

**LINEAR TECHNOLOGY CORPORATION
NOMINATING COMMITTEE CHARTER
(as amended July 25, 2011)**

MEMBERSHIP AND ORGANIZATION

The Committee will consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the listing standings of the Nasdaq National Market.

RESPONSIBILITIES AND DUTIES

The Board has delegated to the Committee the following authority:

- Determine the criteria for membership on the Board of Directors.
- Identify, consider and select, or recommend for the selection of the Board of Directors, candidates to fill new positions or vacancies on the Board of Directors.
- Review and consider any nominees for election to the Board submitted by the stockholders.
- Select, or recommend for the selection of the Board of Directors, the director nominees for election to the Board of Directors by the stockholders at the annual meeting of stockholders.
- Orally review the performance of the Committee on an annual basis.
- Periodically review the composition of each committee of the Board of Directors and recommend to the Board of Directors persons to be members of the various committees, the creation of additional committees or the change in mandate or dissolution of committees.
- Orally assess the adequacy of this Charter annually and recommend changes to the Board.

SUBCOMMITTEES AND ADVISORS

The Committee may delegate the above responsibilities to subcommittees when appropriate. The Committee shall also have authority to obtain advice and assistance from legal counsel, accountants or other advisors, as required.

MEETINGS

The Committee shall elect its own Chair and establish its own procedures. The Committee will meet as needed. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the Board meetings. The Committee, or its Chair, shall report to the Board on the results of these meetings.