

KEOGH TRACY S  
Form 4  
December 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KEOGH TRACY S

2. Issuer Name and Ticker or Trading Symbol  
ANALOG DEVICES INC [ADI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
PO BOX 9106, THREE TECHNOLOGY WAY

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, HUMAN RESOURCES

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

NORWOOD, MA 020629106

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Comm Stock-\$ .16-2/3 value					796	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)**

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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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 39.44	12/06/2005		A	30,000	12/06/2006 <sup>(1)</sup> 12/06/2015	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 32.76					04/28/2004 <sup>(1)</sup> 04/28/2013	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 45.27					12/10/2006 <sup>(2)</sup> 12/10/2013	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 37.7					12/07/2007 <sup>(2)</sup> 12/07/2014	Comm Stock-\$.16-value
Non-Qualified Stock Option (right to buy)	\$ 37.04					07/30/2005 <sup>(3)</sup> 06/01/2015	Comm Stock-\$.16-value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOGH TRACY S PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			VP, HUMAN RESOURCES	

## Signatures

By: WILLIAM A. MARTIN, Attny  
In Fact 12/06/2005

\*\*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. 20% vests one, two, three, four and five years from grant date.
- (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.

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(3) 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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