

LITTELFUSE INC /DE
Form 4
May 09, 2006

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 *
KARSH BRUCE A

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)

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

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

C/O OAKTREE CAPITAL MANAGEMENT LLC, 333 SOUTH GRAND AVENUE

05/05/2006

(Street)

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

LOS ANGELES, CA 90071

(City) (State) (Zip)

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 or Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common stock					46,000	D	
Common Stock					14,097	I	Deferred Compensation
Common Stock					2,000	I	By Wife
Common Stock					6,000	I	By Children
Common Stock <u>(1)</u>					75,000	I	See Footnote 1

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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 (Right to Buy) ⁽²⁾	\$ 34.33	05/05/2006		A	5,000	05/05/2007 05/05/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 19					04/26/1997 04/26/2011	Common Stock	4,400
Stock Option (Right to Buy)	\$ 23					04/25/1998 04/28/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 25.25					05/01/1999 05/01/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.125					04/30/2000 04/30/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 35.5					04/28/2001 04/28/2015	Common Stock	5,000
Stock Option	\$ 27.1					04/27/2002 04/27/2016	Common Stock	5,000

(Right to Buy)						
Stock Option (Right to Buy)	\$ 25.2		04/26/2003	04/26/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.24		05/02/2004	05/02/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 38.11		04/30/2005	04/30/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.21		05/06/2006	05/06/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARSH BRUCE A C/O OAKTREE CAPITAL MANAGEMENT LLC 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071	X			

Signatures

Bruce A. Karsh 05/05/2006

__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) Held by the Karsh Family Foundation ("Foundation"), of which Mr. Karsh is Trustee. Mr. Karsh disclaims beneficial ownership of all securities held by the Foundation and this Form 4 should not be deemed an admission that the reporting person is the beneficial owner of such securities.
- (2) Granted under the Littelfuse, Inc. Outside Directors' Stock Option Plan

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.