

ANALOG DEVICES INC  
Form S-8 POS  
June 29, 2010

As filed with the Securities and Exchange Commission on June 29, 2010

Registration No. 333-56529

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Post-Effective Amendment No. 1  
to  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
Analog Devices, Inc.  
(Exact Name of Registrant as Specified in Its Charter)**

**Massachusetts**  
*(State or other jurisdiction of  
incorporation or organization)*

**04-2348234**  
*(I.R.S. Employer  
Identification No.)*

**One Technology Way, Norwood, MA**  
*(Address of principal executive offices)*

**02062-9106**  
*(Zip Code)*

**Analog Devices, Inc.  
1998 International Employee Stock Purchase Plan**  
*(Full Title of the Plan)*

**Margaret K. Seif  
One Technology Way  
Norwood, MA 02062**

*(Name and Address of Agent For Service)*

**(781) 329-4700**

*(Telephone Number, Including Area Code, of Agent For Service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

*(Do not check if a smaller  
reporting company)*

**DEREGISTRATION OF UNSOLD SECURITIES**

Pursuant to the undertakings made by Analog Devices, Inc. (the Company ) in the Registration Statement on Form S-8 (File No. 33-56529) (the Registration Statement ) filed in connection with the Company s 1998 International Employee Stock Purchase Plan (the IESPP ), this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the remaining 199,183 unsold shares of common stock of the Company, \$0.16 2/3 par value per share, offered under the IESPP. The IESPP has terminated under its own terms.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Norwood, Massachusetts, on this 29th day of June, 2010.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman  
Jerald G. Fishman  
President and Chief Executive Officer  
(Principal Executive Officer)