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ANALOG DEVICES INC

Reported by

FISHMAN JERALD

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/19/12 for the Period Ending 03/15/12

Address	ONE TECHNOLOGY WAY NORWOOD, MA 02062
Telephone	7813294700
CIK	0000006281
Symbol	ADI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	10/31

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FORM 4

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

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
FISHMAN JERALD (Last) (First) (Middle)	**ANALOG DEVICES INC [ADI]**	__ **X** __ Director _____ 10% Owner
P.O. BOX 9106, THREE TECHNOLOGY WAY (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/15/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **PRESIDENT & CEO**
NORWOOD, MA 02062-9106 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**3/15/2012**		**M**		**10000.0000**	**A**	**$19.89**	**431348.0000**	**D**	
Comm Stock-$.16-2/3 value	**3/15/2012**		**S**		**10000.0000**	**D**	**$39.644** (1)	**421348.0000**	**D**	
Comm Stock-$.16-2/3 value	**3/16/2012**		**M**		**5000.0000**	**A**	**$19.89**	**426348.0000**	**D**	
Comm Stock-$.16-2/3 value	**3/16/2012**		**S**		**5000.0000**	**D**	**$39.89**	**421348.0000**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	**$19.89**	**3/15/2012**		**M**			**10000.0000**	**9/24/2004** (2)	**9/24/2012**	**Comm Stock-$.16-2/3 value**	**10000.0000**	**$ 0**	**85000.0000**	**D**	
Non-Qualified Stock Option (right to buy)	**$19.89**	**3/16/2012**		**M**			**5000.0000**	**9/24/2004** (2)	**9/24/2012**	**Comm Stock-$.16-2/3 value**	**5000.0000**	**$ 0**	**80000.0000**	**D**	

Explanation of Responses:

(1) These shares were disposed of in multiple transactions on March 15, 2012 at actual sales prices ranging from $39.578 to $39.710 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) This option vested in equal installments on the second, third, fourth and fifth anniversaries of the original grant date. The option was

fully vested as of September 24, 2007 in accordance with its terms.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHMAN JERALD **P.O. BOX 9106** **THREE TECHNOLOGY WAY** **NORWOOD, MA 02062-9106**	**X**		**PRESIDENT & CEO**	

Signatures

Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney **3/19/2012**

** 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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