

LITTELFUSE INC /DE
Form 4
May 14, 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)
05/13/2008

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, Global Operations Group

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/13/2008		A	400 A \$ 17.812	5,128	D	
Common Stock	05/13/2008		D	400 D \$ 36.5	4,728	D	
Common Stock	05/13/2008		A	500 A \$ 28.875	5,228	D	
Common Stock	05/13/2008		D	500 D \$ 36.5	4,728	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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	05/13/2008		D	400	07/17/1998	07/17/2008	Common Stock	400 \$ 1
Stock Option (Right to Buy)	\$ 17.812					07/17/1999	07/17/2009	Common Stock	400
Stock Option (Right to Buy)	\$ 17.812					07/17/2000	07/17/2010	Common Stock	400
Stock Option (Right to Buy)	\$ 17.812					07/17/2001	07/17/2011	Common Stock	400
Stock Option (Right to Buy)	\$ 28.875	05/13/2008		D	500	07/25/1998	07/25/2008	Common Stock	500 \$ 2

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Buy)						
Stock Option (Right to Buy)	\$ 28.875		07/25/1999	07/25/2009	Common Stock	500
Stock Option (Right to Buy)	\$ 28.875		07/25/2000	07/25/2010	Common Stock	500
Stock Option (Right to Buy)	\$ 28.875		07/25/2001	07/25/2011	Common Stock	500
Stock Option (Right to Buy)	\$ 28.875		07/25/2002	07/25/2012	Common Stock	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	07/30/2014	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	07/27/2016	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	05/30/2014	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
Stock Option (Right to Buy)	\$ 36.33	04/25/2009	04/25/2015	Common Stock	10,300

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, Global Operations Group	

Signatures

David W.
Heinzmann 05/13/2008

__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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