

**LINEAR TECHNOLOGY CORPORATION  
COMPENSATION COMMITTEE CHARTER  
AS OF APRIL 13, 2004**

**MEMBERSHIP AND ORGANIZATION**

The Committee shall consist of no fewer than two members. The members of the Committee shall be independent of the Company and its affiliates, and shall otherwise be deemed “Independent Directors” under the following requirements or definitions:

- Independence requirements of the listing standards of The Nasdaq National Market
- “Non-employee director” definition of Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934
- “Outside director” definition of Section 162(m) of the Internal Revenue Code of 1986

**RESPONSIBILITIES AND AUTHORITY**

The Board has delegated to the Committee the following authority:

- Annually review and approve the compensation of the executive officers and, when considered appropriate by the Committee, other key employees and consultants
- Set specific corporate objectives relevant to executive compensation, and review executive officer performance in light of these objectives
- Review and approve employment agreements, severance arrangements, and applicable change in control agreements/provisions for the executive officers
- Act as Administrator of the Company’s equity incentive plans and benefits programs, with authority to adopt or modify plans
- Produce a report on executive compensation for inclusion in the Company’s annual proxy statement
- Annually review the performance of the Committee
- 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 has the authority to retain consultants on behalf of the Company to assist in its evaluation of compensation. 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 regularly. Special meetings may be convened as required. 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.