

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 04-2348234  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

ONE TECHNOLOGY WAY  
NORWOOD, MASSACHUSETTS 02062-9106  
(Address of Principal Executive Offices) (Zip Code)

ANALOG DEVICES, INC.  
1994 DIRECTOR OPTION PLAN  
(Full title of the Plan)

PAUL P. BROUNTAS, ESQ.  
HALE AND DORR LLP  
60 STATE STREET  
BOSTON, MASSACHUSETTS 02109  
(Name and address of agent for service)

(617) 526-6000  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.16 2/3 par value share	150,000	\$31.53125(1)	\$4,729,687.50(1)	\$1,396

(1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low prices of the Registrant's Common Stock as reported by the New York Stock Exchange on March 10, 1998 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933.

## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 033-61427) filed by the Registrant on July 31, 1995, relating to the Registrant's 1994 Director Option Plan, as amended, filed as an exhibit to the Registrant's Form 10-Q for the fiscal quarter ended February 1, 1997 (File No. 001-07819).

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 the City of Norwood, Commonwealth of Massachusetts, on this 11th day of March, 1998.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman  
 -----  
 Jerald G. Fishman  
 President and Chief  
 Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman, Joseph E. McDonough, Paul P. Brontas and Mark G. Borden 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 filed herewith, and any and all amendments (including post-effective amendments) to said Registration Statement (or any other Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the Securities Act of 1933, 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 any such 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.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Jerald G. Fishman ----- Jerald G. Fishman	President, Chief Executive Officer and Director	) March 11, 1998 ) )
/s/ Ray Stata ----- Ray Stata	Chairman of the Board and Director	) March 11, 1998 ) )

/s/ Joseph E. McDonough ----- JOSEPH E. MCDONOUGH	Vice President-Finance and Chief Financial Officer	) March 11, 1998 ) )
/s/ John L. Doyle ----- JOHN L. DOYLE	Director	) March 11, 1998 ) ) ) )
/s/Charles O. Holliday, Jr. ----- CHARLES O. HOLLIDAY, Jr.	Director	) March 11, 1998 ) ) )
/s/ F. Grant Saviers ----- F. GRANT SAVIERS	Director	) March 11, 1998 ) ) )
/s/ Joel Moses ----- JOEL MOSES	Director	) March 11, 1998 ) ) )
/s/ Lester C. Thurow ----- LESTER C. THUROW	Director	) March 11, 1998 ) )

## Exhibit Index

-----

Exhibit Number	Description
-----	-----
4.1	Restated Articles of Organization of Analog Devices, Inc., as amended (incorporated herein by reference to the Registrant's Form S-8, filed on May 30, 1996)
4.2	By-Laws of the Registrant (incorporated herein by reference to the Registrant's Form 10-K, filed on January 28, 1998)
4.3	Rights Agreement, as amended, between the Registrant and The First National Bank of Boston, as Rights Agent (incorporated herein by reference to the Registrant's Form 8 filed on June 27, 1989 amending the Registration Statement on Form 8-A relating to Common Stock Purchase Rights)
4.4	Analog Devices, Inc. 1994 Director Option Plan, as amended (incorporated herein by reference to the Registrant's Form 10-Q for the fiscal quarter ended February 1, 1997)
4.5	Second Amendment to Analog Devices, Inc. 1994 Director Option Plan
5	Opinion of Hale and Dorr LLP
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP
24	Power of Attorney (included on the signature page of this Registration Statement)

Analog Devices, Inc.  
second amendment to  
1994 Director Option Plan  
-----

The 1994 Director Option Plan of Analog Devices, Inc. (the "Director Plan") is amended as follows:

1. Section 4(a) of the Director Plan is amended by increasing the maximum number of shares of Common Stock of the Corporation which may be issued thereunder by 150,000 and to reserve such additional 150,000 shares for issuance pursuant to the terms and provisions of the Director Plan.
2. Section 5(a)(iii) of the Director Plan is amended by deleting the words "first, second and third" as they appear therein so that after such deletions, it shall read as follows:

"(iii) Each such eligible director shall be granted an additional option to purchase 5,250 shares [10,500 shares at January 15, 1998, adjusted to reflect stock splits] of Common Stock upon each of the "Anniversary Dates" (as defined below) of the initial option grant to such eligible director; provided that such person is an eligible director on the applicable Anniversary Date."
3. Section 13(b) of the Director Plan is amended by deleting clause (i) as it appears therein and substituting in lieu thereof the following:

"(i) the close of business on March 31, 2001"
4. Section 4(d) of the Director Plan is deleted and the following is hereby substituted in lieu thereof:

"(d) Exercise Period. Each option shall vest and be exercisable on a cumulative basis as to one-third of the shares subject to such option on each of the first, second and third Anniversary Dates of the grant of such option; PROVIDED that, subject to the provisions of Sections 5(e) and 5(f), no option may be exercised more than 90 days after the optionee ceases to serve as a director of the Company and such option may then only be exercised for the purchase of such number of shares as were vested and exercisable at the time of such termination; PROVIDED, FURTHER, however, that if the director shall become an employee of the Company and in connection with such employment he ceases to serve as a director, all options granted to him as a director shall continue to vest during the period that he is so employed and shall be exercisable (i) no later than 90 days after such employment terminates and (ii) for the purchase of such number of shares as were vested at the time of such termination; or if such employment terminates by reason of his death or disability, such options shall be exercisable for such number of shares and for such period as is provided in Section 5(f). No option shall be exercisable after the expiration of ten (10) years from the date of grant or prior to approval of the Plan by the stockholders of the Company."

The following amendment to the 1994 Director Option Plan was adopted by the Board of directors of Analog Devices, Inc. on January 15, 1998 and approved by the stockholders on March 10, 1998.

HALE AND DORR LLP  
60 STATE STREET  
BOSTON, MA 02109  
(617) 526-6000

March 10, 1998

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

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement"), to be filed with the Securities and Exchange Commission, relating to an aggregate of 150,000 shares of Common Stock, \$.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., issuable under the Analog Devices, Inc. 1994 Director Option Plan (the "Plan").

We have examined the Restated Articles of Organization and the By-Laws of the Registrant and all amendments thereto and the Plan and have examined and relied on the originals, or copies certified to our satisfaction, of such records of meetings of the directors of the Registrant, documents and other instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below.

In examination of the foregoing documents, we have assumed (i) the genuineness of all signatures and the authenticity of all documents submitted to us as originals, (ii) the conformity to original documents of all documents submitted to us as conformed or photostatic copies, and (iii) the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing, we are of the opinion that when issued by the Registrant in the manner provided in the Plan, the Shares will be duly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

HALE AND DORR LLP

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Analog Devices, Inc. pertaining to the Analog Devices, Inc. 1994 Director Option Plan of our report dated December 2, 1997, with respect to the consolidated financial statements of Analog Devices, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended November 1, 1997 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

ERNST &amp; YOUNG LLP

Boston, Massachusetts  
March 6, 1998