

ANALOG DEVICES INC  
Form 4  
March 03, 2006

**FORM 4**

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

OMB APPROVAL

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

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**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 \*  
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  
 Officer (give title below)  Other (specify below)

TREASURER

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Comm Stock-\$.16-2/3 value      | 03/02/2006                           |  | M                              |   | 2,000 \$ 6.62   | 2,000  | D   |
| Comm Stock-\$.16-2/3 value      | 03/02/2006                           |  | S                              |   | 600 \$ 38.88  | 1,400  | D   |
| Comm Stock-\$.16-2/3 value      | 03/02/2006                           |  | S                              |   | 1,400 \$ 38.90  | 0  | D   |
| Comm Stock-\$.16-2/3            |                                      |  |                                |   |   | 22,096   | I In ADI's 401(k)                                     |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| MARTIN WILLIAM A<br>PO BOX 9106<br>THREE TECHNOLOGY WAY<br>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.

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