

MARTIN WILLIAM A
Form 4
November 22, 2005

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN WILLIAM A

(Last) (First) (Middle)
PO BOX 9106, THREE TECHNOLOGY WAY
(Street)

NORWOOD, MA 020629106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
TREASURER

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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	(D)	Price
Comm Stock-\$.16-2/3 value	11/21/2005		M		6,334	A	\$ 8.12 6,334
Comm Stock-\$.16-2/3 value	11/21/2005		S		3,700	D	\$ 37.8 2,634
Comm Stock-\$.16-2/3 value	11/21/2005		S		2,634	D	\$ 37.85 0
Comm Stock-\$.16-2/3							22,072
						I	In ADI's 401(k)

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value - 401(k)

Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.12	11/21/2005		M	6,334	11/27/1998 ⁽²⁾ 11/27/2005	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽²⁾ 02/20/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 ⁽²⁾ 12/16/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 6.62					09/04/2001 ⁽²⁾ 09/04/2008	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002 ⁽²⁾ 11/30/2009	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003 ⁽²⁾ 11/10/2010	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.9					06/01/2003 ⁽³⁾ 06/01/2011	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002 ⁽⁴⁾ 07/18/2011	Comm Stock-\$.16-2 value

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- (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- (3) This is a vesting schedule. 100% vests two years from grant date.
- (4) This is a vesting schedule. 50% vests one and two years from grant date.
- (5) This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- (6) This is a vesting schedule. 100% vests on 7/30/05.

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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