

FRANKLIN PHILIP G
Form 4
May 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
FRANKLIN PHILIP G

(Last) (First) (Middle)

8755 WEST HIGGINS ROAD

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2011

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. Operations Support & CFO

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	04/29/2011		A		3,100	A	\$ 0
Common Stock	04/30/2011		F		459	D	28,362
							\$ 62.21
							27,903
							(1)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to Buy)	\$ 62.21	04/29/2011		A		11,000		(2)	04/29/2018	Common Stock	11,000
Stock Option (right to Buy)	\$ 19.188							01/04/2001	01/04/2014	Common Stock	4,000
Stock Option (right to Buy)	\$ 35.5							04/28/2002	04/28/2015	Common Stock	13,200
Stock Option (right to Buy)	\$ 27.1							04/27/2002	04/27/2016	Common Stock	19,116
Stock Option (right to Buy)	\$ 25.2							04/26/2004	04/26/2017	Common Stock	17,600
Stock Option (right to Buy)	\$ 38.11							04/30/2005	04/30/2014	Common Stock	22,000
Stock Option (right to Buy)	\$ 27.21							05/06/2006	05/06/2015	Common Stock	22,000
Stock Option (Right to Buy)	\$ 34.33							05/05/2007	05/05/2013	Common Stock	22,000
	\$ 41.22							04/27/2008	04/27/2014		22,000

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Stock Option (Right to Buy)					Common Stock	
Stock Option (Right to Buy)	\$ 36.33		04/25/2009	04/25/2015	Common Stock	13,100
Stock Option (Right to Buy)	\$ 13.88		04/24/2010	04/24/2016	Common Stock	24,675
Stock Option (Right to Buy)	\$ 42.13		04/30/2011	04/30/2017	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN PHILIP G 8755 WEST HIGGINS ROAD CHICAGO, IL 60631			V.P. Operations Support & CFO	

Signatures

Philip G.
Franklin
04/29/2011

**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).
- (1) Value based on the last business day (April 29) before vesting of Restricted Stock Units.
- (2) The options vest in increments of one third annually beginning on the first anniversary of the date of grant.

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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