#### ANALOG DEVICES INC

Form 4

January 08, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

ANALOG DEVICES INC [ADI]

5. Relationship of Reporting Person(s) to Issuer

Symbol

01/04/2007

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

PO BOX 9106, THREE TECHNOLOGY WAY

(Month/Day/Year)

Officer (give title \_\_X\_ Other (specify

below) below) **TREASURER** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORWOOD, MA 020629106

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

7. Nature of Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported (I)Transaction(s)

(Instr. 4)

Code V Amount (D) Price

(Instr. 3 and 4)

Comm

I 22,866

401(k) Plan (1)

In ADI's

Stock-\$.16-2/3 value - 401(k)

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. Transactic Code (Instr. 8)	5. orNumber 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 Amor Underlying Secur (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-\$.16-2/2 value
Non-Qualified Stock Option (right to buy)	\$ 48.41					06/01/2006(4)	06/01/2014	Comm Stock-\$.16-2/2 value
Non-Qualified Stock Option (right to buy)	\$ 37.7					12/07/2007(2)	12/07/2014	Comm Stock-\$.16-2/2 value
Non-Qualified Stock Option (right to buy)	\$ 37.04					07/30/2005(7)	06/01/2015	Comm Stock-\$.16-2/2 value
Non-Qualified Stock Option (right to buy)	\$ 39.44					12/06/2006(8)	12/06/2015	Comm Stock-\$.16-2/2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001(2)	03/22/2007(3)	Comm Stock-\$.16-2/2 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/

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(right to buy)				value
Non-Qualified Stock Option (right to buy)	\$ 39.06	07/18/2002(5)	07/18/2011	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 41.05	01/22/2005(2)	01/22/2012	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 36.62	05/31/2004(4)	05/31/2012	Comm Stock-\$.16-2/2 value
Non-Qualified Stock Option (right to buy)	\$ 19.89	09/24/2004(6)	09/24/2012	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 37.38	06/02/2005(4)	06/02/2013	Comm Stock-\$.16-2/2 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. 01/05/2007

\*\*Signature of Reporting 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.
- (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.

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(8) This is a vesting schedule. 20% vests one, two, three, four and five years from grant date.

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