

ANALOG DEVICES INC  
Form S-8 POS  
December 19, 2008

As filed with the Securities and Exchange Commission on December 19, 2008

Registration No. 333-40222

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Post-Effective Amendment No. 1  
to  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
Analog Devices, Inc.  
(Exact Name of Registrant as Specified in Its Charter)**

**Massachusetts**  
*(State or other jurisdiction of  
incorporation or organization)*

**04-2348234**  
*(I.R.S. Employer  
Identification No.)*

**One Technology Way, Norwood, MA**  
*(Address of principal executive offices)*

**02062-9106**  
*(Zip Code)*

**Analog Devices, Inc.  
1998 Stock Option Plan**  
*(Full Title of the Plan)*

**Margaret K. Seif  
One Technology Way  
Norwood, MA 02062**

*(Name and Address of Agent For Service)*

**(781) 329-4700**

*(Telephone Number, Including Area Code, of Agent For Service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-40222) (the 2000 Registration Statement ) of Analog Devices, Inc. (the Company or the Registrant ) filed in connection with the Registrant s 1998 Stock Option Plan, as amended (the 1998 Plan ) is being filed to deregister 6,041,112 shares from the 2000 Registration Statement (the Carryover Shares ). The Carryover Shares were previously subject to awards granted under the 1998 Plan, which awards have been cancelled or expired. Under the terms of the Registrant s 2006 Stock Incentive Plan (the 2006 Plan ), the Carryover Shares became automatically available for issuance under the 2006 Plan and, as a result, may not be used for awards under the 1998 Plan. The Carryover Shares are being transferred to a new registration statement on Form S-8 registering additional shares of the Registrant s common stock that may be issued pursuant to the 2006 Plan.

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**SIGNATURES**

Pursuant to Rule 478 under the Securities Act, the registrant has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Norwood, Massachusetts, on this 19th day of December, 2008.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman

Jerald G. Fishman  
President and Chief Executive Officer  
(Principal Executive Officer)