

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Brennan Seamus M.</u> (Last) (First) (Middle) P.O. BOX 9106 THREE TECHNOLOGY WAY (Street) NORWOOD MA 02062-9106 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANALOG DEVICES INC [ADI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 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
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		6,545		(1)	09/28/2011	Comm Stock-\$16-2/3 value	6,545	\$0 ⁽¹⁾	6,545	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		2,941		(2)	09/28/2011	Comm Stock-\$16-2/3 value	2,941	\$0 ⁽²⁾	9,486	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		932		(3)	09/28/2011	Comm Stock-\$16-2/3 value	932	\$0 ⁽³⁾	10,418	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		169		(4)	09/28/2011	Comm Stock-\$16-2/3 value	169	\$0 ⁽⁴⁾	10,587	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		166		(5)	09/28/2011	Comm Stock-\$16-2/3 value	166	\$0 ⁽⁵⁾	10,753	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		11,333		(6)	09/28/2014	Comm Stock-\$16-2/3 value	11,333	\$0 ⁽⁶⁾	11,333	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		8,000		(7)	09/28/2014	Comm Stock-\$16-2/3 value	8,000	\$0 ⁽⁷⁾	19,333	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		6,800		(8)	09/28/2014	Comm Stock-\$16-2/3 value	6,800	\$0 ⁽⁸⁾	26,133	D	

**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)	\$28.02	09/28/2009		A		317		(9)	09/28/2014		Comm Stock-\$.16-2/3 value	317	\$0 ⁽⁹⁾	26,450	D	
Non-Qualified Stock Option (right to buy)	\$28.02	09/28/2009		A		141		(10)	09/28/2014		Comm Stock-\$.16-2/3 value	141	\$0 ⁽¹⁰⁾	26,591	D	
Non-Qualified Stock Option (right to buy)	\$39.06	09/28/2009		D			2,564		07/18/2002 ⁽¹¹⁾	07/18/2011	Comm Stock-\$.16-2/3 value	2,564	\$0 ⁽³⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$44.5	09/28/2009		D			25,000		11/10/2003 ⁽¹²⁾	12/10/2010	Comm Stock-\$.16-2/3 value	25,000	\$0 ⁽²⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$36.62	09/28/2009		D			467		05/31/2004 ⁽¹³⁾	05/31/2012	Comm Stock-\$.16-2/3 value	467	\$0 ⁽⁴⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$41.05	09/28/2009		D			18,000		01/22/2005 ⁽¹²⁾	01/22/2012	Comm Stock-\$.16-2/3 value	18,000	\$0 ⁽¹⁴⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$37.38	09/28/2009		D			458		06/02/2005 ⁽¹³⁾	06/02/2013	Comm Stock-\$.16-2/3 value	458	\$0 ⁽⁵⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$37.04	09/28/2009		D			476		07/30/2005 ⁽¹⁵⁾	06/01/2015	Comm Stock-\$.16-2/3 value	476	\$0 ⁽⁹⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$48.41	09/28/2009		D			354		06/01/2006 ⁽¹³⁾	06/01/2014	Comm Stock-\$.16-2/3 value	354	\$0 ⁽¹⁰⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$39.44	09/28/2009		D			12,000		12/06/2006 ⁽¹⁶⁾	12/06/2015	Comm Stock-\$.16-2/3 value	12,000	\$0 ⁽⁷⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$45.27	09/28/2009		D			17,000		12/10/2006 ⁽¹²⁾	12/10/2013	Comm Stock-\$.16-2/3 value	17,000	\$0 ⁽⁸⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$37.7	09/28/2009		D			17,000		12/07/2007 ⁽¹²⁾	12/07/2014	Comm Stock-\$.16-2/3 value	17,000	\$0 ⁽⁶⁾	0	D	

Explanation of Responses:

- On September 28, 2009, as part of the Option Exchange, the issuer cancelled, pursuant to the issuer's stockholder approved option exchange program (the "Option Exchange"), an option granted to the reporting person on January 22, 2002, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 6,545 shares with an exercise price of \$28.02 that vests in full on the first anniversary of the date of grant.
- On September 28, 2009, the issuer cancelled an option granted to the reporting person on November 10, 2000, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 2,941 shares with an exercise price of \$28.02 that vests in full on the first anniversary of the date of grant.
- On September 28, 2009, the issuer cancelled an option granted to the reporting person on July 18, 2001, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 932 shares with an exercise price of \$28.02 that vests in full on the first anniversary of the date of grant.
- On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on May 31, 2002, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 169 shares with an exercise price of \$28.02 that vests in full on the first anniversary of the date of grant.
- On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on June 2, 2003, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 166 shares with an exercise price of \$28.02 that vests in full on the first anniversary of the date of grant.
- On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on December 7, 2004. In exchange for the cancelled option, the reporting person received an option for 11,333 shares with an exercise price of \$28.02 that vests in three equal annual installments from the grant date.

7. On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on December 6, 2005, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 8,000 shares with an exercise price of \$28.02 that vests in three equal annual installments from the grant date.
8. On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on December 10, 2003, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 6,800 shares with an exercise price of \$28.02 that vests in three equal annual installments from the grant date.
9. On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on June 1, 2005, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 317 shares with an exercise price of \$28.02 that vests in three equal annual installments from the grant date.
10. On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on June 1, 2004, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 141 shares with an exercise price of \$28.02 that vests in three equal annual installments from the grant date.
11. This option vested in two equal installments on the first and second anniversary of the grant date.
12. This option provided for vesting in three equal annual installments on the third, fourth and fifth anniversary of the grant date.
13. This option vested in full on the second anniversary of the grant date.
14. On September 28, 2009, as part of the Option Exchange, the issuer cancelled an option granted to the reporting person on January 22, 2002, which had vested in full. In exchange for the cancelled option, the reporting person received an option for 6,545 shares with an exercise price of \$28.02 that vests in full on the first anniversary of the date of grant.
15. This option vested in full on July 30, 2005.
16. This option provides for vesting in five equal annual installments on the first five anniversaries of the grant date.

Remarks:

By: FRANCIS SARRO,
Assistant Treasurer, Attny In
Fact

09/30/2009

** 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.

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