

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><b>STATA RAY</b><br><br>(Last) (First) (Middle)<br><b>P.O. BOX 9106</b><br><b>ONE TECHNOLOGY WAY</b><br><br>(Street)<br><b>NORWOOD MA 02062-9106</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>ANALOG DEVICES INC [ ADI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/20/2013</b>            |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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      | 12/20/2013                           |  | M                              |   | 30,000  | A          | \$29.91                 | 802,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/20/2013                           |  | M                              |   | 10,000  | A          | \$19.57                 | 812,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/20/2013                           |  | S                              |   | 10,000  | D          | \$50 <sup>(1)</sup>     | 802,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/20/2013                           |  | S                              |   | 30,000  | D          | \$50.124 <sup>(2)</sup> | 772,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/23/2013                           |  | M                              |   | 22,000  | A          | \$19.57                 | 794,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/23/2013                           |  | M                              |   | 10,000  | A          | \$29.91                 | 804,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/23/2013                           |  | S                              |   | 10,000  | D          | \$50.258 <sup>(3)</sup> | 794,411   | D  |   |
| Comm Stock-\$.16-2/3 value      | 12/23/2013                           |  | S                              |   | 22,000  | D          | \$50.338 <sup>(4)</sup> | 772,411   | D  |   |
| Comm Stock-\$.16-2/3 value      |                                      |  |                                |   |   |            |                         | 1,108,709   | I  | By Mrs. Stata Directly                                |
| Comm Stock-\$.16-2/3 value      |                                      |  |                                |   |   |            |                         | 400,277   | I  | By Mrs. Stata Tr FBO Mr. Stata's Children             |
| Comm Stock-\$.16-2/3 value      |                                      |  |                                |   |   |            |                         | 1,850   | I  | By Stata Family LLC                                   |

**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)  | \$29.91  | 12/20/2013                           |  | M                              |   |  | 30,000 | 01/03/2009 <sup>(5)</sup>                                | 01/03/2018      | Comm Stock-\$.16-2/3 value  | 30,000                                     | \$0.0000   | 10,000  | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$19.57  | 12/20/2013                           |  | M                              |   |  | 10,000 | 01/05/2010 <sup>(6)</sup>                                | 01/05/2019      | Comm Stock-\$.16-2/3 value  | 10,000                                     | \$0.0000   | 30,000  | 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)  | \$29.91  | 12/23/2013                           |  | M                              |   |  | 10,000 | 01/03/2009 <sup>(5)</sup>                                | 01/03/2018      | Comm Stock-\$.16-2/3 value  | 10,000                     | \$0.0000                                   | 0.0000   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$19.57  | 12/23/2013                           |  | M                              |   | 22,000   |        | 01/05/2010 <sup>(6)</sup>                                | 01/05/2019      | Comm Stock-\$.16-2/3 value  | 22,000                     | \$0.0000                                   | 8,000  | D   |  |

**Explanation of Responses:**

1. These shares were disposed of in multiple transactions on December 20, 2013 at actual sales prices ranging from \$50.000 to \$50.005 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
2. These shares were disposed of in multiple transactions on December 20, 2013 at actual sales prices ranging from \$50.010 to \$50.179 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
3. These shares were disposed of in multiple transactions on December 23, 2013 at actual sales prices ranging from \$50.250 to \$50.260 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
4. These shares were disposed of in multiple transactions on December 23, 2013 at actual sales prices ranging from \$50.200 to \$50.500 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
5. This option vested in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 3, 2008.
6. This option vests in equal installments on the first, second, third, fourth and fifth anniversaries of the original grant date, which was January 5, 2009.

Kevin P. Lanouette, Assistant  
General Counsel, by Power of Attorney, 12/24/2013

\*\* 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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