

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**  
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### REPORTING OWNER

#### FISHMAN JERALD

CIK: **1201481**

Type: **4** | Act: **34** | File No.: **001-07819** | Film No.: **13535426**

### ISSUER

#### ANALOG DEVICES INC

CIK: **6281** | IRS No.: **042348234** | State of Incorporation: **MA** | Fiscal Year End: **1031**  
SIC: **3674** Semiconductors & related devices

Mailing Address  
*ONE TECHNOLOGY WAY  
NORWOOD MA 02062*

Business Address  
*ONE TECHNOLOGY WAY  
NORWOOD MA 02062  
7813294700*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>FISHMAN JERALD</b>			2. Issuer Name and Ticker or Trading Symbol <b>ANALOG DEVICES INC [ADI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/15/2013</b>					
P.O. BOX 9106, ONE TECHNOLOGY WAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>NORWOOD, MA 02062-9106</b>								
(City)	(State)	(Zip)						

**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	(A) or (D)	Price			
Comm Stock-\$.16-2/3 value	01/15/2013		<u>M</u>		160,000	A	\$ 0	511,348	D	
Comm Stock-\$.16-2/3 value	01/15/2013		<u>F</u>		72,403	D	\$42.02	438,945	D	
Comm Stock-\$.16-2/3 value	01/16/2013		<u>S</u> <sup>(1)</sup>		40,000	D	\$41.975 <sup>(2)</sup>	398,945	D	
Comm Stock-\$.16-2/3 value	01/17/2013		<u>S</u> <sup>(1)</sup>		20,000	D	\$42.75 <sup>(3)</sup>	378,945	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit (RSU)	<sup>(4)</sup>	01/15/2013		<u>M</u>		160,000		01/15/2013 <sup>(5)</sup>	<sup>(5)</sup>	Comm Stock-\$.16-2/3 value	160,000	\$ 0	0	D	

**Explanation of Responses:**

- These shares were disposed of in an open market sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

2. These shares were disposed of in multiple transactions on January 16, 2013 at actual sales prices ranging from \$41.720 to \$42.070 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
3. These shares were disposed of in multiple transactions on January 17, 2013 at actual sales prices ranging from \$42.500 to \$43.000 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
4. Upon the vesting date, each vested RSU automatically converted into one (1) share of common stock of the Company.
5. The Restricted Stock Units granted to the reporting person on January 15, 2010 (the "Original Grant Date") vested 100% on the third anniversary of the Original Grant Date.

### Signatures

Kevin P. Lanouette, Assistant General Counsel, by Power of Attorney

\*\* Signature of Reporting Person

01/17/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**