

ANALOG DEVICES INC  
Form FWP  
June 26, 2009

Filed Pursuant to Rule 433  
Registration Statement No. 333-160215  
Pricing Term Sheet  
June 25, 2009

**ANALOG DEVICES, INC.**  
**5.000% Notes due July 1, 2014**

<b>Issuer:</b>	<b>Analog Devices, Inc.</b>
<b>Format:</b>	SEC Registered Global
<b>Security Ratings<sup>1</sup>:</b>	A3 (Moody's Investors Service) / BBB+ (Standard & Poor's)
<b>Trade Date:</b>	June 25, 2009
<b>Settlement Date (T+3):</b>	June 30, 2009
<b>Maturity Date:</b>	July 1, 2014
<b>Aggregate Principal Amount:</b>	\$375,000,000
<b>Coupon:</b>	5.000%
<b>Price to Public (Issue Price):</b>	99.576%
<b>Pricing Benchmark:</b>	UST 2.625% due June 30, 2014
<b>Benchmark Yield:</b>	2.597%
<b>Spread to Benchmark:</b>	+250 basis points
<b>Re-offer Yield:</b>	5.097%
<b>Net Proceeds to Issuer:</b>	\$371,160,000
<b>Interest Payment Dates:</b>	Semi-annual on July 1 and January 1 of each year, beginning on January 1, 2010
<b>Optional Redemption:</b>	Greater of Par or Make-Whole at Treasury Rate +37.5 basis points
<b>CUSIP:</b>	032654 AE5
<b>ISIN:</b>	US032654AE55
<b>Denominations:</b>	Minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	Credit Suisse Securities (USA) LLC Banc of America Securities LLC
<b>Co-Manager:</b>	Morgan Stanley & Co. Incorporated

(1) A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC at 1-800-221-1037 or by calling Banc of America Securities LLC at 1-800-294-1322.**