

MARSHALL ROBERT R

Form 4

December 09, 2005

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 *
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)

12/08/2005

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 ____ Other (specify
below) 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 Beneficial Ownership (Instr. 4) |
|------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Comm Stock-\$.16-2/3 value | 12/08/2005 | | M | 70,000 | A \$ 6.62 | 85,004 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | | S | 2,400 | D \$ 39.37 | 82,604 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | | S | 800 | D \$ 39.36 | 81,804 | D |
| Comm Stock-\$.16-2/3 | 12/08/2005 | | S | 100 | D \$ 39.34 | 81,704 | D |

Edgar Filing: MARSHALL ROBERT R - Form 4

value

Comm

| | | | | | | | |
|-----------------|------------|---|-----|---|---------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 100 | D | \$ 39.3 | 81,604 | D |
|-----------------|------------|---|-----|---|---------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 3,600 | D | \$ 39.29 | 78,004 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 1,000 | D | \$ 39.28 | 77,004 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-----|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 100 | D | \$ 39.21 | 76,904 | D |
|-----------------|------------|---|-----|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 1,800 | D | \$ 39.18 | 75,104 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 5,000 | D | \$ 39.17 | 70,104 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 3,500 | D | \$ 39.16 | 66,604 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 9,300 | D | \$ 39.15 | 57,304 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 2,400 | D | \$ 39.14 | 54,904 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 1,900 | D | \$ 39.13 | 53,004 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|--------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 10,000 | D | \$ 39.12 | 43,004 | D |
|-----------------|------------|---|--------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 4,900 | D | \$ 39.11 | 38,104 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|--------|---|---------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 12,400 | D | \$ 39.1 | 25,704 | D |
|-----------------|------------|---|--------|---|---------|--------|---|

value

Comm

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|---|
| Stock-\$.16-2/3 | 12/08/2005 | S | 1,000 | D | \$ 39.09 | 24,704 | D |
|-----------------|------------|---|-------|---|----------|--------|---|

value

Edgar Filing: MARSHALL ROBERT R - Form 4

| | | | | | | | |
|----------------------------------|------------|---|-------|---|-------------|--------|---|
| Comm Stock-\$.16-2/3 value | 12/08/2005 | S | 1,500 | D | \$ 39.07 | 23,204 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | S | 1,200 | D | \$ 39.06 | 22,004 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | S | 600 | D | \$ 39.05 | 21,404 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | S | 2,000 | D | \$ 39.04 | 19,404 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | S | 2,900 | D | \$ 39.03 | 16,504 | D |
| Comm Stock-\$.16-2/3 value | 12/08/2005 | S | 1,500 | D | \$ 39.02 | 15,004 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Ar Underlying Se (Instr. 3 and 4) | |
|---|---|---|---|---|--|--|--|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 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 Stock Option (right to buy) | \$ 37.04 | | | | | 07/30/2005 ⁽⁵⁾ | 06/01/2015 | Comm Stock-\$.16- value |
| Non-Qualified Stock Option (right to buy) | \$ 39.44 | | | | | 12/06/2006 ⁽⁶⁾ | 12/06/2015 | Comm Stock-\$.16- value |
| Non-Qualified Stock Option (right to buy) | \$ 6.62 | 12/08/2005 | M | 70,000 | | 09/04/2001 ⁽¹⁾ | 09/04/2008 | Comm Stock-\$.16- value |
| Non-Qualified Stock Option (right to buy) | \$ 7.37 | | | | | 09/08/2001 ⁽¹⁾ | 02/20/2007 | Comm Stock-\$.16- value |
| Non-Qualified Stock Option (right to buy) | \$ 7.37 | | | | | 09/08/2001 ⁽¹⁾ | 12/16/2007 | Comm Stock-\$.16- value |
| Non-Qualified Stock Option (right to buy) | \$ 28.75 | | | | | 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 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Edgar Filing: MARSHALL ROBERT R - Form 4

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

12/08/2005

__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.