ANALOG DEVICES INC

Form 4

October 11, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5
obligations
may continue.

See Instruction

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(b).

(Last)

(City)

value

1. Name and Address of Reporting Person <u>*</u> SAVIERS F GRANT

(First)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction

(Month/Day/Year)

(Month/Day/Year 10/09/2007

(Check all applicable)

X Director _____ 10% Owner _____ Officer (give title below) Other (specify below)

PO BOX 9106, THREE TECHNOLOGY WAY

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

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

NORWOOD, MA 020629106

(State)

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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Comm Stock-\$.16-2/3 value	10/09/2007		M	7,000	A	\$ 13.59	12,000	D	
Comm Stock-\$.16-2/3	10/09/2007		S	5,000	D	\$ 36.51	7,000	D	

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

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SEC 1474

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date rities (Month/Day/Year) uired or osed of r. 3, 4,		7. Title and Ame Underlying Sect (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.59	10/09/2007		M	7,000	12/10/1998(1)	12/10/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 13.44					12/10/1999(1)	12/10/2008	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 33.4					12/10/2000(1)	12/10/2009	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2001(1)	11/10/2010	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002(2)	07/18/2011	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 41.05					01/22/2003(1)	01/22/2012	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 19.89					09/24/2003(1)	09/24/2012	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.27					12/10/2004(1)	12/10/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.7					12/07/2005(1)	12/07/2014	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.44					12/06/2006(1)	12/06/2015	Comm Stock-\$.16-2 value
Non-Qualified	\$ 33.41					01/04/2008(1)	01/04/2017	Comm

Stock Option Stock-\$.16-2 (right to buy) value

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SAVIERS F GRANT PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106

X

Signatures

By: WILLIAM A. MARTIN, Attny

In Fact 10/11/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This is a vesting schedule. 33.33% vests one, two & three years from grant date.
- (2) This is a vesting schedule. 50% vests one and two years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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