

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>STATA RAY</b> <hr/> (Last) (First) (Middle) <b>PO BOX 9106</b> <b>THREE TECHNOLOGY WAY</b> <hr/> (Street) <b>NORWOOD MA 020629106</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>ANALOG DEVICES INC [ ADI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHAIRMAN OF THE BOARD</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>03/14/2007</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Comm Stock-\$.16-2/3 value	03/14/2007		M		86,668	A	\$7.37	997,040	D	
Comm Stock-\$.16-2/3 value								1,108,709	I	By Mrs. Stata Directly
Comm Stock-\$.16-2/3 value								400,277	I	By Mrs. Stata Tr FBO Mr. Stata's Chldrn
Comm Stock-\$.16-2/3 value								2,487,588	I	Co-Trustees
Comm Stock-\$.16-2/3 value - 401(k)								2,295	I	In ADI's 401(k) Plan <sup>(1)</sup>

**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)	\$7.37	03/14/2007		M		86,668		09/08/2001 <sup>(2)</sup>	03/22/2007	Comm Stock-\$.16-2/3 value	86,668	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2001	01/15/2008	Comm Stock-\$.16-2/3 value	113,334		113,334	D	
Non-Qualified Stock Option (right to buy)	\$28.75							11/30/2002	12/30/2009	Comm Stock-\$.16-2/3 value	200,000		200,000	D	
Non-Qualified Stock Option (right to buy)	\$44.5							11/10/2003	12/10/2010	Comm Stock-\$.16-2/3 value	150,000		150,000	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)	\$39.06							07/18/2002 <sup>(3)</sup>	07/18/2011	Comm Stock-\$.16-2/3 value	3,913		3,913	D	
Non-Qualified Stock Option (right to buy)	\$41.05							01/22/2005 <sup>(2)</sup>	01/22/2012	Comm Stock-\$.16-2/3 value	100,000		100,000	D	
Non-Qualified Stock Option (right to buy)	\$19.89							09/24/2004 <sup>(4)</sup>	09/24/2012	Comm Stock-\$.16-2/3 value	75,000		75,000	D	
Non-Qualified Stock Option (right to buy)	\$45.27							12/10/2006 <sup>(2)</sup>	12/10/2013	Comm Stock-\$.16-2/3 value	50,000		50,000	D	
Non-Qualified Stock Option (right to buy)	\$37.7							12/07/2007 <sup>(2)</sup>	12/07/2014	Comm Stock-\$.16-2/3 value	50,000		50,000	D	
Non-Qualified Stock Option (right to buy)	\$39.44							12/06/2006 <sup>(5)</sup>	12/06/2015	Comm Stock-\$.16-2/3 value	40,000		40,000	D	
Non-Qualified Stock Option (right to buy)	\$33.41							01/04/2008 <sup>(5)</sup>	01/04/2017	Comm Stock-\$.16-2/3 value	40,000		40,000	D	

**Explanation of Responses:**

- The number of shares being held in the reporting person's 401(k) account has been determined by dividing the participant's unit value in the fund by the value of the issuer's stock.
- This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- This is a vesting schedule. 50% vests one and two years from grant date.
- This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- This is a vesting schedule. 20% vests one, two, three, four and five years from grant date.

By: WILLIAM A. MARTIN,      03/15/2007  
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.**