SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
FISHMAN JERALD	ANALOG DEVICES INC [ADI]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2005	X Officer (give title below) Other (specify below)
PO BOX 9106 THREE TECHNOLOGY WAY		PRESIDENT & CEO
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NORWOOD MA 020629106		X Form filed by One Reporting Person
(City) (State) (Zip)		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	02/14/2005		M		10,000	A	$7.37	42,091	D	
Comm Stock-$.16-2/3 value	02/14/2005		S		10,000	D	$38	32,091	D	
Comm Stock-$.16-2/3 value	02/15/2005		M		15,000	A	$7.37	47,091	D	
Comm Stock-$.16-2/3 value	02/15/2005		S		15,000	D	$38.03	32,091	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)	$7.37	02/14/2005		M			10,000	09/08/2003[1]	02/20/2007	Comm Stock-$.16-2/3 value	10,000	$0	130,000	D	
Non-Qualified Stock Option (right to buy)	$7.37	02/15/2005		M			15,000	09/08/2003[1]	02/20/2007	Comm Stock-$.16-2/3 value	15,000	$0	115,000	D	
Non-Qualified Stock Option (right to buy)	$7.37							09/08/2003[1]	12/16/2007	Comm Stock-$.16-2/3 value	600,000		600,000	D	
Non-Qualified Stock Option (right to buy)	$28.75							11/30/2002[2]	11/30/2009	Comm Stock-$.16-2/3 value	600,000		600,000	D	
Non-Qualified Stock Option (right to buy)	$44.5							11/10/2003[2]	11/10/2010	Comm Stock-$.16-2/3 value	600,000		600,000	D	
Non-Qualified Stock Option (right to buy)	$39.06							07/18/2002[3]	07/18/2011	Comm Stock-$.16-2/3 value	13,964		13,964	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)	$41.05							01/22/2005[2]	01/22/2012	Comm Stock-$.16-2/3 value	530,000		530,000	D	
Non-Qualified Stock Option (right to buy)	$19.89							09/24/2004[4]	09/24/2012	Comm Stock-$.16-2/3 value	500,000		500,000	D	
Non-Qualified Stock Option (right to buy)	$45.27							12/10/2006[2]	12/10/2013	Comm Stock-$.16-2/3 value	400,000		400,000	D	
Non-Qualified Stock Option (right to buy)	$37.7							12/07/2007[2]	12/07/2014	Comm Stock-$.16-2/3 value	400,000		400,000	D	

Explanation of Responses:

1. This is a vesting schedule. 100% vests five years from grant date.

2. This is a vesting schedule. 33.33% vests three, four and five years from grant date.

3. This is a vesting schedule. 50% vests one and two years from grant date.

4. This is a vesting schedule. 25% vests two, three, four and five years from grant date.

By: WILLIAM A. MARTIN, Attny In Fact   02/15/2005

** 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.