

ANALOG DEVICES, INC.

1,200,000,000 PRINCIPAL AMOUNT OF
4.75% CONVERTIBLE SUBORDINATED NOTES
DUE 2005

9,246,720 Shares of Common Stock
\$0.16 2/3 par value per share

The information in this prospectus supplement concerning the selling securityholders supplements the statements set forth under the caption "Selling Securityholders" in the prospectus. Capitalized items used and not defined in this prospectus supplement shall have the meanings given to them in the prospectus. The information set forth under the caption "Selling Securityholders" in the prospectus is supplemented as follows:

SELLING SECURITYHOLDERS

We originally sold the notes on October 2, 2000 to Goldman, Sachs & Co., SG Cowen Securities Corporation and Salomon Smith Barney Inc. The initial purchasers of the notes have advised us that the notes were resold in transactions exempt from the registration requirements of the Securities Act to "qualified institutional buyers", as defined in Rule 144A of the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the notes and/or shares of the common stock issuable upon conversion of the notes pursuant to this prospectus.

The notes and the shares of common stock issuable upon conversion of the notes have been registered in accordance with the registration rights agreement. Pursuant to the registration rights agreement, we are required to file a registration statement with regard to the notes and the shares of our common stock issuable upon conversion of the notes and to keep the registration statement effective until the earlier of:

- (1) the sale of all the securities registered under the registration rights agreement;
- (2) the expiration of the holding period applicable to these securities under Rule 144(k) under the Securities Act with respect to persons who are not our affiliates; and
- (3) two years from the date the registration statement is declared effective.

The selling securityholders may choose to sell notes and/or the shares of common stock issuable upon conversion of the notes from time to time. See "Plan of Distribution".

The following table sets forth:

- (1) the name of each selling securityholder who has provided us with notice as of the date of this prospectus supplement pursuant to the registration rights agreement of their intent to sell or otherwise dispose of notes and/or shares of common stock issuable upon conversion of the notes pursuant to the registration statement,
- (2) the principal amount of notes and the number of shares of our common stock issuable upon conversion of the notes which they may sell from time to time pursuant to the registration statement, and
- (3) the amount of outstanding notes and our common stock beneficially owned by the selling securityholder prior to the offering, assuming no conversion of the notes.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the notes and shares of the common stock issuable upon conversion of the notes. Accordingly, no estimate can be given as to the amount or percentage of notes or our common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

The information contained under the column heading "Shares That May be Sold" assumes conversion of the full amount of the notes held by the holder at the initial rate of 7.7056 shares of common stock per each \$1,000 principal amount of notes.

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
ABN AMRO Incorporated.....	\$ 5,500,000	\$ 5,500,000	0	42,380
AIG/National Union Fire Insurance.....	1,030,000	1,030,000	0	7,936
Allstate Insurance Company(1).....	5,100,000	5,100,000	276,100(2)	39,298
Allstate Life Insurance Company(1).....	11,600,000	11,600,000	276,100(2)	89,384
Aloha Airlines Non-Pilots Pension Trust.....	135,000	135,000	0	1,040
Aloha Pilots Retirement Trust.....	75,000	75,000	0	577
Alpha US Sub Fund VIII, LLC.....	1,200,000	1,200,000	0	9,246
Amaranth Securities L.L.C.....	11,500,000	11,500,000	0	88,614
American Century Equity Income Fund.....	3,200,000	3,200,000	0	24,657
American Fidelity Assurance Company.....	125,000	125,000	0	963
American Stores Company.....	250,000	250,000	0	1,926
Amerisure Companies/Michigan Mutual Insurance Company.....	375,000	375,000	0	2,889
Annuity Board of the Southern Baptist Convention	250,000	250,000	0	1,926
Arbitex Master Fund, L.P.....	14,000,000	14,000,000	0	107,878
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.....	38,000,000	38,000,000	0	292,812
Argent Classic Convertible Arbitrage Fund L.P...	20,000,000	20,000,000	0	154,112
Argent Convertible Arbitrage Fund Ltd.....	8,000,000	8,000,000	0	61,644
Arkansas PERS.....	2,950,000	2,950,000	0	22,731
Arlington County Employees' Supplemental Retirement System.....	125,000	125,000	0	963
Arpeggio Fund, LP.....	3,800,000	3,800,000	0	29,281
Associated Electric & Gas Services Limited.....	1,500,000	1,500,000	0	11,558
BBT Fund, L.P.....	15,000,000	15,000,000	0	115,584
BNP Paribas London.....	12,000,000	12,000,000	0	92,467
BTES Convertible.....	1,500,000	1,500,000	0	11,558
BTOP Growth US Value.....	4,000,000	4,000,000	0	30,822
Banc of America Securities LLC.....	750,000	750,000	0	5,779
Bancroft Convertible Fund, Inc.....	1,000,000	1,000,000	0	7,705
Bankers Life Insurance Company of New York.....	145,000	145,000	0	1,117
Bankers Trust Company as Trustee for DaimlerChrysler Corp. EMP #1 Pension Plan DTD 4/1/89.....	9,030,000	9,030,000	0	69,581
Bay County PERS.....	235,000	235,000	0	1,810
Bear, Stearns & Co., Inc.....	20,000,000	20,000,000	0	154,112

Name -----	Amount Of Notes Owned Before Offering -----	Amount Of Notes That May Be Sold -----	Shares Of Common Stock Owned Before Offering -----	Shares That May Be Sold -----
Black Diamond Offshore, Ltd.....	3,272,000	3,272,000	0	25,212
Blue Cross Blue Shield of Florida.....	1,500,000	1,500,000	0	11,558
Boston Medical Center.....	100,000	100,000	0	770
C & H Sugar Company, Inc.....	200,000	200,000	0	1,541
California State Automobile Association Inter- Insurance.....	1,400,000	1,400,000	0	10,787
CALAMOS Convertible Technology Fund - CALAMOS Investment Trust.....	50,000	50,000	0	385
CFFX, LLC.....	4,500,000(3)	2,000,000	0	15,411
CGU Life Insurance Company of America.....	1,500,000	1,500,000	0	11,558
CIBC World Markets International Arbitrage Corp... CPA II.....	30,000,000 350,000	30,000,000 350,000	0 0	231,168 2,696
CWA/ITU Negotiated Pension Plan.....	350,000	350,000	0	2,696
Caisse Des Depots Et Consignations Paris.....	3,000,000	3,000,000	0	23,116
CapitalCare, Inc.....	40,000	40,000	0	308
CareFirst of Maryland, Inc.....	175,000	175,000	0	1,348
Chase Manhattan International.....	22,500,000	22,500,000	0	173,376
Christiana Care Health Services.....	175,000	175,000	0	1,348
Christiana Care Health Services Retirement Trust.. Christiana Care Health Services Self Insurance Reserve Fund.....	125,000 175,000	125,000 175,000	0 0	963 1,348
City of Birmingham Retirement & Relief System.....	1,015,000	1,015,000	0	7,821
City of New Bedford Retirement System.....	100,000	100,000	0	770
City of Worcester Retirement System.....	150,000	150,000	0	1,155
Clinton Mansfield Convertible Portfolio Limited... Conseco Annuity Assurance Company-Multi-Bucket Annuity Convertible Bond Fund.....	4,000,000 6,500,000	4,000,000 6,500,000	0 0	30,822 50,086
Conseco Fund Group--Convertible Securities Fund... Cornell University Endowment.....	1,500,000 400,000	1,500,000 400,000	0 0	11,558 3,082
Credit Suisse First Boston Corporation.....	35,315,000	35,315,000	0	272,123
Curtiss-Wright Retirement Plan.....	100,000	100,000	0	770
D.E. Shaw Investments, L.P.....	2,200,000	2,200,000	0	16,952
D.E. Shaw Valence, L.P.....	8,800,000	8,800,000	0	67,809
Delaware PERS.....	2,655,000	2,655,000	0	20,458
Deephaven Domestic Convertible Trading Ltd.....	30,000,000	30,000,000	0	231,168
Deutsche Bank Securities Inc.....	125,500,000	125,500,000	0	967,052
Double Black Diamond Offshore, LDC.....	13,526,000	13,526,000	0	104,225
Dow Corning Retirement Plan.....	400,000	400,000	0	3,082
El Paso County Retirement Plan.....	125,000	125,000	0	963
El Pomar Foundation.....	250,000	250,000	0	1,926
Elf Aquitaine.....	325,000	325,000	0	2,504
Ellsworth Convertible Growth and Income Fund, Inc. Engineers Joint Pension Fund.....	1,000,000 697,000	1,000,000 697,000	0 0	7,705 5,370
Ensign Peak Advisors.....	425,000	425,000	0	3,274
Entergy Services, Inc.....	125,000	125,000	0	963
Erie Indemnity Company.....	1,500,000	1,500,000	0	11,558
Erie Insurance Exchange.....	2,000,000	2,000,000	0	15,411
F.R. Convertible Securities Fund.....	120,000	120,000	0	924
Fairfax County.....	250,000	250,000	0	1,926

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
Firemen's Annuity & Benefit Fund of Chicago.....	200,000	200,000	0	1,541
First Republic Bank.....	115,000	115,000	0	886
Forest Alternative Strategies Fund II LP ASM.....	100,000	100,000	0	770
Forest Fulcrum Fund L.P.....	1,250,000	1,250,000	0	9,632
Forest Global Convertible Fund A-5.....	5,400,000	5,400,000	0	41,610
Franklin and Marshall College.....	600,000	600,000	0	4,623
FreeState Health Plan, Inc.....	45,000	45,000	0	346
Gaia Offshore Master Fund Ltd.....	5,000,000	5,000,000	0	38,528
Goldman, Sachs & Co.....	43,940,000 (4)	33,940,000	0	261,528
Granville Capital Corporation.....	77,315,000	77,315,000	0	595,758
Great-West Life & Annuity Insurance Company.....	10,000,000	10,000,000	0	77,056
Group Hospitalization and Medical Services, Inc.....	200,000	200,000	0	1,541
Gryphon Domestic III, LLC.....	10,900,000	10,900,000	0	83,991
Hawaiian Airlines Pension Plan for Salaried Employees.....	15,000	15,000	0	115
Hawaiian Airlines Pilots Retirement Plan.....	120,000	120,000	0	924
Hawaiian Airlines Employees Pension Plan--IAM.....	60,000	60,000	0	462
Healthcare Underwriters Mutual Insurance Company.....	800,000	800,000	0	6,164
Highbridge International LLC.....	36,500,000	36,500,000	0	281,254
IBM Pension Plan.....	1,450,000	1,450,000	0	11,173
IBM Transition.....	1,450,000	1,450,000	0	11,173
ICI American Holdings Trust.....	1,235,000	1,235,000	0	9,516
IL Annuity & Insurance Company.....	61,000,000	61,000,000	0	470,041
Investcorp-SAM Fund Limited.....	11,600,000	11,600,000	0	89,384
Island Holdings.....	60,000	60,000	0	462
Island Insurance Convertible Account.....	225,000	225,000	0	1,733
JC Penney Insurance Co. Group.....	1,000,000	1,000,000	0	7,705
JMG Capital Partners, LP.....	18,500,000	18,500,000	0	142,553
JMG Triton Offshore Fund, Ltd.....	1,500,000	1,500,000	0	11,558
J.P. Morgan Securities, Inc.....	30,219,000	30,219,000	0	232,855
Jefferies & Company, Inc.....	800,000	800,000	0	6,164
Jersey (IMA) Ltd.....	2,000,000	2,000,000	0	15,411
Julius Baer Securities, Inc.....	1,370,000	1,370,000	0	10,556
KBC Financial Products, Inc.....	11,000,000	11,000,000	0	84,761
Kerr-McGee Corporation.....	925,000	925,000	0	7,127
Key Asset Management, Inc. as Agent for Gencorp Foundation..	60,000	60,000	0	462
Key Asset Management, Inc. as Agent for the Charitable Convertible Securities Fund.....	1,551,000	1,551,000	0	11,951
Key Asset Management, Inc. as Agent for the Charitable Income Fund.....	265,000	265,000	0	2,041
Key Asset Management, Inc. as Agent for the EB Convertible Securities Fund.....	1,650,000	1,650,000	0	12,714
Key Asset Management, Inc. as Agent for the Field Foundation of Illinois.....	75,000	75,000	0	577
Key Asset Management, Inc. as Agent for the Key Trust Convertible Securities Fund.....	300,000	300,000	0	2,311
Key Asset Management, Inc. as Agent for the Key Trust Fixed Income Fund.....	415,000	415,000	0	3,197

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
Key Asset Management, Inc. as Investment Manager for the California State Automobile Inter-Insurance	530,000	530,000	0	4,083
Key Asset Management, Inc. as Investment Manager for California State Automobile Retirement Pension.....	110,000	110,000	0	847
Key Asset Management, Inc. as Investment Manager for the Health Foundation of Greater Cincinnati....	235,000	235,000	0	1,810
Key Asset Management, Inc. as Investment Manager for the Potlatch-First Trust Company of St. Paul...	1,050,000	1,050,000	0	8,090
LLT Limited.....	250,000	250,000	0	1,926
Lehman Brothers, Inc.....	28,552,000	28,552,000	0	220,010
Lemanik Sicav Convertible Bond.....	100,000	100,000	0	770
Libertyview Funds, LP.....	6,000,000	6,000,000	0	46,233
Lipper Convertibles, L.P.....	12,867,000	12,867,000	0	99,147
Lipper Convertibles Series II, L.P.....	2,000,000	2,000,000	0	15,411
Lipper Offshore Convertibles, L.P.....	1,500,000	1,500,000	0	11,558
Loomis Sayles Bond Fund.....	1,000,000	1,000,000	0	7,705
Lucent Technologies Master Pension Trust.....	550,000	550,000	0	4,238
Lutheran Brotherhood.....	6,000,000	6,000,000	13,430	46,233
Lydian Overseas Partners Master Fund.....	68,500,000	68,500,000	0	527,833
Lyxor Master Fund c/o Forest Investment Management, L.L.C.....	2,000,000	2,000,000	0	15,411
MAG Mutual Insurance Company.....	300,000	300,000	0	2,311
MFS Total Return Fund.....	1,160,000	1,160,000	0	8,938
Maine State Retirement System.....	600,000	600,000	0	4,623
Man Convertible Bond Master Fund, Ltd.....	2,522,000	2,522,000	0	19,433
Maxim Corporate Bond Fund.....	750,000	750,000	0	5,779
McMahan Securities Co. L.P.....	162,000	162,000	0	1,248
Medical Liability Mutual Insurance Company.....	27,500,000	27,500,000	15,500	211,904
Merrill Lynch International Ltd.....	10,000,000	10,000,000	0	77,056
Merrill Lynch Pierce Fenner & Smith, Inc.....	300,000	300,000	0	2,311
MetLife Separate Account 235.....	500,000	500,000	0	3,852
Morgan Stanley & Co.....	10,928,000	10,928,000	0	84,206
Morgan Stanley Dean Witter Convertible Securities Trust.....	3,500,000	3,500,000	0	26,969
Museum of Fine Arts, Boston.....	44,000	44,000	0	339
Nalco Chemical Company.....	390,000	390,000	0	3,005
Nashville Electric Service.....	250,000	250,000	0	1,926
NCMIC Insurance Company.....	300,000	300,000	1,500	2,311
New York Life Insurance Company.....	7,000,000	7,000,000	0	53,939
New York State Electric & Gas Corp. Retirement Benefit Plan.....	550,000	550,000	0	4,238
Nicholas Applegate CBO I Limited.....	2,000,000	2,000,000	0	15,411
Nicholas Applegate Investment Grade Convertible....	28,000	28,000	0	215
Nike, Inc. Profit Sharing Plan.....	50,000	50,000	0	385
NORCAL Mutual Insurance Company.....	225,000	225,000	0	1,733
Northern Income Equity Fund.....	2,000,000	2,000,000	0	15,411
Nstar (Boston Edison) Union Medical VEBA.....	100,000	100,000	0	770
Nuclear Electric Insurance Ltd.....	775,000	775,000	0	5,971
OHIC Insurance Company.....	600,000	600,000	0	4,623
Oppenheimer Convertible Securities Fund.....	12,000,000	12,000,000	0	92,467

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Oxford, Lord Abbett & Co.....	2,200,000	2,200,000	0	16,952
Paloma Securities L.L.C.....	3,500,000	3,500,000	11,800	26,969
Parker-Hannifin Corporation.....	81,000	81,000	0	624
Pell Rudman Trust Company.....	4,335,000	4,335,000	534,052	33,403
Penn Treaty Network America Insurance Company.....	730,000	730,000	0	5,625
Pension Reserves Investment Trust.....	800,000	800,000	0	6,164
Peoples Benefit Life Insurance Company (Teamsters Separate Account).....	5,000,000	5,000,000	0	38,528
Physicians' Reciprocal Insurers Account #7.....	1,000,000	1,000,000	0	7,705
PIMCO Convertible Fund.....	3,200,000	3,200,000	0	24,657
PRIM Board.....	4,500,000	4,500,000	0	34,675
Primerica Life Insurance Company.....	2,226,000	2,226,000	0	17,152
ProMutual.....	162,000	162,000	0	1,248
Putnam Asset Allocation Funds--Balanced Portfolio.....	332,000	332,000	0	2,558
Putnam Asset Allocation Funds--Conservative Portfolio.....	199,000	199,000	0	1,533
Putnam Convertible Opportunities and Income Trust..	109,000	109,000	0	839
Quattro Fund, LLC.....	3,000,000	3,000,000	0	23,116
Queen's Health Plan.....	45,000	45,000	0	346
RET Pension Plan of the California State Automobile Association.....	400,000	400,000	0	3,082
Radian Guaranty, Inc.....	1,300,000	1,300,000	0	10,017
Reliant Energy Retirement Plan.....	150,000	150,000	0	1,155
Rhapsody Fund, LP.....	13,000,000	13,000,000	0	100,172
Robertson Stephens.....	14,800,000	14,800,000	0	114,042
Rohm & Haas Company Pension Fund.....	100,000	100,000	0	770
Royal Bank of Canada.....	17,000,000	17,000,000	157,230	130,995
SG Cowen Securities Corp.....	22,500,000	22,500,000	0	173,376
Salomon Brothers Asset Management, Inc.....	9,550,000	9,550,000	0	73,588
Salomon Smith Barney Inc.....	2,000,000	2,000,000	0	15,411
South Dakota Retirement System.....	6,000,000(5)	3,000,000	96,900	23,116
Southern Farm Bureau Life Insurance.....	1,530,000	1,530,000	0	11,789
St. Albans Partners Ltd.....	5,000,000	5,000,000	0	38,528
St. Thomas Trading, Ltd.....	4,138,000	4,138,000	0	31,885
Starvest Combined Portfolio.....	1,260,000	1,260,000	0	9,709
Starvest Managed Portfolio.....	140,000	140,000	0	1,078
State of Oregon/Equity.....	7,450,000	7,450,000	0	57,406
State of Oregon/SAIF Corporation.....	5,350,000	5,350,000	0	41,224
State Street Bank as Custodian for GE Pension Trust	4,465,000	4,465,000	0	34,405
Sun America Style Select Series Equity Income.....	450,000	450,000	0	3,467
Target Corporation.....	350,000	350,000	0	2,696
Teachers Insurance and Annuity Association.....	9,000,000	9,000,000	0	69,350
Thomas Weisel Partners LLC.....	24,275,000	24,275,000	94,200	187,053
Thrivent Financial for Lutherans (f/k/a Aid Association for Lutherans).....	2,000,000	2,000,000	0	15,411
Tokai Asia Limited.....	5,000,000	5,000,000	0	38,528
Toronto Dominion (New York), Inc.....	39,000,000	39,000,000	0	300,518
Transamerica Life Insurance and Annuity Company.....	7,000,000	7,000,000	0	53,939

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
The Travelers Indemnity Company.....	7,223,000	7,223,000	0	55,657
The Travelers Insurance Company--Life.....	3,772,000	3,772,000	0	29,065
The Travelers Insurance Company Separate Account TLAC.....	428,000	428,000	0	3,297
The Travelers Life and Annuity Company.....	451,000	451,000	0	3,475
Travelers Series Convertible Bond Portfolio....	600,000	600,000	0	4,623
Travelers Series Managed Assets Trust.....	300,000	300,000	0	2,311
UBFAM Arbitrage Fund Ltd.....	1,000,000	1,000,000	0	7,705
UBS AG, London Branch.....	27,500,000	27,500,000	0	211,904
UBS Warburg LLC.....	200,000	200,000	0	1,541
U.S. Olympic Foundation.....	200,000	200,000	0	1,541
United Food and Commercial Workers Tri-State Pension Fund.....	150,000	150,000	0	1,155
United Healthcare Insurance Company.....	2,000,000	2,000,000	0	15,411
University of Rochester.....	41,000	41,000	0	315
The Virginia Insurance Reciprocal.....	500,000	500,000	0	3,852
Value Line Convertible Fund, Inc.....	1,000,000	1,000,000	0	7,705
Van Kampen Harbor Fund.....	8,100,000	8,100,000	5,003,250(6)	62,415
Victory Capital Management as Trustee for Parker Key/Convertible Fund.....	81,000	81,000	0	624
WM Short Term Income Fund.....	4,000,000	4,000,000	0	30,822
WM Variable Trust Short Term Income Fund.....	1,500,000	1,500,000	0	11,558
The Whitaker Foundation.....	150,000	150,000	0	1,155
White River Securities, L.L.C.....	20,000,000	20,000,000	0	154,112
Worldwide Transactions, Ltd.....	702,000	702,000	0	5,409
Zeneca AG Products, Inc.....	221,000	221,000	0	1,702
Zeneca Holdings Trust.....	940,000	940,000	0	7,243
Zola Partners L.P.....	1,500,000	1,500,000	0	11,558

- (1) Allstate Life Insurance Company is a subsidiary of Allstate Insurance Company.
- (2) Includes 169,500 shares of common stock held by Allstate Insurance Company, 14,100 shares of common stock held by Allstate Life Insurance Company, and 92,500 shares of common stock held by affiliates of Allstate Insurance Company and Allstate Life Insurance Company.
- (3) Includes \$2,500,000 principal amount of registered notes that CFFX, LLC has purchased on the open market. These notes are not being offered by this prospectus.
- (4) Includes \$10,000,000 principal amount of registered notes that Goldman, Sachs & Co. has purchased on the open market. These notes are not being offered by this prospectus.
- (5) Includes \$3,000,000 principal amount of registered notes that South Dakota Retirement System has purchased on the open market. These notes are not being offered by this prospectus.
- (6) All of these shares of common stock are held by entities affiliated with Van Kampen Harbor Fund.

The date of this Prospectus Supplement is December 19, 2002.