FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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).

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

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		f Reporting Person [*] JEL H	*						icker or Tradir VICES IN					(Chec	lationship of ck all applica Director	able)	g Perso	on(s) to Issu 10% Ov Other (s	vner
	9106	,	(Middle)			Date (st Tra	nsaction (Mor	ith/D	ay/Year)			X	below) VP, RESE	_	& DE	below)	
(Street)	OOD M	1A	020629106		4.	If Ame	endment,	Date	ate of Original Filed (Month/Day/Year)						vidual or Joint/Group Filing (Check Application Form filed by One Reporting Person Form filed by More than One Reporting Person			ı	
(City)	(5		(Zip)		L									<u> </u>					
1. Title of	(First) (Middle) OX 9106 EE TECHNOLOGY WAY WOOD MA 02062910 (State) (Zip) Table I - No of Security (Instr. 3) Table II Of 2. Conversion or Exercise Price of Derivative Security Security Month/Day/Year) Month/Day Month/				saction n/Day/Year)		2A. Deemed Execution Dat if any (Month/Day/Ye		3. Transaction Code (Instr.) or	5. Amount Securities Beneficial Owned Fo	i lly	Form:	Direct Indirect	7. Nature of ndirect Beneficial Ownership
							(v	Amount		() or ()	Price	Reported Transaction (Instr. 3 au	on(s)	(,, ((Instr. 4)
Comm S	tock-\$.16-2	/3 value													5,040		D		
									quired, Di ts, options						wned				
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Da if any (Month/Day/Y	Co		ction nstr.	5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es ed ed ed	6. Date Exerc Expiration Do (Month/Day/	ate	le and	of Secu	and Am Irities Ving Der y (Instr.	ivative	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Co	de	v	(A)	(D)	Date Exercisable		xpiration ate	Title	OI No	umber					
Non- Qualified Stock Option (right to buy)	\$29.91	01/03/2008		F	A		25,000		01/03/2009 ⁽¹⁾	01	/03/2018	Com Stock-\$ 2/3 va	.16- 2	5,000	\$0	25,00	0	D	
Non- Qualified Stock Option (right to buy)	\$28.75								11/30/2002 ⁽²⁾	12	2/30/2009	Com Stock-\$ 2/3 va	.16- 8	0,000		80,00	0	D	
Non- Qualified Stock Option (right to buy)	\$44.5								11/10/2003 ⁽²⁾	12	2/10/2010	Com Stock-\$ 2/3 va	.16- 5	0,000		50,00	0	D	
Non- Qualified Stock Option (right to buy)	\$39.06								07/18/2002 ⁽³ /	07	7/18/2011	Com Stock-\$ 2/3 va	.16- 5	,431		5,43:	1	D	
Non- Qualified Stock Option (right to buy)	\$41.05								01/22/2005 ⁽²⁾	01	./22/2012	Com Stock-\$ 2/3 va	.16- 4	0,000		40,00	0	D	
Non- Qualified Stock Option (right to buy)	\$19.89								09/24/2004 ⁽⁴⁾	09)/24/2012	Com Stock-\$ 2/3 va	.16- 4	0,000		40,00	0	D	
Non- Qualified Stock Option (right to buy)	\$45.27								12/10/2006 ⁽²⁾	12	2/10/2013	Com Stock-\$ 2/3 va	.16- 3	5,000		35,00	0	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)	\$37.7							12/07/2007 ⁽²⁾	12/07/2014	Comm Stock-\$.16- 2/3 value	35,000		35,000	D	
Non- Qualified Stock Option (right to buy)	\$39.44							12/06/2006 ⁽¹⁾	12/06/2015	Comm Stock-\$.16- 2/3 value	25,000		25,000	D	
Non- Qualified Stock Option (right to buy)	\$33.41							01/04/2008 ⁽¹⁾	01/04/2017	Comm Stock-\$.16- 2/3 value	25,000		25,000	D	

Explanation of Responses:

- 1. This is a vesting schedule. 20% vests one, two, three, four and 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, ** Signature of Reporting Person

01/07/2008

Attny In Fact

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.

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Francis Sarro, William Martin, Kevin Lanouette, Margaret Seif, Mark Devine, Pamela Finan, and Marisa Murtagh signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Analog Devices, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of December, 2007.

Samuel H. Fuller