

ANALOG DEVICES INC
Form 8-K
March 11, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 8, 2011

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

1-7819

04-2348234

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One Technology Way, Norwood, MA

02062

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (781) 329-4700

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.Voting Results.

At the Annual Meeting of Shareholders of Analog Devices, Inc., held on March 8, 2011, the proposals listed below were submitted to a vote of our shareholders. The proposals are described in our definitive proxy statement for the annual meeting.

Proposal 1 The election of ten nominees to our Board of Directors each for a term of one year.

The ten (10) nominees named in the definitive proxy statement were elected to serve as directors until the 2012 annual meeting. Information as to the vote on each director standing for election is provided below:

| Nominee | Votes | | Votes Abstaining | Broker Non-Votes |
|----------------------|-------------|-----------|---------------------|---------------------|
| | For | Against | | |
| Ray Stata | 232,175,198 | 2,592,427 | 72,456 | 19,163,188 |
| Jerald G. Fishman | 230,978,505 | 3,751,271 | 110,305 | 19,163,188 |
| James A. Champy | 232,899,804 | 1,752,055 | 188,222 | 19,163,188 |
| John L. Doyle | 230,566,214 | 4,123,518 | 150,349 | 19,163,188 |
| John C. Hodgson | 233,590,481 | 934,126 | 315,474 | 19,163,188 |
| Yves-Andre Istel | 232,680,744 | 2,005,730 | 153,607 | 19,163,188 |
| Neil Novich | 230,971,689 | 3,592,558 | 275,834 | 19,163,188 |
| F. Grant Saviers | 230,531,685 | 4,107,753 | 200,643 | 19,163,188 |
| Paul J. Severino | 231,275,898 | 3,415,853 | 148,330 | 19,163,188 |
| Kenton J. Sicchitano | 233,766,299 | 870,525 | 203,257 | 19,163,188 |

Proposal 2 The approval of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosure in our proxy statement.

Our shareholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

| Votes For | Votes Against | Votes Abstaining | Broker Non-Votes |
|-------------|---------------|------------------|------------------|
| 190,874,220 | 42,943,626 | 1,022,235 | 19,163,188 |

Proposal 3 The determination of the frequency of the vote on our executive compensation program.

The voting results were as follows:

| 1 Year | 2 Years | 3 Years | Votes Abstaining | Broker Non-Votes |
|-------------|-----------|------------|------------------|---------------------|
| 141,178,262 | 1,666,211 | 91,015,077 | 980,531 | 19,163,188 |

Based on these results and consistent with a majority of votes cast with respect to this matter, our Board of Directors has adopted a policy to hold an annual advisory vote on executive compensation.

Proposal 4 The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 29, 2011.

The shareholders ratified the Company's selection of Ernst & Young as our independent registered public accounting firm for the fiscal year ending October 29, 2011. The voting results were as follows:

| Votes For | Votes Against | Votes Abstaining |
|------------------|----------------------|-------------------------|
| 250,417,151 | 3,305,024 | 281,094 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 11, 2011

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif
Margaret K. Seif
Vice President, General Counsel and
Secretary