

ANALOG DEVICES INC  
Form 8-K  
August 19, 2008  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 19, 2008

**Analog Devices, Inc.**

(Exact name of registrant as specified in its charter)

|  |               |                     |
|--|---------------|---------------------|
| <b>Massachusetts</b>                     | <b>1-7819</b> | <b>04-2348234</b>   |
| (State or other jurisdiction             | (Commission   | (IRS Employer       |
| of incorporation)                        | File Number)  | Identification No.) |
| <b>One Technology Way, Norwood, MA</b>   | <b>02062</b>  |                     |
| (Address of principal executive offices) | (Zip Code)    |                     |

Registrant's telephone number, including area code: (781) 329-4700

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition**

On August 19, 2008, Analog Devices, Inc. (the "Registrant") announced its financial results for its fiscal third quarter ended August 2, 2008. The full text of the press release issued by the Registrant concerning the foregoing results is furnished herewith as Exhibit 99.1.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this report, including the exhibit hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

|      |                                     |
|------|-------------------------------------|
| 99.1 | Press release dated August 19, 2008 |
|------|-------------------------------------|

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 19, 2008 ANALOG DEVICES, INC.

By: /s/ Joseph E. McDonough  
Joseph E. McDonough  
Vice President, Finance and Chief  
Financial Officer

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>                  |
|--------------------|-------------------------------------|
| 99.1               | Press release dated August 19, 2008 |