

WITT HOWARD B
Form 4
May 10, 2005

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 *
WITT HOWARD B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**800 EAST NORTHWEST
HIGHWAY**

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
DES PLAINES, IL 60016

4. If Amendment, Date Original Filed(Month/Day/Year)

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	156,240	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 (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 (Right to Buy)	\$ 27.21	05/06/2005		A	5,000	05/06/2006 05/06/2015	Common Stock	5,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 16.5					05/05/1996 12/31/2007	Common Stock	2,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 35.5					04/28/2001 12/31/2007	Common Stock	13,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 27.1					04/27/2002 12/31/2007	Common Stock	26,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 25.2					04/26/2003 12/31/2007	Common Stock	39,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 20.24					05/02/2004 12/31/2007	Common Stock	52,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 38.11					04/30/2005 12/31/2007	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

WITT HOWARD B
800 EAST NORTHWEST HIGHWAY
DES PLAINES, IL 60016

Signatures

Howard B. Witt 05/06/2005

 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 extended expiration date of the Stock Option is in accordance with the terms of the Employment Agreement signed by Mr. Witt on December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.