



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**Analog Devices, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Massachusetts**

(State or other jurisdiction of  
incorporation or organization)

**One Technology Way, Norwood, MA**  
(Address of principal executive offices)

**04-2348234**

(I.R.S. Employer  
Identification No.)

**02062-9106**  
(Zip Code)

**Analog Devices, Inc.  
2006 Stock Incentive Plan**  
(Full Title of the Plan)

**Margaret K. Seif  
One Technology Way  
Norwood, MA 02062**

(Name and Address of Agent For Service)

**(781) 329-4700**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.16 2/3 par value per share	15,285,735 shares (2)	\$18.72(3)	\$286,072,531(3)	\$ 11,243

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) 9,244,623 of these shares were previously registered pursuant to a registration statement filed on Form S-8 (File No. 333-75170) (the "2001 Registration Statement") filed by the Registrant on December 14, 2001 in connection with the Registrant's 2001 Broad-Based Stock Option Plan (the "2001 Plan"). The Registrant is transferring such 9,244,623 shares (the "2001 Carryover Shares") from the 2001 Registration Statement and has filed a Post-Effective Amendment No. 1 to the 2001 Registration Statement deregistering such shares in connection with such transfer. The 2001 Carryover Shares were previously subject to awards granted under the 2001 Plan, which awards have been cancelled or expired. Under the terms of the shareholder-approved 2006 Stock Incentive Plan (the "2006 Plan"), the 2001 Carryover Shares became automatically available for issuance under the 2006 Plan. 6,041,112 of these shares were originally registered pursuant to a registration statement on Form S-8 (File No. 333-40222) (the "1998 Registration Statement") filed by the Registrant on June 27, 2000 in connection with the Registrant's 1998 Stock Option Plan (the "1998 Plan"). The Registrant is transferring such 6,041,112 shares (the "1998 Carryover Shares") from the 1998 Plan and has filed a Post-Effective Amendment No. 1 to the 1998 Registration Statement deregistering such shares in connection with such transfer. The 1998 Carryover Shares were previously subject to awards granted under the 1998 Plan, which awards have been cancelled or expired. Under the terms of the 2006 Plan, the 1998 Carryover Shares became automatically available for issuance under the 2006 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on December 12, 2008.

## **TABLE OF CONTENTS**

### PART I

Item 1. Plan Information

### PART II

Item 5. Interests of Named Experts and Counsel

SIGNATURES

INDEX TO EXHIBITS

EX-5 Opinion of Wilmer Cutler Pickering Hale and Dorr LLP

EX-23.2 Consent of independent registered public accounting firm

---

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**  
**STATEMENT OF INCORPORATION BY REFERENCE**

Except as otherwise set forth below, this registration statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-132409 filed by the Registrant on March 14, 2006, relating to the Registrant's 2006 Stock Incentive Plan.

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP ("WilmerHale") has opined as to the legality of the securities being offered by this registration statement. Certain of the attorneys at WilmerHale own shares of Analog Devices, Inc.'s common stock.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Norwood, Massachusetts, on this 19th day of December, 2008.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman  
Jerald G. Fishman  
President and Chief Executive Officer  
(Principal Executive Officer)

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman, Joseph E. McDonough and Margaret K. Seif and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<i>Name</i>	<i>Title</i>	<i>Date</i>
/s/ Ray Stata Ray Stata	Chairman of the Board	December 19, 2008
/s/ Jerald G. Fishman Jerald G. Fishman	President, Chief Executive Officer and Director (Principal Executive Officer)	December 19, 2008
/s/ Joseph E. McDonough Joseph E. McDonough	Vice President-Finance and Chief Financial Officer (Principal Financial Officer)	December 19, 2008
/s/ Seamus Brennan Seamus Brennan	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	December 19, 2008
/s/ James A. Champy James A. Champy	Director	December 19, 2008

Table of Contents

<i>Name</i>	<i>Title</i>	<i>Date</i>
/s/ John L. Doyle John L. Doyle	Director	December 19, 2008
/s/ John C. Hodgson John C. Hodgson	Director	December 19, 2008
/s/ Yves-Andre Istel Yves-Andre Istel	Director	December 19, 2008
/s/ Neil Novich Neil Novich	Director	December 19, 2008
/s/ F. Grant Saviers F. Grant Saviers	Director	December 19, 2008
/s/ Kenton J. Sicchitano Kenton J. Sicchitano	Director	December 19, 2008

**INDEX TO EXHIBITS**

<u>Number</u>	<u>Description</u>
4.1(1)	Restated Articles of Organization of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
5	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of independent registered public accounting firm
24	Power of attorney (included on the signature pages of this registration statement)
99.1(3)	Analog Devices, Inc. 2006 Stock Incentive Plan

- 
- (1) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 1-7819) for the quarterly period ended May 3, 2008 as filed with the Commission on May 20, 2008, and amended as described on Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) filed with the Commission on December 8, 2008, and incorporated herein by reference.
  - (2) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on December 3, 2008 and incorporated herein by reference.
  - (3) Previously filed with the Securities and Exchange Commission as Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on February 8, 2006 (File No. 1-7819), as amended, and incorporated herein by reference.

December 19, 2008

Analog Devices, Inc.  
One Technology Way  
Norwood, MA 02062-9106

Re: Analog Devices, Inc. 2006 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 15,285,735 shares of common stock, \$0.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc. a Massachusetts corporation (the "Company"), issuable under the Company's 2006 Stock Incentive Plan (the "Plan").

We have examined the Articles of Organization and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

---



Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Mark G. Borden

Mark G. Borden, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Analog Devices, Inc. 2006 Stock Incentive Plan of our reports dated November 21, 2008, with respect to the consolidated financial statements and schedule of Analog Devices, Inc. included in its Annual Report (Form 10-K) for the year ended November 1, 2008 and the effectiveness of internal control over financial reporting of Analog Devices, Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
December 15, 2008