

LITTELFUSE INC /DE
Form 4
April 28, 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)
04/25/2008

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. 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)
				(A) or (D) Price			
Common Stock	04/25/2008		A	1,730 A \$ 0 4,728		D	

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.33	04/25/2008		A	10,300	(1) 04/25/2015	Common Stock	10,300	
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					07/17/1998 07/17/2011	Common Stock	1,600	
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 07/30/2015	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 04/27/2016	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
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

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 04/25/2008

 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) The options vest 25% per year 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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