

As filed with the Securities and Exchange Commission on March 19, 1998

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

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 Number)

ONE TECHNOLOGY WAY	02062-9106
NORWOOD, MASSACHUSETTS	(Zip Code)
(Address of Principal Executive Offices)	

ANALOG DEVICES, INC.
DEFERRED COMPENSATION PLAN
(Full title of the Plan)

PAUL P. BROUNTAS, ESQ.
HALE AND DORR LLP
60 STATE STREET
BOSTON, MASSACHUSETTS 02109
(Name and address of agent for service)

(617) 526-6000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered(1)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Deferred Compensation Obligations	\$55,000,000	\$55,000,000	\$16,225

(1) The Deferred Compensation Obligations are unsecured obligations of Analog Devices, Inc. to pay deferred compensation in the future in accordance with the terms of the Analog Devices, Inc. Deferred Compensation Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 033-64849) filed by the Registrant on December 8, 1995, relating to the Registrant's Deferred Compensation Plan, as amended by Post-Effective Amendment No. 1 to S-8 filed by the Registrant on April 15, 1997 and Post-Effective Amendment No. 2 to Form S-8 filed by the Registrant on November 12, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwood, Commonwealth of Massachusetts, on this 11th day of March, 1998.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman

Jerald G. Fishman
President and Chief
Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman, Joseph E. McDonough, Paul P. Brontas and Mark G. Borden and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below, the Registration Statement filed herewith, and any and all amendments (including post-effective amendments) to said Registration Statement (or any other Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to any such Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/S/ Jerald G. Fishman ----- JERALD G. FISHMAN	President, Chief Executive Officer and Director)) March 11, 1998))
/s/ Ray Stata ----- RAY STATA	Chairman of the Board and Director)) March 11, 1998))
/s/ Joseph E. McDonough ----- JOSEPH E. MCDONOUGH	Vice President-Finance and Chief Financial Officer)) March 11, 1998)

/s/ John L. Doyle	Director)	
-----)) March 11, 1998
JOHN L. DOYLE)	
)	
/s/ Charles O. Holliday, Jr.	Director)	
-----)) March 11, 1998
CHARLES O. HOLLIDAY, JR.)	
)	
/s/ Joel Moses	Director)	
-----)) March 11, 1998
JOEL MOSES)	
)	
/s/ F. Grant Saviers	Director)	
-----)) March 11, 1998
F. GRANT SAVIERS)	
)	
/s/ Lester C. Thurow	Director)	
-----)) March 11, 1998
LESTER C. THUROW)	
)	

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Restated Articles of Organization of Analog Devices, Inc., as amended (incorporated herein by reference to the Registrant's Form S-8, filed on May 30, 1996)
4.2	By-Laws of the Registrant (incorporated herein by reference to the Registrant's Form 10-K, filed on January 28, 1998)
4.3	Rights Agreement, as amended, between the Registrant and The First National Bank of Boston, as Rights Agent (incorporated herein by reference to the Registrant's Form 8 filed on June 27, 1989 amending the Registration Statement on Form 8-A relating to Common Stock Purchase Rights)
4.4	Analog Devices, Inc. Deferred Compensation Plan (incorporated herein by reference to the Registrant's Form S-8 filed on December 8, 1995, as amended by Post-Effective Amendment No. 1 to S-8 filed on April 15, 1997 and Post-Effective Amendment No. 2 to Form S-8 filed on November 12, 1997)
5	Opinion of Hale and Dorr LLP
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP
24	Power of Attorney (included on the signature page of this Registration Statement)

HALE AND DORR LLP
60 STATE STREET
BOSTON, MA 02109
(617) 526-6000

March 19, 1998

Analog Devices, Inc.
One Technology Way
Norwood, MA 02062

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement"), to be filed with the Securities and Exchange Commission, relating to the registration of \$55,000,000 of deferred compensation obligations (the "Obligations"), which will represent unsecured obligations of the Analog Devices, Inc. Deferred Compensation Plan (the "Plan").

We have examined the Restated Articles of Organization and the By-Laws of the Registrant and all amendments thereto and the Plan and have examined and relied on the originals, or copies certified to our satisfaction, of such records of meetings of the directors of the Registrant, documents and other instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below.

In examination of the foregoing documents, we have assumed (i) the genuineness of all signatures and the authenticity of all documents submitted to us as originals, (ii) the conformity to original documents of all documents submitted to us as conformed or photostatic copies, and (iii) the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing, we are of the opinion that when issued by the Registrant in the manner provided in the Plan, the Obligations will be valid and binding obligations of the Registrant, enforceable against the Registrant in accordance with their terms, subject, as to enforcement, to bankruptcy, insolvency, reorganization, arrangement, moratorium and other laws of general applicability.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

HALE AND DORR LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Analog Devices, Inc. pertaining to the Analog Devices, Inc. Deferred Compensation Plan of our report dated December 2, 1997, with respect to the consolidated financial statements of Analog Devices, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended November 1, 1997 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Boston, Massachusetts
March 16, 1998