

MARTIN WILLIAM A
 Form 4
 December 08, 2005

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 *
 MARTIN WILLIAM A

2. Issuer Name and Ticker or Trading Symbol
 ANALOG DEVICES INC [ADI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 PO BOX 9106, THREE TECHNOLOGY WAY

3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2005

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

TREASURER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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	21,996	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 39.44	12/06/2005		A	10,000	12/06/2006 ⁽²⁾	12/06/2015	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽³⁾	02/20/2007	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽³⁾	12/16/2007	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 6.62					09/04/2001 ⁽³⁾	09/04/2008	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002 ⁽³⁾	11/30/2009	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003 ⁽³⁾	11/10/2010	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 45.9					06/01/2003 ⁽⁴⁾	06/01/2011	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002 ⁽⁵⁾	07/18/2011	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 41.05					01/22/2005 ⁽³⁾	01/22/2012	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 36.62					05/31/2004 ⁽⁴⁾	05/31/2012	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 19.89					09/24/2004 ⁽⁶⁾	09/24/2012	Comm Stock-\$.16-value
Non-Qualified	\$ 37.38					06/02/2005 ⁽⁴⁾	06/02/2013	Comm

Stock Option (right to buy)					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)	\$ 48.41		06/01/2006 ⁽⁴⁾	06/01/2014	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 ⁽⁷⁾	06/01/2015	Comm Stock-\$.16- 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. 12/06/2005

__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) 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. 20% vests one, two, three, four and five 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 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.