

GIUDICE WILLIAM
Form 4
January 07, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GIUDICE WILLIAM

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

NORWOOD, MA 020629106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP & GEN MGR, MCRO PROD DIV

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

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	(D)	Price
Comm Stock-\$.16-2/3 value	01/07/2005		M		3,000	A	\$ 23.74
Comm Stock-\$.16-2/3 value	01/07/2005		S		3,000	D	\$ 35.75
					0		

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

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SEC 1474 (9-02)

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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)
Non-Qualified Stock Option (right to buy)	\$ 23.74	01/07/2005		M	3,000	02/03/2004 ⁽¹⁾ 02/03/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.38					06/02/2005 ⁽²⁾ 06/02/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 45.27					12/10/2006 ⁽³⁾ 12/10/2013	Comm Stock-\$.16-2 value
Non-Qualified Stock Option (right to buy)	\$ 37.7					12/07/2007 ⁽³⁾ 12/07/2014	Comm Stock-\$.16-2 value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIUDICE WILLIAM PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			VP & GEN MGR, MCRO PROD DIV	

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact

01/07/2005

**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. 100% vests two years from grant date.

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(3) This is a vesting schedule. 33.33% vests 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.

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