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) 11/25/2003	X Officer (give title below) / Other (specify below)
P.O. BOX 9106 / THREE TECHNOLOGY WAY		PRESIDENT AND 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	11/25/2003		M		40,000	A	$6.625	54,898	D	
Comm Stock-$.16-2/3 value	11/25/2003		S		40,000	D	$49.028	14,898	D	
Comm Stock-$.16-2/3 value-ESPP								17,525	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)	$6.625	11/25/2003		M			40,000	09/04/2001	09/04/2008	Comm Stock-$.16-2/3 value	40,000	$0	215,000	D	
Non-Qualified Stock Option (right to buy)	$39.06							07/18/2002	07/18/2011	Comm Stock-$.16-2/3 value	13,964		13,964	D	
Non-Qualified Stock Option (right to buy)	$41.05							01/22/2005	01/22/2012	Comm Stock-$.16-2/3 value	530,000		530,000	D	
Non-Qualified Stock Option (right to buy)	$19.89							09/24/2003	09/24/2012	Comm Stock-$.16-2/3 value	500,000		500,000	D	
Non-Qualified Stock Option (right to buy)	$8.125							11/27/1998	11/27/2005	Comm Stock-$.16-2/3 value	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	$7.375							09/08/2001	02/20/2007	Comm Stock-$.16-2/3 value	540,000		540,000	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)	$7.375							09/08/2001	12/16/2007	Comm Stock-$.16-2/3 value	600,000		600,000	D	
Non-Qualified Stock Option (right to buy)	$28.75							11/30/2002	11/30/2009	Comm Stock-$.16-2/3 value	600,000		600,000	D	
Non-Qualified Stock Option (right to buy)	$44.5							11/10/2003	11/10/2010	Comm Stock-$.16-2/3 value	600,000		600,000	D	

Explanation of Responses:

By: WILLIAM A. MARTIN, Attny In Fact   11/26/2003

** 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.