

LITTELFUSE INC /DE
Form 4
August 23, 2006

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 *
MUCHONEY MARY S

(Last) (First) (Middle)
800 EAST 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)
08/22/2006

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)
Corporate Secretary

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/22/2006		A		1,800 A \$ 20.24	4,800	D
Common Stock	08/22/2006		D		1,800 D \$ 34.5	3,000	D
Common Stock	08/22/2006		A		500 A \$ 20.125	3,500	D
Common Stock	08/22/2006		D		500 D \$ 34.5	3,000	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. P. Der. Sec. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.24	08/22/2006		M	600	05/02/2004 05/02/2013	Common Stock	600	\$
Stock Option (Right to Buy)	\$ 20.24	08/22/2006		M	600	05/02/2005 05/02/2013	Common Stock	600	\$
Stock Option (Right to Buy)	\$ 20.24	08/22/2006		M	600	05/02/2006 05/02/2013	Common Stock	600	\$
Stock Option (Right to Buy)	\$ 20.24					05/02/2007 05/02/2013	Common Stock	600	
Stock Option (Right to Buy)	\$ 20.24					05/02/2008 05/02/2013	Common Stock	600	
Stock Option (Right to Buy)	\$ 20.125	08/22/2006		M	400	04/30/2000 04/30/2010	Common Stock	400	\$ 2
Stock Option	\$ 20.125	08/22/2006		M	100	04/30/2001 04/30/2011	Common Stock	100	\$ 2

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(Right to Buy)						
Stock Option (Right to Buy)	\$ 20.125		04/30/2002	04/30/2012	Common Stock	400
Stock Option (Right to Buy)	\$ 20.125		04/30/2003	04/30/2013	Common Stock	400
Stock Option (Right to Buy)	\$ 20.125		04/30/2004	04/30/2014	Common Stock	400
Stock Option (Right to Buy)	\$ 19		04/26/1997	04/26/2011	Common Stock	2,000
Stock Option (Right to Buy)	\$ 23		04/25/1998	04/25/2012	Common Stock	2,000
Stock Option (Right to Buy)	\$ 25.25		05/01/1999	05/01/2013	Common Stock	2,000
Stock Option (Right to Buy)	\$ 35.5		04/28/2001	04/28/2015	Common Stock	3,000
Stock Option (Right to Buy)	\$ 27.1		04/27/2002	04/27/2016	Common Stock	3,000
Stock Option (Right to Buy)	\$ 25.2		04/26/2003	04/26/2017	Common Stock	3,000
Stock Option (Right to Buy)	\$ 38.11		04/30/2005	04/30/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 27.21		05/06/2006	05/06/2015	Common Stock	3,000

Buy)

Stock

Option \$ 34.33
(Right to Buy)

05/05/2007 05/05/2013 Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUCHONEY MARY S 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016			Corporate Secretary	

Signatures

Mary S. 08/22/2006
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**Signature of Reporting Person Date

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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