

AUDINO KENNETH R
 Form 4
 August 09, 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 *
AUDINO KENNETH R

(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)
08/08/2005

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. Organization Dev. & TQM

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	08/08/2005		A		3,000 A \$ 27.1	19,000	D
Common Stock	08/08/2005		D		3,000 D \$ 29.6	16,000	D
Common Stock	08/08/2005		A		3,000 A \$ 25.2	19,000	D
Common Stock	08/08/2005		D		3,000 D \$ 29.6	16,000	D
Common Stock	08/08/2005		A		3,000 A \$ 20.24	19,000	D

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Common Stock	08/08/2005	D	3,000	D	\$ 29.6	16,000	D
Common Stock	08/08/2005	D	11,000	D	\$ 29.6	5,000	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.1	08/08/2005		M	\$ 27.1	04/27/2002 04/27/2015	Common Stock	3,000
Stock Option (Right to Buy)	\$ 27.1					04/27/2002 04/27/2016	Common Stock	3,000
Stock Option (Right to Buy)	\$ 25.2	08/08/2005		M	\$ 25.2	04/26/2003 04/26/2015	Common Stock	3,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2016	Common stock	3,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2017	Common Stock	3,000
Stock	\$ 20.24	08/08/2005		M	\$	05/05/2004 05/02/2013	Common	3,000

Option (Right to Buy)		20.24			Stock	
Stock Option (Right to Buy)	\$ 20.24		05/02/2004	05/02/2013	Common Stock	9,000
Stock Option (Right to Buy)	\$ 35.5		04/28/2001	04/28/2015	Common Stock	3,000
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
AUDINO KENNETH R 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016			V.P. Organization Dev. & TQM	

Signatures

Kenneth R. 08/08/2005
Audino

 Date
**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).
- 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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