

LITTELFUSE INC /DE  
 Form 4  
 April 28, 2008

**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 \*  
**FRANKLIN PHILIP G**

(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)  
**V.P. Operations Support & CFO**

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	(D)	Price
Common Stock	04/25/2008		A		2,210	A	\$ 0 12,210
						D	

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

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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)			
				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		13,100		<u>(1)</u>	04/25/2015	Common Stock	13,100
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

Stock Option (Right to Buy)	\$ 34.33		05/05/2007	05/05/2013	Common Stock	22,000
Stock Option (Right to Buy)	\$ 41.22		04/27/2008	04/27/2014	Common Stock	22,000

## 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.  
Franklin

04/25/2008

\*\*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. 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.