FULLER SAMUEL H Form 4

June 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * FULLER SAMUEL H

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

ANALOG DEVICES INC [ADI]

3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2005

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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below) VP, RESEARCH & DEVELOPMENT

TECHNOLOGY WAY

(Street)

PO BOX 9106, THREE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORWOOD, MA 020629106

(State) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

1. Title of Security (Instr. 3)

(City)

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A)

Reported Transaction(s)

(Instr. 4) (Instr. 3 and 4)

Code V Amount (D) Price

Comm

Stock-\$.16-2/3

D $1,866 \frac{(1)}{2}$

value

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

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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. Transactio Code (Instr. 8)	5. onNumber 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 Underlying Securitie (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.9					12/07/1996 <u>(2)</u>	12/07/2005	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 12.7					12/07/1997(2)	12/07/2006	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 28.75					11/30/2002(3)	11/30/2009	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 44.5					11/10/2003(3)	11/10/2010	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 39.06					07/18/2002(4)	07/18/2011	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 41.05					01/22/2005(3)	01/22/2012	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 19.89					09/24/2004(5)	09/24/2012	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 45.27					12/10/2006(3)	12/10/2013	Comm Stock-\$.16-2/3 value
Non-Qualified Stock Option (right to buy)	\$ 37.7					12/07/2007(3)	12/07/2014	Comm Stock-\$.16-2/3 value

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

FULLER SAMUEL H PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106

VP, RESEARCH & DEVELOPMENT

Signatures

By: WILLIAM A. MARTIN, Attny In Fact

06/01/2005

**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) 516 shares acquired through ADI ESPP purchase.
- (2) This is a vesting schedule. 33.33% vests one, two & three years from grant date.
- (3) This is a vesting schedule. 33.33% vests three, four and five years from grant date.
- (4) This is a vesting schedule. 50% vests one and two years from grant date.
- (5) This is a vesting schedule. 25% vests 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.

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