

-----  
FORM 8-K

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

Date of Report (Date of earliest event reported): August 12, 2004

Analog Devices, Inc.

-----  
(Exact name of registrant as specified in charter)

Massachusetts

1-7819

04-2348234

-----  
(State or other juris-  
diction of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

One Technology Way, Norwood, MA

02062

-----  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (781) 329-4700

-----  
(Former name or former address, if changed since last report)

Item 5. Other Events

On August 12, 2004, Analog Devices, Inc. announced its Board of Directors has authorized the repurchase of up to an aggregate of \$500 million of its common stock. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

SIGNATURE

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 hereunto duly authorized.

Date: August 12, 2004

ANALOG DEVICES, INC.

By: /s/ Joseph E. McDonough

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



## Analog Devices Announces Share Repurchase Program

NORWOOD, Mass.--(BUSINESS WIRE)--Aug. 12, 2004--Analog Devices, Inc. (NYSE: ADI) today announced that its Board of Directors has authorized the repurchase of up to an aggregate of \$500 million of its common stock. The company may repurchase shares from time to time on the open market or in privately negotiated transactions. ADI management will determine the timing and amount of shares repurchased. The total number of shares outstanding as of July 31, 2004 was 378,379,070.

Analog Devices, Inc. is a leading manufacturer of precision high-performance integrated circuits used in analog and digital signal processing applications. ADI is headquartered in Norwood, Massachusetts, and employs approximately 9,000 people worldwide. It has manufacturing facilities in Massachusetts, California, North Carolina, Ireland, and the Philippines. Analog Devices' common stock is listed on the New York Stock Exchange and ADI is included in the S&P 500 Index.

Safe harbor statement under the Private Securities Litigation Reform Act of 1995: This release contains forward-looking statements that are based on our current expectations, beliefs, assumptions, estimates, and forecasts. The statements contained in this release are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed in such forward-looking statements. Other risk factors are described in our most recent annual report on Form 10-K and quarterly report on Form 10-Q.

CONTACT: Analog Devices  
Maria Tagliaferro, 781-461-3282  
Director of Corporate Communications  
investor.relations@analog.com