ANALOG DEVICES INC
Form 424B3
July 03, 2002

Prospectus Supplement

Filed pursuant to Rule 424(b)(3)

(To Prospectus Dated December 13, 2000)

Registration No. 333-48928

ANALOG DEVICES, INC.

1,200,000,000 PRINCIPAL AMOUNT OF
4.75% CONVERTIBLE SUBORDINATED NOTES
DUE 2005

9,246,720 Shares of Common Stock
$0.16 2/3 par value per share

The information in this prospectus supplement concerning the selling securityholders supplements the statements set forth under the caption "Selling Securityholders" in the prospectus. Capitalized items used and not defined in this prospectus supplement shall have the meanings given to them in the prospectus. The information set forth under the caption "Selling Securityholders" in the prospectus is supplemented as follows:

SELLING SECURITYHOLDERS

We originally sold the notes on October 2, 2000 to Goldman, Sachs & Co., SG Cowen Securities Corporation and Salomon Smith Barney Inc. The initial purchasers of the notes have advised us that the notes were resold in transactions exempt from the registration requirements of the Securities Act to "qualified institutional buyers", as defined in Rule 144A of the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the notes and/or shares of the common stock issuable upon conversion of the notes pursuant to this prospectus.

The notes and the shares of common stock issuable upon conversion of the notes have been registered in accordance with the registration rights agreement. Pursuant to the registration rights agreement, we are required to file a registration statement with regard to the notes and the shares of our common stock issuable upon conversion of the notes and to keep the registration statement effective until the earlier of:

(1) the sale of all the securities registered under the registration rights agreement;

(2) the expiration of the holding period applicable to these securities under Rule 144(k) under the Securities Act with respect to persons who are not our affiliates; and

(3) two years from the date the registration statement is declared effective.

The selling securityholders may choose to sell notes and/or the shares of common stock issuable upon conversion of the notes from time to time. See "Plan of Distribution".

The following table sets forth:

(1) the name of each selling securityholder who has provided us with notice as of the date of this prospectus supplement pursuant to the

registration rights agreement of their intent to sell or otherwise dispose of notes and/or shares of common stock issuable upon conversion of the notes pursuant to the registration statement,

(2) the principal amount of notes and the number of shares of our common stock issuable upon conversion of the notes which they may sell from time to time pursuant to the registration statement, and

(3) the amount of outstanding notes and our common stock beneficially owned by the selling securityholder prior to the offering, assuming no conversion of the notes.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the notes and shares of the common stock issuable upon conversion of the notes. Accordingly, no estimate can be given as to the amount or percentage of notes or our common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

The information contained under the column heading "Shares That May be Sold" assumes conversion of the full amount of the notes held by the holder at the initial rate of 7.7056 shares of common stock per each $1,000 principal amount of notes.

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shares That May Be Sold
ABN AMRO Incorporated	$ 5,500,000	$ 5,500,000	0	42,380
AIG/National Union Fire Insurance	1,030,000	1,030,000	0	7,936
Allstate Insurance Company(1)	5,100,000	5,100,000	276,100(2)	39,298
Allstate Life Insurance Company(1)	11,600,000	11,600,000	276,100(2)	89,384
Aloha Airlines Non-Pilots Pension Trust	135,000	135,000	0	1,040
Aloha Pilots Retirement Trust	75,000	75,000	0	577
Alpha US Sub Fund VIII, LLC	1,200,000	1,200,000	0	9,246
Amaranth Securities L.L.C	11,500,000	11,500,000	0	88,614
American Century Equity Income Fund	3,200,000	3,200,000	0	24,657
American Fidelity Assurance Company	125,000	125,000	0	963
American Stores Company	250,000	250,000	0	1,926
Amerisure Companies/Michigan Mutual Insurance Company	375,000	375,000	0	2,889
Annuity Board of the Southern Baptist Convention	250,000	250,000	0	1,926
Arbitex Master Fund, L.P	14,000,000	14,000,000	0	107,878
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P	38,000,000	38,000,000	0	292,812
Argent Classic Convertible Arbitrage Fund L.P	20,000,000	20,000,000	0	154,112

Argent Convertible Arbitrage Fund Ltd.....	8,000,000	8,000,000	0	61,644
Arkansas PERS.....	2,950,000	2,950,000	0	22,731
Arlington County Employees' Supplemental Retirement System.....	125,000	125,000	0	963
Arpeggio Fund, LP.....	3,800,000	3,800,000	0	29,281
Associated Electric & Gas Services Limited.....	1,500,000	1,500,000	0	11,558
BBT Fund, L.P.....	15,000,000	15,000,000	0	115,584
BNP Paribas London.....	12,000,000	12,000,000	0	92,467
BTES Convertible.....	1,500,000	1,500,000	0	11,558
BTOP Growth US Value.....	4,000,000	4,000,000	0	30,822
Banc of America Securities LLC.....	750,000	750,000	0	5,779
Bancroft Convertible Fund, Inc.....	1,000,000	1,000,000	0	7,705
Bankers Life Insurance Company of New York.....	145,000	145,000	0	1,117
Bankers Trust Company as Trustee for DaimlerChrysler Corp. EMP #1 Pension Plan DTD 4/1/89.....	9,030,000	9,030,000	0	69,581
Bay County PERS.....	235,000	235,000	0	1,810
Bear, Stearns & Co., Inc.....	20,000,000	20,000,000	0	154,112

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	S Th Be
Black Diamond Offshore, Ltd.....	3,272,000	3,272,000	0	2
Blue Cross Blue Shield of Florida.....	1,500,000	1,500,000	0	1
Boston Medical Center.....	100,000	100,000	0	
C & H Sugar Company, Inc.....	200,000	200,000	0	
California State Automobile Association Inter-Insurance.....	1,400,000	1,400,000	0	1
CALAMOS Convertible Technology Fund - CALAMOS Investment Trust.....	50,000	50,000	0	
CFFX, LLC.....	4,500,000(3)	2,000,000	0	1
CGU Life Insurance Company of America.....	1,500,000	1,500,000	0	1
CIBC World Markets International Arbitrage Corp...	30,000,000	30,000,000	0	23
CPA II.....	350,000	350,000	0	
CWA/ITU Negotiated Pension Plan.....	350,000	350,000	0	
Caisse Des Depots Et Consignations Paris.....	3,000,000	3,000,000	0	2
CapitalCare, Inc.....	40,000	40,000	0	
CareFirst of Maryland, Inc.....	175,000	175,000	0	
Chase Manhattan International.....	22,500,000	22,500,000	0	17
Christiana Care Health Services.....	175,000	175,000	0	
Christiana Care Health Services Retirement Trust..	125,000	125,000	0	
Christiana Care Health Services Self Insurance Reserve Fund.....	175,000	175,000	0	
City of Birmingham Retirement & Relief System.....	1,015,000	1,015,000	0	
City of New Bedford Retirement System.....	100,000	100,000	0	
City of Worcester Retirement System.....	150,000	150,000	0	
Clinton Riverside Convertible Portfolio Limited...	4,000,000	4,000,000	0	3
Conseco Annuity Assurance Company-Multi-Bucket Annuity Convertible Bond Fund.....	6,500,000	6,500,000	0	5

Conseco Fund Group--Convertible Securities Fund...	1,500,000	1,500,000	0	1
Cornell University Endowment.....	400,000	400,000	0	
Credit Suisse First Boston Corporation.....	35,315,000	35,315,000	0	27
Curtiss-Wright Retirement Plan.....	100,000	100,000	0	
D.E. Shaw Investments, L.P.....	2,200,000	2,200,000	0	1
D.E. Shaw Valence, L.P.....	8,800,000	8,800,000	0	6
Delaware PERS.....	2,655,000	2,655,000	0	2
Deephaven Domestic Convertible Trading Ltd.....	30,000,000	30,000,000	0	23
Deutsche Bank Securities Inc.....	125,500,000	125,500,000	0	96
Double Black Diamond Offshore, LDC.....	13,526,000	13,526,000	0	10
Dow Corning Retirement Plan.....	400,000	400,000	0	
El Paso County Retirement Plan.....	125,000	125,000	0	
El Pomar Foundation.....	250,000	250,000	0	
Elf Aquitaine.....	325,000	325,000	0	
Ellsworth Convertible Growth and Income Fund, Inc.	1,000,000	1,000,000	0	
Engineers Joint Pension Fund.....	697,000	697,000	0	
Ensign Peak Advisors.....	425,000	425,000	0	
Entergy Services, Inc.....	125,000	125,000	0	
Erie Indemnity Company.....	1,500,000	1,500,000	0	1
Erie Insurance Exchange.....	2,000,000	2,000,000	0	1
F.R. Convertible Securities Fund.....	120,000	120,000	0	
Fairfax County.....	250,000	250,000	0	

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Common S Owned Be Offeri
Firemen's Annuity & Benefit Fund of Chicago.....	200,000	200,000	0
First Republic Bank.....	115,000	115,000	0
Forest Alternative Strategies Fund II LP ASM.....	100,000	100,000	0
Forest Fulcrum Fund L.P.....	1,250,000	1,250,000	0
Forest Global Convertible Fund A-5.....	5,400,000	5,400,000	0
Franklin and Marshall College.....	600,000	600,000	0
FreeState Health Plan, Inc.....	45,000	45,000	0
Gaia Offshore Master Fund Ltd.....	5,000,000	5,000,000	0
Goldman, Sachs & Co.....	40,340,000(4)	30,340,000	0
Granville Capital Corporation.....	77,315,000	77,315,000	0
Great-West Life & Annuity Insurance Company.....	10,000,000	10,000,000	0
Group Hospitalization and Medical Services, Inc.....	200,000	200,000	0
Gryphon Domestic III, LLC.....	10,900,000	10,900,000	0
Hawaiian Airlines Pension Plan for Salaried Employees.....	15,000	15,000	0
Hawaiian Airlines Pilots Retirement Plan.....	120,000	120,000	0
Hawaiian Airlines Employees Pension Plan--IAM.....	60,000	60,000	0
Healthcare Underwriters Mutual Insurance Company.....	800,000	800,000	0
Highbridge International LLC.....	36,500,000	36,500,000	0
IBM Pension Plan.....	1,450,000	1,450,000	0
IBM Transition.....	1,450,000	1,450,000	0
ICI American Holdings Trust.....	1,235,000	1,235,000	0
IL Annuity & Insurance Company.....	61,000,000	61,000,000	0
Investcorp-SAM Fund Limited.....	11,600,000	11,600,000	0
Island Holdings.....	60,000	60,000	0

Island Insurance Convertible Account	225,000	225,000	0
JC Penney Insurance Co. Group	1,000,000	1,000,000	0
JMG Capital Partners, LP	18,500,000	18,500,000	0
JMG Triton Offshore Fund, Ltd	1,500,000	1,500,000	0
J.P. Morgan Securities, Inc	30,219,000	30,219,000	0
Jefferies & Company, Inc	800,000	800,000	0
Jersey (IMA) Ltd	2,000,000	2,000,000	0
Julius Baer Securities, Inc	1,370,000	1,370,000	0
KBC Financial Products, Inc	11,000,000	11,000,000	0
Kerr-McGee Corporation	925,000	925,000	0
Key Asset Management, Inc. as Agent for Aerojet Inc. Foundation	60,000	60,000	0
Key Asset Management, Inc. as Agent for the Charitable Convertible Securities Fund	1,650,000	1,650,000	0
Key Asset Management, Inc. as Agent for the Charitable Income Fund	265,000	265,000	0
Key Asset Management, Inc. as Agent for the EB Convertible Securities Fund	1,650,000	1,650,000	0
Key Asset Management, Inc. as Agent for the Field Foundation of Illinois	75,000	75,000	0
Key Asset Management, Inc. as Agent for the Key Trust Convertible Securities Fund	300,000	300,000	0
Key Asset Management, Inc. as Agent for the Key Trust Fixed Income Fund	415,000	415,000	0
Key Asset Management, Inc. as Agent for the Omnova Solutions	110,000	110,000	0

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Sha Th M Be
Key Asset Management, Inc. as Agent for the Parker Key/Convertible Fund	370,000	370,000	0	2
Key Asset Management, Inc. as Agent for Union Security Life Insurance Company	50,000	50,000	0	
Key Asset Management, Inc. as Agent for Victory Convertible Securities Fund	1,400,000	1,400,000	0	10
Key Asset Management, Inc. as Agent for Victory Invest Quality Bond Fund	170,000	170,000	0	1
Key Asset Management, Inc. as Investment Manager for the California State Automobile Inter-Insurance	530,000	530,000	0	4
Key Asset Management, Inc. as Investment Manager for California State Automobile Retirement Pension	110,000	110,000	0	
Key Asset Management, Inc. as Investment Manager for the Health Foundation of Greater Cincinnati	235,000	235,000	0	1
Key Asset Management, Inc. as Investment Manager for the JCPenney Life Insurance Company	1,000,000	1,000,000	0	7
Key Asset Management, Inc. as Investment Manager for the Potlatch-First Trust Company of St. Paul	1,050,000	1,050,000	0	8
Key Asset Management, Inc. as Investment Manager for the Standard Insurance Company	890,000	890,000	0	6

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shar Tha Ma Be S
Key Asset Management, Inc. as Investment Manager for the University of South Florida Foundation.....	170,000	170,000	0	1
LLT Limited.....	250,000	250,000	0	1
Lehman Brothers, Inc.....	28,552,000	28,552,000	0	220
Lemanik Sicav Convertible Bond.....	100,000	100,000	0	
Libertyview Funds, LP.....	6,000,000	6,000,000	0	46
Lipper Convertibles, L.P.....	12,867,000	12,867,000	0	99
Lipper Convertibles Series II, L.P.....	2,000,000	2,000,000	0	15
Lipper Offshore Convertibles, L.P.....	1,500,000	1,500,000	0	11
Loomis Sayles Bond Fund.....	1,000,000	1,000,000	0	7
Lucent Technologies Master Pension Trust.....	550,000	550,000	0	4
Lutheran Brotherhood.....	6,000,000	6,000,000	13,430	46
Lydian Overseas Partners Master Fund.....	68,500,000	68,500,000	0	527
Lyxor Master Fund c/o Forest Investment Management, L.L.C.....	2,000,000	2,000,000	0	15
MAG Mutual Insurance Company.....	300,000	300,000	0	2
MFS Total Return Fund.....	1,160,000	1,160,000	0	8
Maine State Retirement System.....	600,000	600,000	0	4
Man Convertible Bond Master Fund, Ltd.....	2,522,000	2,522,000	0	19
Maxim Corporate Bond Fund.....	750,000	750,000	0	5
McMahan Securities Co. L.P.....	162,000	162,000	0	1
Medical Liability Mutual Insurance Company.....	27,500,000	27,500,000	15,500	211
Merrill Lynch International Ltd.....	10,000,000	10,000,000	0	77
Merrill Lynch Pierce Fenner & Smith, Inc.....	300,000	300,000	0	2
MetLife Separate Account 235.....	500,000	500,000	0	3
Morgan Stanley & Co.....	10,928,000	10,928,000	0	84
Morgan Stanley Dean Witter Convertible Securities Trust.....	3,500,000	3,500,000	0	26

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Shar Tha Ma Be S
Museum of Fine Arts, Boston.....	44,000	44,000	0	
Nalco Chemical Company.....	390,000	390,000	0	3,
Nashville Electric Service.....	250,000	250,000	0	1,
NCMIC Insurance Company.....	300,000	300,000	1,500	2,
New York Life Insurance Company.....	7,000,000	7,000,000	0	53,
New York State Electric & Gas Corp. Retirement Benefit Plan.....	550,000	550,000	0	4,
Nicholas Applegate CBO I Limited.....	2,000,000	2,000,000	0	15,
Nicholas Applegate Investment Grade Convertible....	28,000	28,000	0	
Nike, Inc. Profit Sharing Plan.....	50,000	50,000	0	
NORCAL Mutual Insurance Company.....	225,000	225,000	0	1,
Northern Income Equity Fund.....	2,000,000	2,000,000	0	15,
Nstar (Boston Edison) Union Medical VEBA.....	100,000	100,000	0	
Nuclear Electric Insurance Ltd.....	775,000	775,000	0	5,
OHIC Insurance Company.....	600,000	600,000	0	4,
Oppenheimer Convertible Securities Fund.....	12,000,000	12,000,000	0	92,
Oxford, Lord Abbett & Co.....	2,200,000	2,200,000	0	16,
Paloma Securities L.L.C.....	3,500,000	3,500,000	11,800	26,

Parker-Hannifin Corporation	81,000	81,000	0	
Pell Rudman Trust Company	4,335,000	4,335,000	534,052	33,
Penn Treaty Network America Insurance Company	730,000	730,000	0	5,
Pension Reserves Investment Trust	800,000	800,000	0	6,
Peoples Benefit Life Insurance Company (Teamsters Separate Account)	5,000,000	5,000,000	0	38,
Physicians' Reciprocal Insurers Account #7	1,000,000	1,000,000	0	7,
PIMCO Convertible Fund	3,200,000	3,200,000	0	24,
PRIM Board	4,500,000	4,500,000	0	34,
Primerica Life Insurance Company	2,226,000	2,226,000	0	17,
ProMutual	162,000	162,000	0	1,
Putnam Asset Allocation Funds--Balanced Portfolio	332,000	332,000	0	2,
Putnam Asset Allocation Funds--Conservative Portfolio	199,000	199,000	0	1,
Putnam Convertible Opportunities and Income Trust	109,000	109,000	0	
Quattro Fund, LLC	3,000,000	3,000,000	0	23,
Queen's Health Plan	45,000	45,000	0	
RET Pension Plan of the California State Automobile Association	400,000	400,000	0	3,
Radian Guaranty, Inc	1,300,000	1,300,000	0	10,
Reliant Energy Retirement Plan	150,000	150,000	0	1,
Rhapsody Fund, LP	13,000,000	13,000,000	0	100,
Robertson Stephens	14,800,000	14,800,000	0	114,
Rohm & Haas Company Pension Fund	100,000	100,000	0	
Royal Bank of Canada	17,000,000	17,000,000	157,230	130,
SG Cowen Securities Corp	22,500,000	22,500,000	0	173,
Salomon Brothers Asset Management, Inc	9,550,000	9,550,000	0	73,
Salomon Smith Barney Inc	2,000,000	2,000,000	0	15,
South Dakota Retirement System	6,000,000(5)	3,000,000	96,900	23,
Southern Farm Bureau Life Insurance	1,530,000	1,530,000	0	11,
St. Albans Partners Ltd	5,000,000	5,000,000	0	38,

Name	Amount Of Notes Owned Before Offering	Amount Of Notes That May Be Sold	Shares Of Common Stock Owned Before Offering	Sha Th M Be
St. Thomas Trading, Ltd	4,138,000	4,138,000	0	31
Starvest Combined Portfolio	1,260,000	1,260,000	0	9
Starvest Managed Portfolio	140,000	140,000	0	1
State of Oregon/Equity	7,450,000	7,450,000	0	57
State of Oregon/SAIF Corporation	5,350,000	5,350,000	0	41
State Street Bank as Custodian for GE Pension Trust	4,465,000	4,465,000	0	34
Sun America Style Select Series Equity Income	450,000	450,000	0	3
Target Corporation	350,000	350,000	0	2
Teachers Insurance and Annuity Association	9,000,000	9,000,000	0	69
Thomas Weisel Partners LLC	24,275,000	24,275,000	94,200	187
Tokai Asia Limited	5,000,000	5,000,000	0	38
Toronto Dominion (New York), Inc	39,000,000	39,000,000	0	300
Transamerica Life Insurance and Annuity				

Company	7,000,000	7,000,000	0	53
The Travelers Indemnity Company	7,223,000	7,223,000	0	55
The Travelers Insurance Company--Life	3,772,000	3,772,000	0	29
The Travelers Insurance Company Separate Account TLAC	428,000	428,000	0	3
The Travelers Life and Annuity Company	451,000	451,000	0	3
Travelers Series Convertible Bond Portfolio	600,000	600,000	0	4
Travelers Series Managed Assets Trust	300,000	300,000	0	2
UBFAM Arbitrage Fund Ltd	1,000,000	1,000,000	0	7
UBS AG, London Branch	27,500,000	27,500,000	0	211
UBS Warburg LLC	200,000	200,000	0	1
U.S. Olympic Foundation	200,000	200,000	0	1
United Food and Commercial Workers Tri-State Pension Fund	150,000	150,000	0	1
United Healthcare Insurance Company	2,000,000	2,000,000	0	15
University of Rochester	41,000	41,000	0	
The Virginia Insurance Reciprocal	500,000	500,000	0	3
Value Line Convertible Fund, Inc	1,000,000	1,000,000	0	7
Van Kampen Harbor Fund	8,100,000	8,100,000	5,003,250(6)	62
WM Short Term Income Fund	4,000,000	4,000,000	0	30
WM Variable Trust Short Term Income Fund	1,500,000	1,500,000	0	11
The Whitaker Foundation	150,000	150,000	0	1
White River Securities, L.L.C	20,000,000	20,000,000	0	154
Worldwide Transactions, Ltd	702,000	702,000	0	5
Zeneca AG Products, Inc	221,000	221,000	0	1
Zeneca Holdings Trust	940,000	940,000	0	7
Zola Partners L.P	1,500,000	1,500,000	0	11

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(1) Allstate Life Insurance Company is a subsidiary of Allstate Insurance Company.

(2) Includes 169,500 shares of common stock held by Allstate Insurance Company, 14,100 shares of common stock held by Allstate Life Insurance Company, and 92,500 shares of common stock held by affiliates of Allstate Insurance Company and Allstate Life Insurance Company.

(3) Includes $2,500,000 principal amount of registered notes that CFFX, LLC has purchased on the open market. These notes are not being offered by this prospectus.

(4) Includes $10,000,000 principal amount of registered notes that Goldman, Sachs & Co. has purchased on the open market. These notes are not being offered by this prospectus.

(5) Includes $3,000,000 principal amount of registered notes that South Dakota Retirement System has purchased on the open market. These notes are not being offered by this prospectus.

(6) All of these shares of common stock are held by entities affiliated with Van Kampen Harbor Fund.

The date of this Prospectus Supplement is July 3, 2002.