

LITTELFUSE INC /DE
 Form 4
 May 14, 2008

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 *
HEINZMANN DAVID W

(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)
05/13/2008

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)
V.P, Global Operations Group

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/13/2008 | | A | | 400 \$ 17.812 | 5,128 | D |
| Common Stock | 05/13/2008 | | D | | 400 \$ 36.5 | 4,728 | D |
| Common Stock | 05/13/2008 | | A | | 500 \$ 28.875 | 5,228 | D |
| Common Stock | 05/13/2008 | | D | | 500 \$ 36.5 | 4,728 | 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. F. Derivative Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 11.625 | | | | | 07/21/1999 | 07/21/2009 | Common Stock | 600 |
| Stock Option (Right to Buy) | \$ 16.125 | | | | | 07/21/1999 | 07/21/2010 | Common Stock | 800 |
| Stock Option (Right to Buy) | \$ 17.812 | 05/13/2008 | | D | 400 | 07/17/1998 | 07/17/2008 | Common Stock | 400 |
| Stock Option (Right to Buy) | \$ 17.812 | | | | | 07/17/1999 | 07/17/2009 | Common Stock | 400 |
| Stock Option (Right to Buy) | \$ 17.812 | | | | | 07/17/2000 | 07/17/2010 | Common Stock | 400 |
| Stock Option (Right to Buy) | \$ 17.812 | | | | | 07/17/2001 | 07/17/2011 | Common Stock | 400 |
| Stock Option (Right to Buy) | \$ 28.875 | 05/13/2008 | | D | 500 | 07/25/1998 | 07/25/2008 | Common Stock | 500 |

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| | | | | | | |
|--------------------------------------|-----------|--|------------|------------|-----------------|--------|
| Buy) | | | | | | |
| Stock Option (Right to Buy) | \$ 28.875 | | 07/25/1999 | 07/25/2009 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 28.875 | | 07/25/2000 | 07/25/2010 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 28.875 | | 07/25/2001 | 07/25/2011 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 28.875 | | 07/25/2002 | 07/25/2012 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 23.25 | | 07/31/1999 | 07/31/2013 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 19.75 | | 07/30/2000 | 07/30/2014 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 34.62 | | 07/28/2001 | 07/28/2015 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 27.5 | | 07/27/2002 | 07/27/2016 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 20.34 | | 07/26/2003 | 07/26/2012 | Common Stock | 4,000 |
| Stock Option (Right to buy) | \$ 20.24 | | 05/02/2004 | 05/02/2013 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 38.11 | | 04/30/2005 | 05/30/2014 | Common Stock | 15,000 |

| | | | | | |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 27.21 | 05/06/2006 | 05/06/2015 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 34.33 | 05/05/2007 | 05/05/2013 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 41.22 | 04/27/2008 | 04/27/2014 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 36.33 | 04/25/2009 | 04/25/2015 | Common Stock | 10,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINZMANN DAVID W 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016 | | | V.P, Global Operations Group | |

Signatures

David W.
Heinzmann 05/13/2008

__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).

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