

ANALOG DEVICES INC

Form 4

June 02, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONOUGH JOSEPH E

(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)

06/01/2006

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 below) ____ Other (specify below)

VP, FINANCE & CFO

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					3,756 ⁽¹⁾	D	
Comm Stock-\$.16-2/3 value					1,375	I	By Daughter
Comm Stock-\$.16-2/3 value					1,375	I	By Daughter 2
Comm Stock-\$.16-2/3					5,931	I	In ADI's 401(k)

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value - 401(k)

Plan ⁽²⁾

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)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002 ⁽³⁾ 11/30/2009	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003 ⁽³⁾ 11/10/2010	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 45.9					06/01/2003 ⁽⁴⁾ 06/01/2011	Comm Stock-\$.16-2/3 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 ⁽³⁾ 01/22/2012	Comm Stock-\$.16-2/3 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)	\$ 45.27					12/10/2006 ⁽³⁾ 12/10/2013	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option	\$ 37.7					12/07/2007 ⁽³⁾ 12/07/2014	Comm Stock-\$.16-2/3

(right to buy)

value

Non-Qualified

Comm

Stock Option \$ 39.44

12/06/2006⁽⁷⁾ 12/06/2015 Stock-\$.16-2/3

(right to buy)

value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONOUGH JOSEPH E PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			VP, FINANCE & CFO	

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact

06/01/2006

__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) 674 shares acquired through ADI ESPP purchase.
- (2) 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.
- (3) This is a vesting schedule. 33.33% vests three, four and five years from grant 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. 20% vests one and two years from grant date, and 60% vests three 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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