

**LINEAR TECHNOLOGY CORPORATION
AUDIT COMMITTEE CHARTER
AS OF NOVEMBER 5, 2009**

MEMBERSHIP AND ORGANIZATION

The membership of the Committee shall consist of at least three directors, who are each free of any relationship that, in the opinion of the Board, may interfere with such member's individual exercise of independent judgment, who meet the independence requirements of the Nasdaq Stock Market (Nasdaq) and the Securities and Exchange Commission (SEC) and meet the financial literacy requirements for serving on audit committees. At least one member shall be designated by the Board as the "audit committee financial expert" as defined by Nasdaq and SEC.

One member of the Committee shall be appointed as chair. The chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, and making regular reports to the Board. The chair will also maintain regular liaison with the CEO, CFO, and the lead independent audit partner.

RESPONSIBILITIES AND AUTHORITY

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The Committee shall be responsible for:

- Appointing, compensating, retaining and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors shall report directly to the Committee.
- Pre-approving any audit and permitted non-audit services provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible); in this regard, the Committee shall have the sole authority to approve the hiring and firing of the independent auditors, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent auditors.
- Obtaining annually from the independent auditors a formal written statement describing all relationships between the auditors and the Company, consistent with Independence Standards Board Standard Number 1. The Committee shall actively engage in a dialogue with the independent auditors with respect to any relationships that may impact the objectivity and independence of the auditors and shall take, or recommend that the Board take, appropriate actions to oversee and satisfy itself as to the auditors' independence.
- Reviewing the audited financial statements and any report rendered by the independent auditors and discussing them with management and the independent auditors. These discussions shall include the matters required to be discussed under Statement of Auditing Standards No. 61 and

consideration of the quality of the Company's accounting principles as applied in its financial reporting, including a review of particularly sensitive accounting estimates, reserves and accruals, judgmental areas, audit adjustments (whether or not recorded), and other such inquiries as the Committee or the independent auditors shall deem appropriate. Based on such review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.

- Reviewing and discussing reports from the independent auditors on all critical accounting policies and practices used by the Company, alternative accounting treatments within GAAP related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the independent auditor, and other material written communications between the independent auditor and management.
- Issuing annually a report to be included in the Company's proxy statement as required by the rules of the SEC.
- Discussing with a representative of management and the independent auditors any issues arising from the independent auditors review of the quarterly financial statements prior to the filing of the Company's Quarterly Report on Form 10-Q.
- Reviewing with management and the independent auditors the quality and adequacy of and compliance with the Company's internal controls, management's report on internal controls, and the independent auditor's attestation and report on management's assertions, as required by Section 404 of the Sarbanes-Oxley Act.
- Discussing with management and/or the Company's counsel any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements, and any material reports or inquiries from regulatory or governmental agencies.
- Receiving and reviewing complaints received by the Company regarding accounting, internal accounting controls or auditing matters and investigating any confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
- In connection with each periodic report of the Company, reviewing and discussing with management, as appropriate:
 - management's disclosure to the Committee and the independent auditor under Section 302 of the Sarbanes- Oxley Act.
 - the contents of the Chief Executive Officer and Chief Financial Officer certificates to be filed under Sections 302 and 906 of the Sarbanes-Oxley Act.
- Reviewing any report, by an attorney representing the Company, of a material violation of securities law, material breach of fiduciary duty, or similar violation of U.S. federal or state law as the Company's Qualified Legal Compliance Committee.

- Reviewing policies and procedures with respect to transactions between the Company and officers and directors or their affiliates (Related Party Transactions) and approving any proposed Related Party Transactions.
- Monitor the appropriate standards adopted as a code of conduct and ethics for the Company and review compliance with such standards.
- Assess the adequacy of this Charter annually and recommend changes to the Board.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Committee and the Board recognize that management and the independent auditors have more resources and time, and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does; accordingly the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its stockholders and others.

MEETINGS

The Committee shall elect its own Chair and establish its own procedures. The Committee will meet at least four times a year, or more frequently as the Committee considers necessary. Special meetings may be convened as required. At least once each quarter the Committee shall have a separate private meeting with the independent auditors. 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.