FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL							
OMB Number:	3235-0287						
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1. Name and Address of Reporting Person [*] MCDONOUGH JOSEPH E			2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC</u> [ADI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) P.O. BOX 9106 THREE TECHN		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2008	- X	Officer (give title below) VP, FINANCE	Other (specify below) & CFO		
(Street) NORWOOD MA 02062-9106		02062-9106 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing Form filed by One Rep Form filed by More tha Person	orting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	tr. 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 ar				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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Comm Stock-\$.16-2/3 value	06/03/2008		М		40,000	A	\$19.89	43,756	D	
Comm Stock-\$.16-2/3 value	06/03/2008		S		600	D	\$35.27	43,156	D	
Comm Stock-\$.16-2/3 value	06/03/2008		S		1,300	D	\$35.26	41,856	D	
Comm Stock-\$.16-2/3 value	06/03/2008		S		3,000	D	\$35.23	38,856	D	
Comm Stock-\$.16-2/3 value	06/03/2008		S		15,800	D	\$35.24	23,056	D	
Comm Stock-\$.16-2/3 value	06/03/2008		S		19,300	D	\$35.25	3,756	D	
Comm Stock-\$.16-2/3 value								1,375	I	By Daughter
Comm Stock-\$.16-2/3 value								1,375	I	By Daughter 2
Comm Stock-\$.16-2/3 value - 401(k)								6,207	I	In ADI's 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date, 5. Number 6. Date Exercisable and Expiration Date 7. Title and Amount 8. Price of Derivative 9. Number of 10. Ownership 11. Nature 2. Conversion Transaction of of Securities derivative of Indirect Underlying Derivative Security (Instr. 3 and Security (Instr. 3) or Exercise Price of Securities Beneficially Form: Direct (D) (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative (Month/Day/Year) Security (Instr. 5) Beneficial Securities Ownership Acquired (A) or Disposed 4) Derivative Owned or Indirect (Instr. 4) Following Reported (I) (Instr. 4) Security of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Exercisable Expiration Date Shares Code v (A) (D) Title Non Qualified Comm Stock \$19.89 06/03/2008 09/24/2004⁽¹⁾ 40,000 40.000 D Μ 40.000 09/24/2012 Stock-\$.16-\$<mark>0</mark> Option 2/3 value (right to buy)

Explanation of Responses:

1. -- This is a vesting schedule. 25% vests two, three, four and five years from grant date.

Remarks:

By: FRANCIS SARRO,

<u>Assistant Treasurer, Attny In</u> <u>Fact</u> 06/04/2008

Date

** Signature of Reporting Person

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.