

ANALOG DEVICES INC
Form 4
March 03, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN WILLIAM A

(Last) (First) (Middle)

PO BOX 9106, THREE TECHNOLOGY WAY

(Street)

NORWOOD, MA 020629106

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

TREASURER

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Comm Stock-\$.16-2/3 value	03/02/2006		M		2,000 \$ 6.62	2,000	D
Comm Stock-\$.16-2/3 value	03/02/2006		S		600 \$ 38.88	1,400	D
Comm Stock-\$.16-2/3 value	03/02/2006		S		1,400 \$ 38.90	0	D
Comm Stock-\$.16-2/3						22,096	I In ADI's 401(k)

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value - 401(k)

Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.62	03/02/2006		M	2,000	09/04/2001 ⁽²⁾	09/04/2008	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽²⁾	02/20/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽²⁾	12/16/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002 ⁽²⁾	11/30/2009	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003 ⁽²⁾	11/10/2010	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.9					06/01/2003 ⁽³⁾	06/01/2011	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002 ⁽⁴⁾	07/18/2011	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 41.05					01/22/2005 ⁽²⁾	01/22/2012	Comm Stock-\$.16-2 value

Non-Qualified Stock Option (right to buy)	\$ 36.62	05/31/2004 ⁽³⁾	05/31/2012	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 19.89	09/24/2004 ⁽⁵⁾	09/24/2012	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.38	06/02/2005 ⁽³⁾	06/02/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.27	12/10/2006 ⁽²⁾	12/10/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 48.41	06/01/2006 ⁽³⁾	06/01/2014	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.7	12/07/2007 ⁽²⁾	12/07/2014	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.04	07/30/2005 ⁽⁶⁾	06/01/2015	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.44	12/06/2006 ⁽⁷⁾	12/06/2015	Comm Stock-\$.16-2 value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN WILLIAM A PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			TREASURER	

Signatures

/s/ MARTIN,
WILLIAM A. 03/02/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).
- (1) 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.

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- (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- (3) This is a vesting schedule. 100% vests two years from grant date.
- (4) This is a vesting schedule. 50% vests one and two years from grant date.
- (5) This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- (6) This is a vesting schedule. 100% vests on 7/30/05.
- (7) This is a vesting schedule. 20% vests one, two, three, four and five years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.