LITTELFUSE INC /DE

Form 4 March 16, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * FRANKLIN PHILIP G

2. Issuer Name and Ticker or Trading Symbol

LITTELFUSE INC /DE [LFUS]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

Director

10% Owner

800 EAST NORTHWEST

HIGHWAY

(Last)

(Month/Day/Year)

03/15/2007

X_ Officer (give title Other (specify

below)

V.P. Operations Support & CFO

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DES PLAINES, IL 60016

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(1)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

10,000

or (D) Price

(A)

Common 03/15/2007 Stock

Code V Amount 2,500 A A \$0

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secun (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to Buy)	\$ 5					01/04/2000	01/04/2014	Common Stock	10,000	
Stock Option (right to Buy)	\$ 19.188					01/04/2000	01/04/2014	Common Stock	20,000	
Stock Option (right to Buy)	\$ 35.5					04/28/2001	04/28/2015	Common Stock	22,000	
Stock Option (right to Buy)	\$ 27.1					04/27/2002	04/27/2016	Common Stock	22,000	
Stock Option (right to Buy)	\$ 25.2					04/26/2003	04/26/2017	Common Stock	22,000	
Stock Option (right to Buy)	\$ 20.24					05/02/2004	05/02/2013	Common Stock	22,000	
Stock Option (right to Buy)	\$ 38.11					04/30/2005	04/30/2014	Common Stock	22,000	
Stock Option (Right to Buy)	\$ 27.21					05/06/2006	05/06/2015	Common Stock	22,000	
	\$ 34.33					05/05/2007	05/05/2013		22,000	

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Stock Common
Option Stock
(Right to

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANKLIN PHILIP G 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016

V.P. Operations Support & CFO

Signatures

Philip G. Frankllin 03/15/2007

**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).
- (1) Represents restricted stock issued with the following vesting dates; 833 shares on January 2, 2008, 833 shares on January 2, 2009, and 834 shares on January 2, 2010.

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.

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