

MARTIN WILLIAM A
Form 4
August 29, 2006

FORM 4

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

OMB APPROVAL

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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 *
MARTIN WILLIAM A

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)
08/29/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

TREASURER

(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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Comm Stock-\$.16-2/3 value | 08/29/2006 | | M | A | \$ 7.37 | 1,500 | D |
| Comm Stock-\$.16-2/3 value | 08/29/2006 | | S | D | \$ 30.07 | 0 | D |
| Comm Stock-\$.16-2/3 value - 401(k) | | | | | | 22,604 | I In ADI's 401(k) Plan ⁽¹⁾ |

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

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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 Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 7.37 | 08/29/2006 | | M | 1,500 | 09/08/2001 ⁽²⁾ | 02/20/2007 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 7.37 | | | | | 09/08/2001 ⁽²⁾ | 12/16/2007 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 6.62 | | | | | 09/04/2001 ⁽²⁾ | 09/04/2008 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 28.75 | | | | | 11/30/2002 ⁽²⁾ | 11/30/2009 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 44.5 | | | | | 11/10/2003 ⁽²⁾ | 11/10/2010 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 45.9 | | | | | 06/01/2003 ⁽³⁾ | 06/01/2011 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 39.06 | | | | | 07/18/2002 ⁽⁴⁾ | 07/18/2011 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 41.05 | | | | | 01/22/2005 ⁽²⁾ | 01/22/2012 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 36.62 | | | | | 05/31/2004 ⁽³⁾ | 05/31/2012 | Comm Stock-\$.16-2 value |

| | | | | |
|---|----------|---------------------------|------------|--------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 19.89 | 09/24/2004 ⁽⁵⁾ | 09/24/2012 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 37.38 | 06/02/2005 ⁽³⁾ | 06/02/2013 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 45.27 | 12/10/2006 ⁽²⁾ | 12/10/2013 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 48.41 | 06/01/2006 ⁽³⁾ | 06/01/2014 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 37.7 | 12/07/2007 ⁽²⁾ | 12/07/2014 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 37.04 | 07/30/2005 ⁽⁶⁾ | 06/01/2015 | Comm Stock-\$.16-2 value |
| Non-Qualified Stock Option (right to buy) | \$ 39.44 | 12/06/2006 ⁽⁷⁾ | 12/06/2015 | Comm Stock-\$.16-2 value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN WILLIAM A PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106 | | | TREASURER | |

Signatures

/s/ MARTIN,
WILLIAM A. 08/29/2006

__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) The number of shares being held in the reporting person's 401(k) account has been determined by dividing the participant's unit value in the fund by the value of the issuer's stock.
 - (2) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
 - (3) This is a vesting schedule. 100% vests two years from grant date.
 - (4) This is a vesting schedule. 50% vests one and two years from grant date.

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- (5) This is a vesting schedule. 25% vests two, three, four and five years from grant date.
- (6) This is a vesting schedule. 100% vests on 7/30/05.
- (7) 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.