

SEIF MARGARET K
Form 4
January 27, 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 *
SEIF MARGARET K

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel, Secretary

PO BOX 9106, THREE TECHNOLOGY WAY

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 10	02/15/2006	A	20,000					02/15/2007 ⁽¹⁾	02/15/2016	Comm Stock-\$.16- value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIF MARGARET K PO BOX 9106 THREE TECHNOLOGY WAY NORWOOD, MA 020629106			VP, General Counsel, Secretary	

Signatures

By: WILLIAM A. MARTIN, Attny
In Fact 02/15/2006
**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) 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. FONT STYLE="font-family:Times New Roman" SIZE="1">⁽⁵⁾ 12,419 * 12,419

AQR Absolute Return Master Account, L.P.⁽⁶⁾

181,412 * 181,412

AQR DELTA Sapphire Fund, L.P.⁽²⁵⁾

20,932 * 20,932

AQR Diversified Arbitrage Fund⁽²⁵⁾

235,836 * 235,836

AQR Opportunistic Premium Offshore Fund⁽²⁵⁾

66,983 * 66,983

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AVK (Advent Gaymore)⁽¹⁷⁾

142,338 * 142,338

Black Diamond Offshore Ltd.⁽⁷⁾⁽⁸⁾

30,222 * 7,954 22,268 *

British Virgin Islands Social Security Board⁽¹⁷⁾⁽¹⁹⁾

9,374 * 4,437 4,937 *

CNH CA Master Account, L.P.⁽⁶⁾⁽⁹⁾

218,249 * 189,785 28,464 *

CNH Diversified Opportunities Fund⁽⁶⁾

13,954 * 13,954

Columbia Convertible Securities Fund⁽¹⁰⁾

322,605 * 307,005 15,600 *

CSS, LLC⁽²⁹⁾

69,774 * 69,774

Daiwa Capital Markets America Inc.⁽³¹⁾

69,774 * 69,774

Domestic & Foreign Missionary Society⁽¹⁷⁾

2,204 * 2,204

Double Black Diamond Offshore LDC⁽⁷⁾⁽¹¹⁾

270,689 * 131,593 139,096 *

General Motors Mgmt Investment Co Trust⁽¹⁷⁾

75,244 * 75,244

Grady Hospital⁽¹⁷⁾⁽²⁰⁾

6,055 * 3,377 2,678 *

HFR CA Op. Master Trust Fund⁽¹⁷⁾

2,372 * 2,372

Highbridge Convertible Opportunities Master Fund, L.P.⁽¹²⁾

71,169 * 71,169

Explanation of Responses:

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Highbridge International LLC⁽¹²⁾⁽¹³⁾

1,566,921 1.56% 1,088,474 478,447 *

Hudson Bay Fund LP⁽³⁰⁾

237,231 * 237,231

Hudson Bay Master Fund Ltd.⁽³⁰⁾

429,807 * 429,807

Independence Blue Cross⁽¹⁷⁾⁽²¹⁾

33,430 * 18,811 14,619 *

Inflective Convertible Opportunity Fund I, L.P.⁽¹⁵⁾

139,548 * 139,548

Inflective Convertible Opportunity Fund I, LTD⁽¹⁵⁾

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432,598 * 432,598

Name ⁽¹⁾	Common Stock Beneficially Owned before Resale ⁽²⁾		Maximum Number of Shares of Common Stock Offered ⁽³⁾	Common Stock Beneficially Owned after Resale ⁽⁴⁾	
	Shares	Percent		Shares	Percent
Institutional Benchmark Series ⁽¹⁷⁾	7,591	*	7,591		
Institutional Benchmark Series Ivan Segregated Account ⁽¹⁵⁾	41,864	*	41,864		
KBC Financial Products USA Inc. ⁽¹⁴⁾	305,386	*	305,386		
Lyxor/Inflective Convertible Opportunity Fund ⁽¹⁵⁾	167,457	*	167,457		
Morgan Stanley Convertible Securities Trust ⁽²⁶⁾	32,227	*	20,932	11,295	*
Nicholas-Applegate Convertible and Income Fund (CVT) ⁽⁵⁾	233,463	*	233,463		
Nicholas-Applegate Convertible and Income Fund II (CVT) ⁽⁵⁾	185,180	*	185,180		
Occidental Petroleum Corporation ⁽¹⁷⁾⁽²²⁾	18,028	*	8,540	9,488	*
Oregon Convertible Opportunities Bond Fund, L.P. ⁽⁶⁾⁽¹⁶⁾	75,197	*	69,550	5,647	*
ProMutual ⁽¹⁷⁾⁽²³⁾	48,433	*	21,518	26,915	*
Royal Bank of Canada ⁽²⁸⁾	1,236,130	1.24%	97,683	1,138,447	1.14%
San Francisco City & County ⁽¹⁷⁾	27,379	*	27,379		
Special Opportunities Offshore Fund Ltd. ⁽⁶⁾	55,819	*	55,819		
Trustmark ⁽¹⁷⁾⁽²⁴⁾	18,145	*	8,819	9,326	*
Van Kampen Harbor Fund ⁽²⁷⁾	69,818	*	48,841	20,977	*

* Less than one percent of the outstanding shares of common stock.

- (1) Additional selling securityholders not named in this prospectus will not be able to use this prospectus for resales until they are named in the selling securityholder table by a prospectus supplement or post-effective amendment.
- (2) Calculated based on Rule 13d-3(d)(1)(i) under the Exchange Act, except assumes that the debentures are exchanged at the maximum exchange rate of 27.9096 shares of our common stock per \$1,000 principal amount of the debentures. The actual number of shares of common stock beneficially owned before resale as of the date of this prospectus supplement is calculated based on the current exchange rate of 23.9050 shares of our common stock per \$1,000 principal amount of the debentures. The number of shares of common stock beneficially owned before resale also includes shares of common stock issuable upon exchange of our operating partnership's outstanding 4.125% Exchangeable Senior Debentures due 2026 and shares of our common stock issuable upon conversion of our outstanding 4.375% Series C Cumulative Convertible Preferred Stock and 5.500% Series D Cumulative Convertible Preferred Stock, in each case based on the exchange or conversion rates in effect as of July 5, 2011.
- (3) The maximum aggregate number of shares of common stock that may be sold under this prospectus will not exceed 7,435,118.
- (4) Assumes that each selling securityholder will sell the maximum number of shares of common stock for which the outstanding debentures held by such selling securityholder are exchangeable.
- (5) Nicholas-Applegate Capital Management LLC, or Nicholas-Applegate, is an investment adviser registered under the Investment Advisers Act of 1940. Nicholas-Applegate is an affiliate of Nicholas-Applegate Securities LLC, a limited purpose broker-dealer registered with the Financial Industry Regulatory Authority effective April 1993. Nicholas-Applegate Securities LLC was organized in December 1992 for the sole purpose of distributing mutual funds sponsored by Nicholas-Applegate. The selling securityholder has delegated full investment authority to Nicholas-Applegate, as investment adviser, over these securities, including full dispositive power. The Chief Investment Officer of Nicholas-Applegate is Horacio A. Valeiras, CFA, who, in such capacity, has oversight authority over all portfolio managers at Nicholas-Applegate. To the knowledge of Nicholas-Applegate, the securities listed herein were not acquired as compensation for employment, underwriting or any other services performed by the selling securityholder for the benefit of the issuer. The selling securityholder has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities.

- (6) CNH Partners, LLC is the investment advisor of the selling securityholder and has sole voting and dispositive power over these securities. Investment principals for CNH Partners, LLC are Robert Krail, Mark Mitchell and Todd Pulvino.
- (7) Clint D. Carlson has the power to direct the voting and disposition of the securities held by Black Diamond Offshore Ltd. and Double Black Diamond Offshore LDC.
- (8) The shares of common stock beneficially owned by Black Diamond Offshore Ltd. include 22,268 shares of our common stock for which \$690,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Black Diamond Offshore Ltd. are exchangeable.
- (9) The shares of common stock beneficially owned by CNH CA Master Account, L.P. include 28,464 shares of our common stock for which \$882,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by CNH CA Master Account, L.P. are exchangeable.
- (10) Yanfang (Emma) Yan, Director and Senior Equity Portfolio Manager, has the power to direct the voting and disposition of the securities held by Columbia Convertible Securities Fund.
- (11) The shares of common stock beneficially owned by Double Black Diamond Offshore LDC include 139,096 shares of our common stock for which \$4,310,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Double Black Diamond Offshore LDC are exchangeable.
- (12) Highbridge Capital Management, LLC is the trading manager of the selling securityholder and has the power to direct the voting and disposition of the securities held by the selling securityholder. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by the selling securityholder. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by the selling securityholder.
- (13) The shares of common stock beneficially owned by Highbridge International LLC include 478,447 shares of our common stock for which \$14,825,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Highbridge International LLC are exchangeable.
- (14) The securities are under the total control of KBC Financial Products USA Inc. KBC Financial Products USA Inc. is a direct wholly-owned subsidiary of KBC Financial Holdings, Inc., which in turn is a direct wholly-owned subsidiary of KBC Bank N.V., which in turn is a direct wholly-owned subsidiary of KBC Group N.V., a publicly traded entity.
- (15) Thomas J. Ray, C.I.O. of Inflective Asset Management, LLC, has the power to direct the voting and disposition of the securities held by the selling securityholder.
- (16) The shares of common stock beneficially owned by Oregon Convertible Opportunities Bond Fund, L.P. include 5,647 shares of our common stock for which \$175,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Oregon Convertible Opportunities Bond Fund, L.P. are exchangeable.
- (17) Tracy V. Maitland, Chief Investment Officer and President of Advent Capital Management LLC, has the power to direct the voting and disposition of the securities held by the selling securityholder.
- (18) The shares of common stock beneficially owned by Alcon Laboratories include 14,877 shares of our common stock for which \$461,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Alcon Laboratories are exchangeable.
- (19) The shares of common stock beneficially owned by British Virgin Islands Social Security Board include 4,937 shares of our common stock for which \$153,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by British Virgin Islands Social Security Board are exchangeable.
- (20) The shares of common stock beneficially owned by Grady Hospital include 2,678 shares of our common stock for which \$83,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Grady Hospital are exchangeable.
- (21) The shares of common stock beneficially owned by Independence Blue Cross include 14,619 shares of our common stock for which \$453,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Independence Blue Cross are exchangeable.
- (22) The shares of common stock beneficially owned by Occidental Petroleum Corporation include 9,488 shares of our common stock for which \$294,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Occidental Petroleum Corporation are exchangeable.
- (23) The shares of common stock beneficially owned by ProMutual include 26,915 shares of our common stock for which \$834,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by ProMutual are exchangeable.

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- (24) The shares of common stock beneficially owned by Trustmark include 9,326 shares of our common stock for which \$289,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Trustmark are exchangeable.
- (25) AQR Capital Management, LLC, a Delaware limited liability company and wholly-owned subsidiary of AQR Capital Management Holdings, LLC, a Delaware limited liability company, is the investment manager, or the Advisor, of the selling securityholder and has sole voting and dispositive power over the registrable securities held by such selling securityholder and exercises full discretionary control relating to all investment decisions made on behalf of the selling securityholder. Investment principals for the Advisor are Clifford S. Asness, Ph.D., David G. Kabiller, CFA, Robert J. Krail, John M. Liew, Ph.D., Brian K. Hurst, Jacques A. Friedman, Oktay Kurbanov, Ronen Israel, Lars Nielsen, Michael Mendelson, Stephen Mellas and Gregor Andrade, Ph.D.
- (26) Morgan Stanley Convertible Securities Trust is an investment company, subject to the Investment Company Act of 1940. The shares of common stock beneficially owned by Morgan Stanley Convertible Securities Trust include 11,295 shares of our common stock for which \$350,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Morgan Stanley Convertible Securities Trust are exchangeable.
- (27) Van Kampen Asset Management, as the selling securityholder's investment advisor, has discretionary authority to direct the voting and disposition of the securities held by Van Kampen Harbor Fund, an investment company, subject to the Investment Company Act of 1940. The shares of common stock beneficially owned by Van Kampen Harbor Fund include 20,977 shares of our common stock for which \$650,000 principal amount of 4.125% Exchangeable Senior Debentures due 2026 of Digital Realty Trust, L.P. held by Van Kampen Harbor Fund are exchangeable.
- (28) Royal Bank of Canada is an investment company, subject to the Investment Company Act of 1940. Royal Bank of Canada is an affiliate of RBC Capital Markets Corporation, a registered broker-dealer. Royal Bank of Canada has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities. The shares of common stock beneficially owned by Royal Bank of Canada include 633,547 shares of common stock issuable upon conversion of 1,184,200 shares of Digital Realty Trust, Inc.'s 4.375% Series C Cumulative Convertible Preferred Stock held by Royal Bank of Canada, and 504,900 shares of common stock issuable upon conversion of 825,000 shares of Digital Realty Trust, Inc.'s 5.500% Series D Cumulative Convertible Preferred Stock held by Royal Bank of Canada.
- (29) CSS, LLC is a registered broker-dealer. CSS, LLC has certified that it purchased the securities being offered by it in the ordinary course of business as an investment, and that it is not, and does not intend to act as, an underwriter for the securities. Nicholas D. Schoewe and Clayton A. Struve share the power to direct the voting and disposition of the securities held by CSS, LLC.
- (30) Hudson Bay Capital Management, L.P., the investment manager of the selling securityholder, has voting and investment power over the securities held by the selling securityholder. Sander Gerber is the managing member of Hudson Bay Capital GP LLC, which is the general partner of Hudson Bay Capital Management, L.P. Sander Gerber disclaims beneficial ownership over the securities held by the selling securityholder.
- (31) Daiwa Capital Markets America Inc. is a registered broker-dealer. Daiwa Capital Markets America Inc. has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities. Daiwa Capital Markets America Inc. is a direct wholly-owned subsidiary of Daiwa Capital Markets Holdings Inc., which in turn is a direct wholly-owned subsidiary of Daiwa Securities Capital Markets Co., Ltd., which in turn is a 99.97% directly-owned subsidiary of Daiwa Securities Group Inc., a publicly traded entity headquartered in Japan.