

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

<p>1. Name and Address of Reporting Person*</p> <p><u>FISHMAN JERALD</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>P.O. BOX 9106</u></p> <p><u>THREE TECHNOLOGY WAY</u></p> <hr/> <p>(Street)</p> <p><u>NORWOOD MA 02062-9106</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>ANALOG DEVICES INC [ADI]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>06/13/2008</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">PRESIDENT & CEO</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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			

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)	\$28.75	06/13/2008		D ⁽¹⁾			600,000	11/30/2002 ⁽²⁾	12/30/2009	Comm Stock-\$.16-2/3 value	600,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$28.97	06/13/2008		A ⁽¹⁾		600,000		11/30/2002 ⁽²⁾	12/30/2009	Comm Stock-\$.16-2/3 value	600,000	\$0	600,000	D	
Non-Qualified Stock Option (right to buy)	\$39.06	06/13/2008		D ⁽³⁾		13,964		07/18/2002 ⁽⁴⁾	07/18/2011	Comm Stock-\$.16-2/3 value	13,964	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$48.27	06/13/2008		A ⁽³⁾		13,964		07/18/2002 ⁽⁴⁾	07/18/2011	Comm Stock-\$.16-2/3 value	13,964	\$0	13,964	D	

Explanation of Responses:

- The two reported transactions involved the repricing of an outstanding stock option originally granted on November 30, 1999, pursuant to the settlement by the issuer and the reporting person with the SEC of the SEC's investigation into the issuer's stock option granting practices, resulting in the deemed cancellation of the original option and the grant of a replacement option for the purposes of Section 16. The option is fully vested in accordance with its terms.
- This is a vesting schedule. 33.33% vests three, four and five years from the original grant date. The option is fully vested in accordance with its terms.
- The two reported transactions involved the repricing of an outstanding stock option originally granted on July 18, 2001, pursuant to the settlement by the issuer and the reporting person with the SEC of the SEC's investigation into the issuer's stock option granting practices, resulting in the deemed cancellation of the original option and the grant of a replacement option for the purposes of Section 16. The option is fully vested in accordance with its terms.
- This is a vesting schedule. 50% vests one and two years from the original grant date. The option is fully vested in accordance with its terms.

Remarks:

By: FRANCIS SARRO, 06/16/2008
Assistant Treasurer, Attny In 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.