

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 10-Q/A

AMENDMENT NO. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-7819

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-2348234  
(I.R.S. Employer  
Identification No.)

One Technology Way, Norwood, MA  
(Address of principal executive offices)

02062-9106  
(Zip Code)

(781) 329-4700

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO

The number of shares outstanding of each of the issuer's classes of Common Stock as of February 27, 1998 was 162,687,271 shares of Common Stock.

EXPLANATORY NOTE

This Amendment No. 1 on Quarterly Report on Form 10-Q/A of Analog Devices, Inc. amends and restates Item 6. of the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 31, 1998 (File No. 1-7819).

Item 6. Exhibits and reports on Form 8-K

- (a) See Exhibit Index
- (b) There were no reports on Form 8-K filed for the three months ended January 31, 1998.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Analog Devices, Inc.  
 -----  
 (Registrant)

Date: June 11, 1998

By: /s/ Jerald G. Fishman  
 -----  
 Jerald G. Fishman  
 President and  
 Chief Executive Officer  
 (Principal Executive Officer)

Date: June 11, 1998

By: /s/ Joseph E. McDonough  
 -----  
 Joseph E. McDonough  
 Vice President-Finance  
 and Chief Financial Officer  
 (Principal Financial and  
 Accounting Officer)

EXHIBIT INDEX  
Analog Devices, Inc.

Item	
27	Financial Data Schedule for the quarter ended January 31, 1998.
27.1	Restated Financial Data Schedule for the year ended October 28, 1995.
27.2	Restated Financial Data Schedule for the three months ended February 3, 1996.
27.3	Restated Financial Data Schedule for the six months ended May 4, 1996.
27.4	Restated Financial Data Schedule for the nine months ended August 3, 1996.
27.5	Restated Financial Data Schedule for the year ended November 2, 1996.
27.6	Restated Financial Data Schedule for the three months ended February 1, 1997.
27.7	Restated Financial Data Schedule for the six months ended May 3, 1997.
27.8	Restated Financial Data Schedule for the nine months ended August 2, 1997.
27.9	Restated Financial Data Schedule for the year ended November 1, 1997.

5  
1,000  
U.S. DOLLARS

3-MOS  
OCT-31-1998  
NOV-02-1997  
JAN-31-1998  
1  
217,198  
76,546  
245,738  
0  
241,508  
860,575  
1,290,443  
595,922  
1,820,126  
284,177  
310,000  
0  
0  
27,053  
1,106,698  
1,820,126  
330,721  
330,721  
162,660  
162,660  
110,621  
0  
2,429  
58,207  
13,923  
44,284  
0  
0  
0  
44,284  
.28  
.26

Asset value Represents Net Amount

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF ANALOG DEVICES, INC. FOR THE YEAR ENDED OCTOBER 28, 1995 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000  
U.S. DOLLARS

YEAR		
	OCT-28-1995	
	OCT-30-1994	
	OCT-28-1995	
	1	69,303
		81,810
		185,766
		12,738
		143,962
	517,719	856,267
		424,305
		993,349
246,089		80,000
	0	0
		19,098
		636,868
993,349		941,546
	941,546	464,571
		464,571
	319,208	
	0	
	4,201	
	159,435	
	40,165	
119,270		
	0	
	0	
		0
	119,270	
	0.79	
	0.75	

1,000  
U.S. DOLLARS

3-MOS		
	NOV-02-1996	
	OCT-29-1995	
	FEB-03-1996	
	1	195,549
		174,355
		183,890
		0
		157,768
	766,188	915,453
		438,930
	1,302,867	
250,950		310,000
	0	0
		19,165
		681,988
1,302,867		280,769
	280,769	138,219
		138,219
		89,660
		0
	1,828	
		54,178
		14,086
40,092		0
		0
		0
		40,092
		.27
		.25

Asset value Represents Net Amount

1,000  
U.S. DOLLARS

6-MOS		
	NOV-02-1996	
	OCT-29-1995	
	MAY-04-1996	
	1	
		224,903
		112,573
		203,837
		0
		191,475
		787,969
		967,633
		452,225
		1,362,712
	256,614	
		310,000
	0	
		0
		19,264
		727,879
1,362,712		
		584,097
	584,097	
		288,581
		288,581
		184,525
		0
		4,868
		113,629
		29,544
	84,085	
		0
		0
		0
		84,085
		0.55
		0.51

Asset value Represents Net Amount

1,000  
U.S. DOLLARS

9-MOS		
	NOV-02-1996	
	OCT-29-1995	
	AUG-03-1996	
	1	198,929
		82,438
		210,287
		0
		215,008
	768,545	1,017,764
		465,078
	1,432,958	
271,626		310,000
	0	0
		19,377
		783,745
1,432,958		889,139
	889,139	440,912
		440,912
	278,656	0
	8,134	172,812
		44,931
127,881		0
	0	0
		0
	127,881	
		0.84
		0.77

Asset value Represents Net Amount



1,000  
U.S. DOLLARS

YEAR		
	NOV-02-1996	
	OCT-29-1995	
	NOV-02-1996	
	1	210,109
		89,810
		249,219
		14,785
		218,877
	812,837	
		1,067,268
		483,946
	1,508,272	
262,823		310,000
	0	
		0
		26,458
		836,377
1,508,272		
		1,193,786
	1,193,786	
		593,033
		593,033
	373,614	
	0	
	11,289	
	230,740	
		58,839
171,901		
	0	
	0	
		0
	171,901	
	1.12	
	1.03	

1,000  
U.S. DOLLARS

3-MOS		
	NOV-01-1997	
	NOV-03-1996	
	FEB-01-1997	
	1	248,142
		19,682
		234,160
		0
		212,307
	775,187	1,106,062
		504,150
	1,535,725	
238,259		310,000
	0	0
		26,648
		879,396
1,535,725		292,063
	292,063	148,621
		148,621
	90,835	
	0	
	3,780	
	52,228	
	13,048	
39,180		0
	0	0
		0
	39,180	
	.25	
	.23	

Asset Valued Represents Net Amount

1,000  
U.S. DOLLARS

6-MOS		
	NOV-01-1997	
	NOV-03-1996	
	MAY-03-1997	
	1	
		234,393
		68,198
		233,327
		0
		217,779
	824,257	
		1,135,112
		525,933
	1,603,434	
263,181		
		310,000
	0	
		0
		26,715
1,603,434		921,887
		592,876
	592,876	
		299,165
		299,165
	185,462	
		0
	6,753	
		108,396
		27,099
81,297		
		0
		0
		0
		81,297
		.52
		.48

Asset value Represents Net Amount

1,000  
U.S. DOLLARS

9-MOS		
	NOV-01-1997	
	NOV-03-1996	
	AUG-02-1997	
	1	235,699
		80,770
		246,680
		0
		221,858
	856,209	1,177,690
		548,600
	1,664,734	
264,274		310,000
	0	0
		26,883
1,664,734		981,287
		911,015
	911,015	457,981
		457,981
	284,296	
	0	
	9,703	
	169,689	
		42,422
127,267		
	0	
	0	
		0
	127,267	
	0.81	
	0.75	

Asset value Represents Net Amount

1,000  
U.S. DOLLARS

YEAR		
	NOV-01-1997	
	NOV-03-1996	
	NOV-01-1997	
	1	289,601
	51,006	
	295,893	
	40,007	
	225,966	
	895,429	
	1,230,675	
	569,040	
	1,763,853	
	274,394	
		310,000
	0	
		0
		26,991
		1,061,139
1,763,853		1,243,494
	1,243,494	
		622,317
	622,317	
	387,761	
	0	
	12,507	
	235,879	
	57,660	
	178,219	
	0	
	0	
		0
	178,219	
	\$1.13	
	\$1.04	