

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>THUROW LESTER C</u> (Last) (First) (Middle) <u>P.O. BOX 9106</u> <u>THREE TECHNOLOGY WAY</u> (Street) <u>NORWOOD MA 020629106</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ADI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	01/05/2004		M		21,000	A	\$14.97	24,000	D	
Comm Stock-\$.16-2/3 value	01/05/2004		M		21,000	A	\$14.345	45,000	D	
Comm Stock-\$.16-2/3 value	01/05/2004		S		42,000	D	\$46.8436	3,000	D	

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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$14.97	01/05/2004		M			21,000	12/07/2000	12/07/2007	Comm Stock-\$.16-2/3 value	21,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.345	01/05/2004		M			21,000	12/07/2001	12/07/2008	Comm Stock-\$.16-2/3 value	21,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$39.06							07/18/2002	07/18/2011	Comm Stock-\$.16-2/3 value	300		300	D	
Non-Qualified Stock Option (right to buy)	\$41.05							01/22/2005	01/22/2012	Comm Stock-\$.16-2/3 value	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	\$36.405							12/07/2002	12/07/2009	Comm Stock-\$.16-2/3 value	21,000		21,000	D	
Non-Qualified Stock Option (right to buy)	\$19.89							09/24/2003	09/24/2012	Comm Stock-\$.16-2/3 value	20,000		20,000	D	

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$45.27							12/10/2004	12/10/2013	Comm Stock-\$.16-2/3 value	18,000		18,000	D	
Non-Qualified Stock Option (right to buy)	\$44.5							11/10/2003	11/10/2010	Comm Stock-\$.16-2/3 value	25,000		25,000	D	

Explanation of Responses:

Remarks:

By: WILLIAM A. MARTIN, 01/06/2004
Attny In Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.