SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 28, 2003

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 0-14864

LINEAR TECHNOLOGY CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	**94-2778785**
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

1630 McCarthy Boulevard
Milpitas, California 95035
(408) 432-1900
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE AND TELEPHONE NUMER)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes ☒ No ☐

There were 312,404,599 shares of the Registrant’s Common Stock issued and outstanding as of October 24, 2003.

LINEAR TECHNOLOGY CORPORATION
FORM 10-Q
THREE MONTHS ENDED SEPTEMBER 28, 2003

INDEX

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

LINEAR TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended	
	September 28, 2003	September 29, 2002
Net sales	$ 174,077	$ 142,011
Cost of sales	41,409	36,568
Gross profit	132,668	105,443
Expenses:		
Research and development	24,335	23,074
Selling, general and administrative	17,571	16,947
	41,906	40,021
Operating income	90,762	65,422
Interest income, net	7,085	10,355
Income before income taxes	97,847	75,777
Provision for income taxes	28,376	21,975
Net income	$ 69,471	$ 53,802
Basic earnings per share	$ 0.22	$ 0.17
Shares used in the calculation of basic earnings per share	313,409	314,190
Diluted earnings per share	$ 0.22	$ 0.17
Shares used in the calculation of diluted earnings per share	322,894	322,253
Cash dividends per share	$ 0.06	$ 0.05

See accompanying notes

LINEAR TECHNOLOGY CORPORATION
CONSOLIDATED BALANCE SHEETS
ASSETS
(in thousands, except per share amounts)

	September 28, 2003	June 29, 2003
	(unaudited)	(audited)
Current assets:		
Cash and cash equivalents	$ 145,974	$ 136,276
Short-term investments	1,521,142	1,457,291
Accounts receivable, net of allowance for doubtful accounts of $1,762 ($1,762 at June 29, 2003)	95,709	80,094
Inventories:		
Raw materials	3,200	3,196
Work-in-process	26,068	25,471
Finished goods	3,638	3,427
Total inventories	32,906	32,094
Deferred tax assets	51,181	51,181
Prepaid expenses and other current assets	18,661	19,064
Total current assets	1,865,573	1,776,000
Property, plant and equipment, at cost:		
Land, buildings and improvements	142,355	142,361
Manufacturing and test equipment	324,518	324,314
Office furniture and equipment	3,399	3,399
	470,272	470,074
Accumulated depreciation and amortization	(256,475)	(246,630)
Net property, plant and equipment	213,797	223,444
Other non current assets	56,020	57,435
Total assets	$ 2,135,390	$ 2,056,879

See accompanying notes

LINEAR TECHNOLOGY CORPORATION
CONSOLIDATED BALANCE SHEETS
LIABILITIES & STOCKHOLDERS' EQUITY
(in thousands, except per share amounts)

	September 28, 2003 (unaudited)	June 29, 2003 (audited)
Current liabilities:		
Accounts payable	$ 7,158	$ 7,480
Accrued payroll and related benefits	28,985	39,471
Deferred income on shipments to distributors	46,198	44,678
Income taxes payable	61,258	53,279
Other accrued liabilities	17,194	17,121
Total current liabilities	160,793	162,029
Deferred tax and other long-term liabilities	77,958	79,921
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value, 2,000 shares authorized; none issued or outstanding	--	--
Common stock, $0.001 par value, 2,000,000 shares authorized; 314,244 shares issued and outstanding at September 28, 2003 (312,706 shares at June 29, 2003)	314	313
Additional paid-in capital	774,700	740,084
Accumulated other comprehensive income,net	4,981	6,950
Retained earnings	1,116,644	1,067,582
Total stockholders' equity	1,896,639	1,814,929
Total liabilities and stockholders' equity	$ 2,135,390	$ 2,056,879

See accompanying notes

LINEAR TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended	
	September 28, 2003	September 29, 2002
Cash flow from operating activities:		
Net income	$ 69,471	$ 53,802
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,234	11,570
Tax benefit from stock option transactions	12,793	3,613
Change in operating assets and liabilities:		
Decrease (increase) in accounts receivable	(15,615)	(11,628)
Decrease (increase) in inventories	(812)	(1,818)
Decrease (increase) in prepaid expenses and other current assets	403	3,459
Increase (decrease) in accounts payable, accrued payroll and other accrued liabilities	(11,466)	(8,280)
Increase (decrease) in deferred income on shipments to distributors	1,520	1,196
Increase (decrease) in income taxes payable	7,979	4,479
Cash provided by operating activities	76,507	56,393
Cash flow from investing activities:		
Purchase of short-term investments	(282,207)	(98,539)
Proceeds from sales and maturities of short-term investments	215,155	156,313
Purchase of property, plant and equipment	(1,172)	(1,439)
Cash provided by (used in) investing activities	(68,224)	56,335
Cash flow from financing activities:		
Issuance of common shares under employee stock plans	21,954	3,716
Purchase of common stock	(1,758)	(125,017)
Payment of cash dividends	(18,781)	(15,751)
Cash provided by (used in) financing activities	1,415	(137,052)
Increase (decrease) in cash and cash equivalents	9,698	(24,324)
Cash and cash equivalents, beginning of period	136,276	211,706
Cash and cash equivalents, end of period	$ 145,974	$ 187,382
Supplemental disclosures of cash flow information:		
Cash paid during the period for income taxes	$ 7,195	$ 13,825

See accompanying notes

LINEAR TECHNOLOGY CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Interim financial statements and information are unaudited; however, in the opinion of management all adjustments necessary for a fair and accurate presentation of the interim results have been made. All such adjustments were of a normal recurring nature. The results for the three months ended September 28, 2003 are not necessarily an indication of results to be expected for the entire fiscal year. All information reported in this Form 10-Q should be read in conjunction with the Company's annual consolidated financial statements for the fiscal year ended June 29, 2003 included in the Company's Annual Report on Form 10-K. The accompanying balance sheet at June 29, 2003 has been derived from audited financial statements as of that date. Because the Company is viewed as a single operating segment for management purposes, no segment information has been disclosed.

2. The Company operates on a 52/53 week year ending on the Sunday nearest June 30. Fiscal years 2004 and 2003 are 52 week years.

3. Basic earnings per share is calculated using the weighted average shares of common stock outstanding during the period. Diluted earnings per share is calculated using the weighted average shares of common stock outstanding, plus the dilutive effect of stock options calculated using the treasury stock method. The following table sets forth the reconciliation of weighted average common shares outstanding used in the computation of basic and diluted earnings per share:

	Three Months Ended	
	September 28, 2003	September 29, 2002
Numerator - Net income	$ 69,471	$ 53,802
Denominator for basic earnings per share – weighted average shares	313,409	314,190
Effect of dilutive securities – employee stock options	9,485	8,063
Denominator for diluted earnings per share	322,894	322,253
Basic earnings per share	$ 0.22	$ 0.17
Diluted earnings per share	$ 0.22	$ 0.17

4. Stock-Based Compensation

As permitted by SFAS 148 and SFAS 123, the Company continues to apply the accounting provisions of APB 25, and related interpretations, with regard to the measurement of compensation cost for options granted under the Company's equity compensation plans. No employee compensation expense has been recorded as all options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. Had expense been recognized using the fair value method described in SFAS 123, using the Black-Scholes option-pricing model, the Company would have reported the following results of operations:

	Three Months Ended	
	September 28, 2003	September 29, 2002
Net income as reported	$ 69,471	$ 53,802
Deduct: total stock-based compensation expense determined under the fair value method, net of tax	(18,527)	(18,965)
Pro forma net income	$ 50,944	$ 34,837
Earning per share:		
Basic-as reported	$ 0.22	$ 0.17
Basic-pro forma	$ 0.16	$ 0.11
Diluted-as reported	$ 0.22	$ 0.17
Diluted-pro forma	$ 0.16	$ 0.11

5. Accumulated Other Comprehensive Income

Accumulated other comprehensive income consists of unrealized gains on available-for-sale securities. The Company, in practice, primarily holds its cash and short-term investments until maturity. The components of comprehensive income were as follows:

	Three Months Ended	
	September 28, 2003	September 29, 2002
Net income	$ 69,471	$ 53,802
Increase (decrease) in unrealized gains on available-for-sale securities	(1,969)	---
Total comprehensive income	$ 67,502	$ 53,802

6. Product Warranty and Indemnification

The Company’s warranty policy provides for replacement of defective parts. Warranty expense historically has been negligible. The Company provides a limited indemnification of customers against intellectual property infringement claims related to the Company's products. In certain cases, there are limits on and exceptions to the Company's potential liability for indemnification relating to intellectual property infringement claims. To date, the Company has not incurred any significant indemnification expenses relating to intellectual property infringement claims. The Company cannot estimate the amount of potential future payments, if any, that the Company might be required to make as a result of these agreements, and accordingly, the Company has not accrued any amounts for its indemnification obligations.

7. Recent Pronouncements

In January 2003, the Financial Accounting Standards Board issued Interpretation No. 46 (FIN 46), “Consolidation of Variable Interest Entities.” FIN 46 requires an investor with a majority of the variable interests (primary beneficiary) in a variable interest entity (VIE) to consolidate the entity and also requires majority and significant variable interest investors to provide certain disclosures. A VIE is an entity in which the voting equity investors do not have a controlling interest, or the equity investment at risk is insufficient to finance the entity's activities without receiving additional subordinated financial support from other parties. FIN 46 clarifies the application of Accounting Research Bulletin No. 51 and applies immediately to any variable interest entities created after January 31, 2003 and to variable interest entities in which an interest is obtained after that date. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must be

applied for the first interim or annual period ending after December 15, 2003. The Company believes the adoption of FIN 46 will not have an impact on its results of operations or financial position.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Critical Accounting Policies

Management believes there have been no significant changes to the Company's critical accounting policies during the quarter ended September 28, 2003 as compared to the previous disclosures in Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Annual Report on Form 10-K for the year ended June 29, 2003.

Results of Operations

The table below states the income statement items for the three months ended September 28, 2003 and September 29, 2002 as a percentage of net sales and provides the percentage change in absolute dollars of such items comparing the interim period ended September 28, 2003 to the corresponding period from the prior fiscal year:

	Three Months Ended		
	September 28, 2003	September 29, 2002	Increase/ (Decrease)
Net sales	100.0%	100.0%	23%
Cost of sales	23.8	25.8	13
Gross profit	76.2	74.2	26
Expenses:			
Research and development	14.0	16.2	5
Selling, general, and administrative	10.1	11.9	4
	24.1	28.1	5
Operating income	52.1	46.1	39
Interest income, net	4.1	7.3	(32)
Income before income taxes	56.2%	53.4%	29
Effective tax rates	29.0%	29.0%	

Net sales for the quarter ended September 28, 2003 were $174.1 million, an increase of $32.1 million or 23% over net sales for the same quarter of the previous year. The increase in net sales was primarily due to an increase in unit shipments, which was partially offset by a decrease in the average selling price. The decrease in average selling price is the result of a continuing change in mix to smaller package products and due to slight price reductions when compared to the same quarter of the previous fiscal year. Geographically, international sales represented 73% of net sales, 7% higher compared to the same quarter of the previous fiscal year. Internationally, sales to Rest of the World (ROW), which is primarily Asia excluding Japan, represented 38% of net sales, while sales to Europe and Japan were 19% and 16% of net sales, respectively. Domestic sales were approximately 27% of net sales for the first quarter of fiscal 2004 compared to 34% in the same quarter of the previous fiscal year. The decline in domestic sales and the related increase in international sales primarily results from the Company's domestic customers shifting more of their manufacturing operations overseas. The Company's major end-markets are communications, industrial and computer. Sales rose in all major end-markets when compared to the same quarter of the previous fiscal year.

Gross profit increased $27.2 million or 26% in the first quarter of fiscal 2004 over the corresponding period in fiscal 2003. The increase in gross profit as a percentage of net sales was primarily due to the favorable effect of fixed costs allocated across a higher sales base as well as an increase in factory efficiencies. These impacts were partially offset by an increase in employee profit sharing. The decrease in average selling price referred to above did not have a commensurate effect on gross margin since most of the reduction was due to a change in product mix as the Company has had increased sales of products with smaller die and package types, which have a lower average selling price but also lower costs.

Research and development ("R&D") expenses increased by $1.3 million or 5% for the first quarter of fiscal 2004, as compared to the same period in fiscal 2003. The increase in R&D expenses compared to the same quarter of the previous

fiscal year was due to increases in labor related expenses, primarily in the area of design engineering headcount and employee profit sharing. Offsetting the increases in labor was a decrease in mask costs.

Selling, general and administrative expenses ("SG&A") increased by $0.6 million or 4% for the first quarter of fiscal 2004, as compared to the same period in fiscal 2003. The increase in SG&A expenses compared to the same quarter of the previous fiscal year was due primarily to an increase in compensation costs as a result of increases in profit sharing, merit and commissions due to higher sales. Offsetting the increases in compensation costs was a decrease in legal expenses.

Interest income, net decreased 32% in the first quarter of fiscal 2004 to $7.1 million when compared to the same period in fiscal 2003. The decrease in interest income was primarily due to the decrease in the average interest rates earned on the Company's cash investment balances. Also contributing to the decline in interest income, net was the addition of interest expense in the first quarter of fiscal 2004 related to a long-term royalty agreement. Offsetting these decreases in interest income, net was the interest earned on the $95.0 million increase on the first quarter's average cash and investments balance when compared to the first quarter in the previous fiscal year.

The Company's effective tax rate for the first quarter of fiscal 2004 and 2003 was 29%. The effective tax rate is impacted by business activity in foreign jurisdictions with lower tax rates, by tax-exempt interest income and by research and development credits.

Factors Affecting Future Operating Results

Except for historical information contained herein, the matters set forth in this Form 10-Q, including the statements in the following paragraphs, are forward-looking statements that are dependent on certain risks and uncertainties including such factors, among others, as the timing, volume and pricing of new orders received and shipped during the quarter, the timely introduction of new processes and products, general conditions in the world economy and financial markets and other factors described below and in our 10-K for the fiscal year ended June 29, 2003.

During the quarter ended September 28, 2003 the Company exceeded its projections by growing sales and profits by 5% over the previous calendar quarter. The Company's backlog coming out of the first quarter of fiscal 2004 is up from the fourth quarter of fiscal 2003. Although still low by historic standards, backlog is higher than what the Company has operated under in the past two years. The conditions external to the Company appear to be improving; general economic conditions are stabilizing and several companies are reporting upward trends. Looking forward, the Company is experiencing good bookings momentum in most major geographies; its inventory is well positioned and it continues to have responsive lead times. Consequently, should these positive trends continue, the Company estimates similar percentage growth sequentially in sales and profits in the December quarter to that just achieved in the September quarter.

Estimates of future performance are uncertain, and past performance of the Company may not be a good indicator of future performance due to factors affecting the Company, its competitors, the semiconductor industry and the overall economy. The semiconductor industry is characterized by rapid technological change, price erosion, cyclical market patterns, periodic oversupply conditions, occasional shortages of materials, capacity constraints, variations in manufacturing efficiencies and significant expenditures for capital equipment and product development. Furthermore, new product introductions and patent protection of existing products, as well as exposure related to patent infringement suits if brought against the Company, are factors that can influence future sales growth and sustained profitability. The Company's headquarters and a portion of its manufacturing facilities and research and development activities and certain other critical business operations are located near major earthquake fault lines in California, consequently, the Company could be adversely affected in the event of a major earthquake.

Although the Company believes that it has the product lines, manufacturing facilities and technical and financial resources for its current operations, sales and profitability could be significantly affected by the above factors described and other factors. Additionally, the Company's common stock could be subject to significant price volatility should sales and/or earnings fail to meet expectations of the investment community. Furthermore, stocks of high technology companies are subject to extreme price and volume fluctuations that are often unrelated or disproportionate to the operating performance of these companies.

Liquidity and Capital Resources

At September 28, 2003, cash, cash equivalents and short-term investments totaled $1,667.1 million, and working capital was $1,704.8 million.

Accounts receivable totaled $95.7 million at the end of the first quarter of fiscal 2004, an increase of $15.6 million over the fourth quarter of fiscal 2003. The increase in accounts receivable was due to several factors: sales increased $8.3 million from the previous sequential quarter; the shipment profile in every summer quarter involves more shipments in September than in the vacation months of July and August; and the Company shipped more to the U.S. distribution channel than what was sold by U.S distribution. The Company does not recognize a sale on shipments to this channel until distribution sells the product to its end customer. Therefore the Company has a larger receivable balance without a current similar increase in sales. Compared with the similar quarter in the previous fiscal year, day sales outstanding (DSO) in accounts receivable decreased from 60 days to 50 days.

During the first quarter of fiscal 2004, the Company generated $76.5 million of cash from operating activities and $22.0 million in proceeds from common stock issued under employee stock plans.

During the first quarter of fiscal 2004, significant cash expenditures included net purchases of short-term investment of $67.1 million, the payment of $18.8 million in cash dividends to stockholders representing $0.06 per share per quarter, repurchases of $1.8 million of common stock and capital asset purchases of $1.2 million. The payment of future dividends will be based on future quarterly financial performance.

As of September 28, 2003, the Company had no off-balance sheet financing arrangements or activities.

Historically, the Company has satisfied its liquidity needs through cash generated from operations and the placement of equity securities. Given its strong financial condition and performance, the Company believes that current capital resources and cash generated from operating activities will be sufficient to meet its liquidity and capital expenditures requirements for the foreseeable future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For additional quantitative and qualitative disclosures about market risk affecting the Company, see item 7A of the Company's Form 10-K for the fiscal year ended June 29, 2003. There have been no material changes in the market risk affecting the Company since the filing of the Company's Form 10-K for fiscal 2003. At September 28, 2003, the Company's cash and cash equivalents consisted primarily of bank deposits, commercial paper and money market funds. The Company's short-term investments consisted of commercial paper, municipal bonds, federal agency and related securities. The Company did not hold any derivative financial instruments. The Company's interest income is sensitive to changes in the general level of interest rates. In this regard, changes in interest rates can affect the interest earned on cash and cash equivalents and short-term investments.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

The Company's management evaluated, with the participation of the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information that the Company is required to disclose in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

(b) Changes in internal controls over financial reporting

There was no change in the Company's internal control over financial reporting that occurred during the first quarter of fiscal 2004 that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits:

Exhibit 31.1 Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

b) Reports on Form 8-K:

During the quarter ended September 28, 2003, the Company filed one report on Form 8-K as follows:

A report on Form 8-K was filed July 22, 2003, furnishing to the Securities and Exchange Commission a press release announcing the Company’s annual and quarterly financial results.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LINEAR TECHNOLOGY CORPORATION

DATE: November 11, 2003

BY /s/Paul Coghlan

Paul Coghlan
Vice President, Finance &
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

EXHIBIT 31.1

CERTIFICATION

I, Robert H. Swanson, Jr. certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Linear Technology Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses, if any, in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, if any, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 11, 2003

/s/ Robert H. Swanson, Jr.
Robert H. Swanson, Jr.
Chairman of the Board and Chief Executive
Officer (Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Paul Coghlan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Linear Technology Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses, if any, in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, if any, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 11, 2003

/s/ Paul Coghlan
Paul Coghlan
Vice President of Finance and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert H. Swanson, Jr., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Linear Technology Corporation on Form 10-Q for the fiscal quarter ended September 28, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Linear Technology Corporation.

By: /s/ Robert H. Swanson,Jr.
Name: Robert H. Swanson, Jr.
Title: Chief Executive Officer

I, Paul Coghlan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Linear Technology Corporation on Form 10-Q for the fiscal year ended September 28, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Linear Technology Corporation.

By: /s/ Paul Coghlan
Name: Paul Coghlan
Title: Chief Financial Officer