

ANALOG DEVICES INC

Form 4

March 03, 2006

**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

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARTIN WILLIAM A**

(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)  
**03/02/2006**

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)

TREASURER

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 Beneficial Ownership (Instr. 4)
Comm Stock-\$.16-2/3 value	03/02/2006		M	2,000 A \$ 6.62	2,000	D	
Comm Stock-\$.16-2/3 value	03/02/2006		S	600 D \$ 38.88	1,400	D	
Comm Stock-\$.16-2/3 value	03/02/2006		S	1,400 D \$ 38.9 0		D	
Comm Stock-\$.16-2/3					22,096	I	In ADI's 401(k)

value - 401(k)

Plan (1)

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 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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.62	03/02/2006		M	2,000	09/04/2001 <sup>(2)</sup> 09/04/2008	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 <sup>(2)</sup> 02/20/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 7.37					09/08/2001 <sup>(2)</sup> 12/16/2007	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002 <sup>(2)</sup> 11/30/2009	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003 <sup>(2)</sup> 11/10/2010	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.9					06/01/2003 <sup>(3)</sup> 06/01/2011	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002 <sup>(4)</sup> 07/18/2011	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 41.05					01/22/2005 <sup>(2)</sup> 01/22/2012	Comm Stock-\$.16-2 value

Non-Qualified Stock Option (right to buy)	\$ 36.62	05/31/2004 <sup>(3)</sup>	05/31/2012	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 19.89	09/24/2004 <sup>(5)</sup>	09/24/2012	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.38	06/02/2005 <sup>(3)</sup>	06/02/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.27	12/10/2006 <sup>(2)</sup>	12/10/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 48.41	06/01/2006 <sup>(3)</sup>	06/01/2014	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.7	12/07/2007 <sup>(2)</sup>	12/07/2014	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.04	07/30/2005 <sup>(6)</sup>	06/01/2015	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 39.44	12/06/2006 <sup>(7)</sup>	12/06/2015	Comm Stock-\$.16-2 value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN WILLIAM A PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			TREASURER	

## Signatures

/s/ MARTIN,  
WILLIAM A. 03/02/2006

\_\_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.

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- (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.
- (6) This is a vesting schedule. 100% vests on 7/30/05.
- (7) 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.

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