

GIUDICE WILLIAM

Form 4

February 28, 2007

**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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GIUDICE WILLIAM**

(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)  
**02/27/2007**

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 & GEN MGR, MCRO PROD DIV**

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	02/27/2007		M	25,000 A	\$ 23.74 25,516	D	
Comm Stock-\$.16-2/3 value	02/27/2007		S	5,000 D	\$ 36.14 20,516	D	
Comm Stock-\$.16-2/3 value	02/27/2007		S	1,200 D	\$ 36.11 19,316	D	
Comm Stock-\$.16-2/3	02/27/2007		S	1,000 D	\$ 36.09 18,316	D	

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value

Comm

Stock-\$.16-2/3 02/27/2007

S

900

D

\$  
36.07

17,416

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

1,600

D

\$  
36.06

15,816

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

3,300

D

\$  
36.05

12,516

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

900

D

\$  
36.04

11,616

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

2,100

D

\$  
36.03

9,516

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

3,600

D

\$  
36.02

5,916

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

1,200

D

\$  
36.01

4,716

D

value

Comm

Stock-\$.16-2/3 02/27/2007

S

4,200

D

\$ 36.1

516

D

value

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)	\$ 23.74	02/27/2007	M	25,000	02/03/2004 <sup>(1)</sup>	02/03/2013	Comm Stock-\$.16- value
Non-Qualified Stock Option (right to buy)	\$ 37.38				06/02/2005 <sup>(2)</sup>	06/02/2013	Comm Stock-\$.16- value
Non-Qualified Stock Option (right to buy)	\$ 45.27				12/10/2006 <sup>(3)</sup>	12/10/2013	Comm Stock-\$.16- value
Non-Qualified Stock Option (right to buy)	\$ 37.7				12/07/2007 <sup>(3)</sup>	12/07/2014	Comm Stock-\$.16- value
Non-Qualified Stock Option (right to buy)	\$ 37.04				07/30/2005 <sup>(4)</sup>	06/01/2015	Comm Stock-\$.16- value
Non-Qualified Stock Option (right to buy)	\$ 39.44				12/06/2006 <sup>(1)</sup>	12/06/2015	Comm Stock-\$.16- value
Non-Qualified Stock Option (right to buy)	\$ 33.41				01/04/2008 <sup>(1)</sup>	01/04/2017	Comm Stock-\$.16- value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIUDICE WILLIAM PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			VP & GEN MGR, MCRO PROD DIV	

## Signatures

By: WILLIAM A. MARTIN, Attny  
In Fact 02/28/2007

\_\_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. 20% vests one, two, 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. 33.33% vests three, four and five years from grant date.
- (4) This is a vesting schedule. 100% vests on 7/30/05.

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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