/10/2003 <sup>(3)</sup>	12/10/2010 <sup>(4)</sup>	Comm Stock-\$.16-2/3 value	90,000		90,000	D	
Non-Qualified Stock Option (right to buy)	\$45.9							06/01/2003 <sup>(5)</sup>	06/01/2011	Comm Stock-\$.16-2/3 value	545		545	D	
Non-Qualified Stock Option (right to buy)	\$39.06							07/18/2002 <sup>(2)</sup>	07/18/2011	Comm Stock-\$.16-2/3 value	6,052		6,052	D	

**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)	\$41.05							01/22/2005 <sup>(3)</sup>	01/22/2012	Comm Stock-\$.16-2/3 value	80,000		80,000	D	
Non-Qualified Stock Option (right to buy)	\$19.89							09/24/2004 <sup>(6)</sup>	09/24/2012	Comm Stock-\$.16-2/3 value	80,000		80,000	D	
Non-Qualified Stock Option (right to buy)	\$45.27							12/10/2006 <sup>(3)</sup>	12/10/2013	Comm Stock-\$.16-2/3 value	65,000		65,000	D	
Non-Qualified Stock Option (right to buy)	\$37.7							12/07/2007 <sup>(3)</sup>	12/07/2014	Comm Stock-\$.16-2/3 value	65,000		65,000	D	
Non-Qualified Stock Option (right to buy)	\$39.44							12/06/2006 <sup>(7)</sup>	12/06/2015	Comm Stock-\$.16-2/3 value	50,000		50,000	D	

**Explanation of Responses:**

- The number of shares being held in the reporting person's 401(k) account has been determined by dividing the participant's unit value in the fund by the value of the issuer's stock.
- This is a vesting schedule. 50% vests one and two years from grant date.
- This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- The terms of the option provide that the option expiration date is 10 years plus 30 days from the date of grant. Prior Form 4 filings by the reporting person inadvertently reported an earlier expiration date.
- This is a vesting schedule. 100% vests two years from grant date.
- This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- This is a vesting schedule. 20% vests one and two years from grant date, and 60% vests three years from grant date.

By: WILLIAM A. MARTIN,      01/05/2007  
Attny In Fact

\*\* 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.

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