

MARSHALL ROBERT R
Form 4
December 23, 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 *
MARSHALL ROBERT R

(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)
12/21/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, WORLDWIDE MFG.

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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Comm Stock-\$.16-2/3 value | 12/21/2005 | | M | | 40,000 | A | \$ 28.75 |
| | | | | | 219,004 | 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)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 28.75 | 12/21/2005 | | M | 40,000 | 11/30/2002 ⁽¹⁾ | 11/30/2009 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 44.5 | | | | | 11/10/2003 ⁽¹⁾ | 11/10/2010 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 45.9 | | | | | 06/01/2003 ⁽²⁾ | 06/01/2011 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 39.06 | | | | | 07/18/2002 ⁽³⁾ | 07/18/2011 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 41.05 | | | | | 01/22/2005 ⁽¹⁾ | 01/22/2012 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 36.62 | | | | | 05/31/2004 ⁽²⁾ | 05/31/2012 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 19.89 | | | | | 09/24/2004 ⁽⁴⁾ | 09/24/2012 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.38 | | | | | 06/02/2005 ⁽²⁾ | 06/02/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 45.27 | | | | | 12/10/2006 ⁽¹⁾ | 12/10/2013 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 48.41 | | | | | 06/01/2006 ⁽²⁾ | 06/01/2014 | Comm Stock-\$.16-value |
| Non-Qualified Stock Option (right to buy) | \$ 37.7 | | | | | 12/07/2007 ⁽¹⁾ | 12/07/2014 | Comm Stock-\$.16-value |
| Non-Qualified | \$ 37.04 | | | | | 07/30/2005 ⁽⁵⁾ | 06/01/2015 | Comm |

Stock Option
(right to buy)

Stock-\$.16-
value

Non-Qualified
Stock Option \$ 39.44
(right to buy)

12/06/2006⁽⁶⁾ 12/06/2015

Comm
Stock-\$.16-
value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSHALL ROBERT R PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106 | | | VP, WORLDWIDE MFG. | |

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact

12/21/2005

__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. 33.33% vests three, four and five years from grant date.
- (2) This is a vesting schedule. 100% vests two years from grant date.
- (3) This is a vesting schedule. 50% vests one and two years from grant date.
- (4) This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- (5) This is a vesting schedule. 100% vests on 7/30/05.
- (6) This is a vesting schedule. 20% vests one, 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.