

ANALOG DEVICES INC  
Form S-8 POS  
June 06, 2012

As filed with the Securities and Exchange Commission on June 6, 2012

Registration No. 333-40222

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

**POST-EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Analog Devices, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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<b>Massachusetts</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>04-2348234</b> (I.R.S. Employer Identification No.)
<b>One Technology Way, Norwood, MA</b> (Address of Principal Executive Offices)	<b>02062-9106</b> (Zip Code)

**Analog Devices, Inc.**

**1998 Stock Option Plan**

(Full Title of the Plan)

**Margaret K. Seif**

**Vice President, General Counsel and Secretary**

**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 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (File No. 333-40222) (the Registration Statement ) of Analog Devices, Inc. (the Registrant ) filed in connection with the Registrant s 1998 Stock Option Plan, as amended (the 1998 Plan ) is being filed to deregister 4,542,387 shares (the Shares ) of the Registrant s common stock, \$0.16 2/3 par value per share (the Common Stock ) from the Registration Statement. The Shares were previously subject to awards granted under the 1998 Plan, which awards have been cancelled or expired. Under the terms of the Registrant s 2006 Stock Incentive Plan (the 2006 Plan ), the Shares became available for issuance under the 2006 Plan and are being transferred to a new registration statement on Form S-8 registering additional shares of Common Stock under the 2006 Plan.

**SIGNATURES**

Pursuant to Rule 478 under the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwood, the Commonwealth of Massachusetts, on this 6th day of June, 2012.

ANALOG DEVICES, INC.

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