

HUNTER GORDON  
 Form 4  
 December 21, 2005

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUNTER GORDON**

(Last) (First) (Middle)

800 E. NORTHWEST HIGHWAY

(Street)

DES PLAINES, IL 60016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**LITTELFUSE INC /DE [LFUS]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/20/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President & CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 8,020   | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 3,276   | I  | Deferred Compensation                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title or Number of  |
| Stock Option (Right to Buy)                | \$ 7   | 12/20/2005                           |  | D <sup>(1)</sup>               | 12,000  | 11/07/2006 <sup>(2)</sup> 11/07/2013                     | Common Stock 1  |
| Stock Option (Right to Buy)                | \$ 26.51   | 12/20/2005                           |  | A <sup>(1)</sup>               | 12,000  | 11/07/2006 <sup>(2)</sup> 11/07/2013                     | Common Stock 1  |
| Stock Option (Right to Buy)                | \$ 23.48   |                                      |  |                                |   | 06/14/2003 06/14/2017                                    | Common Stock 5  |
| Stock Option (Right to Buy)                | \$ 20.24   |                                      |  |                                |   | 05/02/2004 05/02/2013                                    | Common Stock 5  |
| Stock Option (Right to Buy)                | \$ 28.08   |                                      |  |                                |   | 11/07/2004 11/07/2013                                    | Common Stock 3  |
| Stock Option (Right to Buy)                | \$ 38.11   |                                      |  |                                |   | 04/30/2005 04/30/2014                                    | Common Stock 3  |
| Stock Option (Right to Buy)                | \$ 31.8  |                                      |  |                                |   | 01/18/2006 01/18/2015                                    | Common Stock 2  |
| Stock Option (Right to Buy)                | \$ 27.21   |                                      |  |                                |   | 05/06/2006 05/06/2015                                    | Common Stock 6  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |                           |
|--|---------------|-----------|---------|---------------------------|
|  | Director      | 10% Owner | Officer | Other                     |
| HUNTER GORDON<br>800 E. NORTHWEST HIGHWAY<br>DES PLAINES, IL 60016 | X             |           |         | Chairman, President & CEO |

## Signatures

Gordon Hunter                      12/20/2005

\_\_Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 The remaining unexercised portion of an outstanding option was amended to increase exercise price to equal the fair market value of a  
 (1) share of the common stock on the amendment date resulting in the deemed cancellation of the amended portion of the option and grant of a replacement option. The option was originally granted on November 7, 2003.  
 (2) The remaining portion of the stock option vests annually in 4,000 share increments beginning with November 7, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.