

LITTELFUSE INC /DE
 Form 4
 May 09, 2006

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 *
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)
05/05/2006

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)
 V.P. and G.M. Automotive Div.

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)
Common Stock				(A) or (D) Price	2,875	D	

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

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SEC 1474 (9-02)

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

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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) ⁽¹⁾	\$ 34.33	05/05/2006		A		15,000		05/05/2007	05/05/2013	Common Stock	15,000
Stock Option (Right to Buy)	\$ 12.375							11/18/1994	11/18/2008	Common Stock	800
Stock Option (Right to Buy)	\$ 11.625							07/21/1995	07/21/2009	Common Stock	1,800
Stock Option (Right to Buy)	\$ 16.125							07/21/1996	07/21/2010	Common Stock	2,000
Stock Option (Right to Buy)	\$ 17.812							07/17/1997	07/17/2011	Common Stock	2,000
Stock Option (Right to Buy)	\$ 28.875							07/25/1998	07/25/2012	Common Stock	2,500
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	04/30/2014	Common Stock	15,000
Stock Option (Right to Buy)	\$ 27.21	05/06/2006	05/06/2015	Common Stock	15,000

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. and G.M. Automotive Div.	

Signatures

David W.
Heinzmann 05/05/2006

 **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).
- (1) Granted under the Littelfuse, Inc. Equity Incentive Compensation Plan

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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