

ANALOG DEVICES INC

Form 4

January 08, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCHE VINCENT

(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 ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, WORLDWIDE SALES

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Comm Stock-\$.16-2/3 value			Code	V Amount (D) Price	100	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 33.41	01/04/2007		A	50,000	01/04/2008 ⁽¹⁾		01/04/2017		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽²⁾		01/15/2008 ⁽³⁾		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002 ⁽²⁾		12/30/2009 ⁽³⁾		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003 ⁽²⁾		12/10/2010 ⁽³⁾		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 32.78					04/02/2004 ⁽²⁾		04/02/2011		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 45.9					06/01/2003 ⁽⁴⁾		06/01/2011		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002 ⁽⁵⁾		07/18/2011		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 41.05					01/22/2005 ⁽²⁾		01/22/2012		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 36.62					05/31/2004 ⁽⁴⁾		05/31/2012		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 19.89					09/24/2004 ⁽⁶⁾		09/24/2012		Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 37.38					06/02/2005 ⁽⁴⁾		06/02/2013		Comm Stock-\$.1 valu
Non-Qualified	\$ 45.27					12/10/2006 ⁽²⁾		12/10/2013		Comm

Stock Option (right to buy)				Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 48.41	06/01/2006 ⁽⁴⁾	06/01/2014	Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 37.7	12/07/2007 ⁽²⁾	12/07/2014	Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 37.04	07/30/2005 ⁽⁷⁾	06/01/2015	Comm Stock-\$.1 valu
Non-Qualified Stock Option (right to buy)	\$ 39.44	12/06/2006 ⁽¹⁾	12/06/2015	Comm Stock-\$.1 valu

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE VINCENT PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			VP, WORLDWIDE SALES	

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact 01/05/2007

 **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) This is a vesting schedule. 20% vests one, two, three, four and five years from grant date.
- (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- (3) The terms of the option provide that the option expiration date is 10 years plus 30 days from the date of grant. Prior Form 4 filings by the reporting person inadvertently reported an earlier expiration date.
- (4) This is a vesting schedule. 100% vests two years from grant date.
- (5) This is a vesting schedule. 50% vests one and two years from grant date.
- (6) This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- (7) This is a vesting schedule. 100% vests on 7/30/05.

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.