

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

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

1. Name and Address of Reporting Person* SEIF MARGARET K (Last) (First) (Middle) P.O. BOX 9106 THREE TECHNOLOGY WAY (Street) NORWOOD MA 02062-9106 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ANALOG DEVICES INC [ADI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, General Counsel, Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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)	\$28.02	09/28/2009		A		13,333		(1)	09/28/2014	Comm Stock-\$.16-2/3 value	13,333	\$0 ⁽²⁾	13,333	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		24,000		(1)	09/28/2016	Comm Stock-\$.16-2/3 value	24,000	\$0 ⁽³⁾	24,000	D	
Non-Qualified Stock Option (right to buy)	\$38.83	09/28/2009		D			20,000		02/15/2007 ⁽⁴⁾	02/15/2016	Comm Stock-\$.16-2/3 value	20,000	\$0 ⁽²⁾	0	D
Non-Qualified Stock Option (right to buy)	\$33.41	09/28/2009		D			30,000		01/04/2008 ⁽⁴⁾	01/04/2017	Comm Stock-\$.16-2/3 value	30,000	\$0 ⁽³⁾	0	D

Explanation of Responses:

- The option vests in three equal annual installments from the grant date.
- On September 28, 2009, the issuer cancelled, pursuant to the issuer's stockholder approved option exchange program, an option granted to the reporting person on February 15, 2006. In exchange, the reporting person received an option for 13,333 shares with an exercise price of \$28.02.
- On September 28, 2009, the issuer cancelled, pursuant to the issuer's stockholder approved option exchange program, an option granted to the reporting person on January 4, 2007, which provided for vesting in five equal annual installments from the grant date. In exchange for the cancelled option, the reporting person received an option for 24,000 shares with an exercise price of \$28.02.
- This option provides for vesting in five equal annual installments on the first five anniversaries of the grant date.

Remarks:

By: FRANCIS SARRO,
Assistant Treasurer, Attny In 09/30/2009
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.