

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

04-2348234

(STATE OF INCORPORATION
OR ORGANIZATION)

(IRS EMPLOYER
IDENTIFICATION NO.)

One Technology Way, Norwood, Massachusetts 02062-9106

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box: / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box: / /

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

% Convertible Subordinated
Notes

New York Stock Exchange

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

Item 1: Description of Registrant's Securities to be Registered.

The description under the heading "Description of Notes" contained in the Prospectus included in the Registrant's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on November 7, 1995, as amended from time to time (the "Registration Statement on Form S-3"), is incorporated herein by reference.

Item 2: Exhibits.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

1. Articles of Organization of the Registrant, as amended (incorporated herein by reference to the Registrant's Form 10-Q for the fiscal quarter ended April 29, 1995).
2. By-Laws of the Registrant, as amended (incorporated herein by reference to the Registrant's Form 10-K for the fiscal year ended October 31, 1992).
3. Form of Indenture between the Registrant and State Street Bank and Trust Company, as Trustee (incorporated herein by reference to Exhibit 4.03 to the Registration Statement on Form S-3).
4. Specimen Note (incorporated herein by reference to Exhibit 4.04 to the Registration Statement on Form S-3).
5. Rights Agreement, as amended, between the Registrant and The First National Bank of Boston, as Rights Agent (incorporated herein by reference to a Form 8 filed on June 27, 1989 amending the Registration Statement on Form 8-A relating to Common Stock Purchase Rights).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ANALOG DEVICES, INC.

By: /s/ Joseph E. McDonough

Joseph E. McDonough
Chief Financial Officer

Date: November 7, 1995