

KEOGH TRACY S
Form 4
December 08, 2005

FORM 4

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

OMB APPROVAL

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

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 *
KEOGH TRACY S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2005

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

VP, HUMAN RESOURCES

PO BOX 9106, THREE TECHNOLOGY WAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORWOOD, MA 020629106

(City) (State) (Zip)

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 | | | | | 796 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 39.44 | 12/06/2005 | | A | 30,000 | 12/06/2006 ⁽¹⁾ 12/06/2015 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 32.76 | | | | | 04/28/2004 ⁽¹⁾ 04/28/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 45.27 | | | | | 12/10/2006 ⁽²⁾ 12/10/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.7 | | | | | 12/07/2007 ⁽²⁾ 12/07/2014 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.04 | | | | | 07/30/2005 ⁽³⁾ 06/01/2015 | Comm Stock-\$.16-value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEOGH TRACY S PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106 | VP, HUMAN RESOURCES | | | |

Signatures

By: WILLIAM A. MARTIN, Attny
 In Fact 12/06/2005

**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. 20% vests one, two, three, four and five years from grant date.
- (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.

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(3) 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.

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.