

ANALOG DEVICES INC
Form 4
January 08, 2007

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)
01/04/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ 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 Ownership (Instr. 4)
Comm Stock-\$.16-2/3 value - 401(k)				(A) or (D) Price	22,866	I	In ADI's 401(k) Plan <u>(1)</u>

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
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 ⁽⁴⁾	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 ⁽⁷⁾	06/01/2015	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option (right to buy)	\$ 39.44							12/06/2006 ⁽⁸⁾	12/06/2015	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option (right to buy)	\$ 7.37							09/08/2001 ⁽²⁾	03/22/2007 ⁽³⁾	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option (right to buy)	\$ 7.37							09/08/2001 ⁽²⁾	01/15/2008 ⁽³⁾	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option (right to buy)	\$ 6.62							09/04/2001 ⁽²⁾	10/04/2008 ⁽³⁾	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option (right to buy)	\$ 28.75							11/30/2002 ⁽²⁾	12/30/2009 ⁽³⁾	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option (right to buy)	\$ 44.5							11/10/2003 ⁽²⁾	12/10/2010 ⁽³⁾	Comm Stock-\$.16-2/ value
Non-Qualified Stock Option	\$ 45.9							06/01/2003 ⁽⁴⁾	06/01/2011	Comm Stock-\$.16-2/ value

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(8) 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.

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