

ANALOG DEVICES INC
Form 4
January 08, 2007

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 *
FISHMAN JERALD

(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)
01/04/2007

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)
PRESIDENT & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Comm Stock-\$.16-2/3 value | | | | | 33,281 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 33.41 | 01/04/2007 | | A | 250,000 | 01/04/2008 ⁽¹⁾ | 01/04/2017 | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 7.37 | | | | | 09/08/2003 ⁽²⁾ | 03/22/2007 ⁽³⁾ | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 7.37 | | | | | 09/08/2003 ⁽²⁾ | 01/15/2008 ⁽³⁾ | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 28.75 | | | | | 11/30/2002 ⁽⁴⁾ | 12/30/2009 ⁽³⁾ | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 44.5 | | | | | 11/10/2003 ⁽⁴⁾ | 12/10/2010 ⁽³⁾ | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 39.06 | | | | | 07/18/2002 ⁽⁵⁾ | 07/18/2011 | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 41.05 | | | | | 01/22/2005 ⁽⁴⁾ | 01/22/2012 | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 19.89 | | | | | 09/24/2004 ⁽⁶⁾ | 09/24/2012 | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 45.27 | | | | | 12/10/2006 ⁽⁴⁾ | 12/10/2013 | Common Stock-\$ value |
| Non-Qualified Stock Option (right to buy) | \$ 37.7 | | | | | 12/07/2007 ⁽⁴⁾ | 12/07/2014 | Common Stock-\$ value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

FISHMAN JERALD
PO BOX 9106
THREE TECHNOLOGY WAY
NORWOOD, MA 020629106

X

PRESIDENT & CEO

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact

01/05/2007

__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. 25% vests one, two, three & four years from grant date.
- (2) This is a vesting schedule. 100% vests five years from grant date.
- (3) The terms of the option provide that the option expiration date is 10 years plus 30 days from the date of grant. Prior Form 4 filings by the reporting person inadvertently reported an earlier expiration date.
- (4) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- (5) This is a vesting schedule. 50% vests one and two years from grant date.
- (6) This is a vesting schedule. 25% vests two, three, four and five 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.