

GIUDICE WILLIAM
Form 4
February 28, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIUDICE WILLIAM

(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)
02/27/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & GEN MGR, MCRO PROD DIV

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | | M | | 25,000 | A | \$ 23.74 |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | | S | | 5,000 | D | \$ 36.14 |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | | S | | 1,200 | D | \$ 36.11 |
| Comm Stock-\$.16-2/3 | 02/27/2007 | | S | | 1,000 | D | \$ 36.09 |

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value

| | | | | | | | |
|----------------------------------|------------|---|-------|---|-------------|--------|---|
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 900 | D | \$ 36.07 | 17,416 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 1,600 | D | \$ 36.06 | 15,816 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 3,300 | D | \$ 36.05 | 12,516 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 900 | D | \$ 36.04 | 11,616 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 2,100 | D | \$ 36.03 | 9,516 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 3,600 | D | \$ 36.02 | 5,916 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 1,200 | D | \$ 36.01 | 4,716 | D |
| Comm Stock-\$.16-2/3 value | 02/27/2007 | S | 4,200 | D | \$ 36.1 | 516 | D |

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

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(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 Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | | | Code | V (A) | (D) |

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| | | | | | | | |
|-------------------------------------------|----------|------------|---|--------|---------------------------|------------|------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 23.74 | 02/27/2007 | M | 25,000 | 02/03/2004 ⁽¹⁾ | 02/03/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.38 | | | | 06/02/2005 ⁽²⁾ | 06/02/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 45.27 | | | | 12/10/2006 ⁽³⁾ | 12/10/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.7 | | | | 12/07/2007 ⁽³⁾ | 12/07/2014 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.04 | | | | 07/30/2005 ⁽⁴⁾ | 06/01/2015 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 39.44 | | | | 12/06/2006 ⁽¹⁾ | 12/06/2015 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 33.41 | | | | 01/04/2008 ⁽¹⁾ | 01/04/2017 | Comm Stock-\$.16-value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GIUDICE WILLIAM PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106 | | | VP & GEN MGR, MCRO PROD DIV | |

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact 02/28/2007
**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. 100% vests two years from grant date.
- (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 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.

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