

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>MARSHALL ROBERT R</b>  (Last) (First) (Middle) <b>P.O. BOX 9106</b> <b>THREE TECHNOLOGY WAY</b>  (Street) <b>NORWOOD MA 02062-9106</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ANALOG DEVICES INC [ ADI ]</b>	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) <b>VP, WORLDWIDE MFG.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/03/2009</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	12/03/2009		M		70,000	A	\$28.75	159,000	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		200	D	\$30.658	158,800	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		200	D	\$30.649	158,600	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		200	D	\$30.648	158,400	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		200	D	\$30.625	158,200	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		300	D	\$30.62	157,900	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		400	D	\$30.659	157,500	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		500	D	\$30.635	157,000	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		5,700	D	\$30.66	151,300	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		6,600	D	\$30.655	144,700	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		7,100	D	\$30.645	137,600	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		8,200	D	\$30.63	129,400	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		9,500	D	\$30.67	119,900	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		10,800	D	\$30.65	109,100	D	
Comm Stock-\$.16-2/3 value	12/03/2009		S		20,100	D	\$30.64	89,000	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
Non-Qualified Stock Option (right to buy)	\$28.75	12/03/2009		M			70,000	11/30/2002 <sup>(1)</sup>	12/30/2009	Comm Stock-\$.16-2/3 value	70,000	\$0	0	D	

**Explanation of Responses:**

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

**Remarks:**

By: FRANCIS SARRO,  
 Assistant Treasurer, Attny In 12/04/2009  
 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.**