

ANALOG DEVICES INC

Form 4

December 09, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCDONOUGH JOSEPH E

(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)

12/07/2004

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, FINANCE & CFO

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<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                     | Price                                                             |
| Comm<br>Stock-\$.16-2/3<br>value   |                                         |                                                             |                                      |                                                                            | 2,556                                                                                                              | D                                                                       |                                                                   |
| Comm<br>Stock-\$.16-2/3<br>value   |                                         |                                                             |                                      |                                                                            | 1,375                                                                                                              | I                                                                       | By<br>Daughter                                                    |
| Comm<br>Stock-\$.16-2/3<br>value   |                                         |                                                             |                                      |                                                                            | 1,375                                                                                                              | I                                                                       | By<br>Daughter<br>2                                               |
| Comm<br>Stock-\$.16-2/3            |                                         |                                                             |                                      |                                                                            | 5,800                                                                                                              | I                                                                       | In ADI's<br>401(k)                                                |

value - 401(k)

Plan <sup>(1)</sup>

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |                    |                               |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------|--------------------|-------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                     | Expiration<br>Date | Title                         |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.7                                                               | 12/07/2004                              |                                                             | A                                       | 65,000                                                                                                       |                                                                |     | 12/07/2007 <sup>(2)</sup>                            | 12/07/2014         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 28.75                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 11/30/2002 <sup>(2)</sup>                            | 11/30/2009         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 44.5                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 11/10/2003 <sup>(2)</sup>                            | 11/10/2010         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 45.9                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/01/2003 <sup>(3)</sup>                            | 06/01/2011         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 39.06                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/18/2002 <sup>(4)</sup>                            | 07/18/2011         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 41.05                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 01/22/2005 <sup>(2)</sup>                            | 01/22/2012         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 19.89                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 09/24/2004 <sup>(5)</sup>                            | 09/24/2012         | Comm<br>Stock-\$.16-<br>value |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 45.27                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/10/2006 <sup>(2)</sup>                            | 12/10/2013         | Comm<br>Stock-\$.16-<br>value |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                         |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                 | Other |
| MCDONOUGH JOSEPH E<br>PO BOX 9106<br>THREE TECHNOLOGY WAY<br>NORWOOD, MA 020629106 |               |           | VP,<br>FINANCE &<br>CFO |       |

## Signatures

By: WILLIAM A. MARTIN, Attny  
In Fact

12/07/2004

\_\_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) The number of shares being held in the reporting person's 401(k) account has been determined by dividing the participant's unit value in the fund by the value of the issuer's stock.
- (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- (3) This is a vesting schedule. 100% vests two years from grant date.
- (4) This is a vesting schedule. 50% vests one and two years from grant date.
- (5) 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.

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