

LITTELFUSE INC /DE

Form 4

April 28, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUCHONEY MARY S

(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)
04/25/2008

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) below)

Corporate Secretary

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/25/2008		A		500	A \$ 0	3,500 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
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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 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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.33	04/25/2008		A		3,000		<u>(1)</u>	04/25/2015	Common Stock	3,000
Stock Option (Right to Buy)	\$ 25.25							05/01/1999	05/01/2013	Common Stock	2,000
Stock Option (Right to Buy)	\$ 35.5							04/28/2001	04/28/2015	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							04/26/2003	04/26/2017	Common Stock	3,000
Stock Option (Right to Buy)	\$ 20.24							05/02/2004	05/02/2013	Common Stock	1,200
Stock Option (Right to Buy)	\$ 38.11							04/30/2005	04/30/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 27.21							05/06/2006	05/06/2015	Common Stock	3,000
Stock Option	\$ 34.33							05/05/2007	05/05/2013	Common Stock	3,000

(Right to
Buy)

Stock

Option \$ 41.22
(Right to
Buy)

04/27/2008 04/27/2014 Common
Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUCHONEY MARY S 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016			Corporate Secretary	

Signatures

Mary S. 04/25/2008
Muchoney

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 options vest 25% per year beginning on the first anniversary of the date of grant.

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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