

LITTELFUSE INC /DE
Form 4
April 30, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HUNTER GORDON

(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)
04/28/2014

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)
Chairman, President & CEO

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 or Price		
Common Stock	04/28/2014		M		13,767 A \$ 66.68	77,169	D
Common Stock	04/28/2014		M		13,200 A \$ 63.09	90,369	D
Common Stock	04/28/2014		S		8,100 D 92.188	82,269	D
					(1)		
Common Stock	04/28/2014		S		10,380 D 93.137	71,889	D
					(2)		
	04/28/2014		S		7,320 D	64,569	D

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Common Stock						\$ 94.114 (3)		
Common Stock	04/28/2014	S	1,167	D		\$ 95.083 (4)	63,402	D
Common Stock	04/28/2014	F	3,629	D		\$ 94.84 (5)	59,773	D
Common Stock	04/29/2014	M	10,600	A		\$ 62.21	70,373	D
Common Stock	04/29/2014	S	5,900	D		\$ 90.574 (6)	64,473	D
Common Stock	04/29/2014	S	1,500	D		\$ 91.342 (7)	62,973	D
Common Stock	04/29/2014	S	1,800	D		\$ 92.62 (8)	61,173	D
Common Stock	04/29/2014	S	1,400	D		\$ 93.481 (9)	59,773	D
Common Stock	04/29/2014	F	1,393	D		\$ 90.78 (10)	58,380	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. Amount or Number of Shares
Stock option	\$ 66.68	04/28/2014		M	13,767	(11) 04/26/2020	Common stock	13,767

(right to buy)

Stock option (right to buy)	\$ 63.09	04/28/2014	M	13,200	(11)	04/27/2019	Common stock	13,200
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Stock option (right to buy)	\$ 62.21	04/29/2014	M	10,600	(11)	04/29/2018	Common stock	10,600
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER GORDON 8755 WEST HIGGINS ROAD CHICAGO, IL 60631	X		Chairman, President & CEO	

Signatures

Ryan Stafford, by power of attorney
04/30/2014

__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 shares were sold in multiple transactions at prices ranging from \$91.64 to \$92.63. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (2) The shares were sold in multiple transactions at prices ranging from \$92.64 to \$93.63. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (3) The shares were sold in multiple transactions at prices ranging from \$93.64 to \$94.62. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) The shares were sold in multiple transactions at prices ranging from \$94.69 to \$95.32. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) Closing price per share on 4/25/2014, the business day immediately prior to the date of vesting of restricted shares.
- (6) The shares were sold in multiple transactions at prices ranging from \$90.035 to \$90.99. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (7) The shares were sold in multiple transactions at prices ranging from \$91.05 to \$92.00. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (8)

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The shares were sold in multiple transactions at prices ranging from \$92.09 to \$93.08. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(9) The shares were sold in multiple transactions at prices ranging from \$93.10 to \$93.80. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(10) Closing price per share on 4/29/2014, the date of vesting of restricted shares.

(11) 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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