

FRANKLIN PHILIP G
Form 4
May 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

8755 WEST HIGGINS ROAD

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITTELFUSE INC /DE [LFUS]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/26/2011		A		4,000	A	\$ 19.88
Common Stock	05/26/2011		D		4,000	D	\$ 59.9424
Common Stock	05/26/2011		A		4,400	A	\$ 35.5
Common Stock	05/26/2011		D		4,400	D	\$ 59.8983
Common Stock	05/26/2011		A		5,916	A	\$ 27.1

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Common Stock	05/26/2011	D	5,916	D	\$ 60.0436	27,903	D
Common Stock	05/26/2011	A	4,400	A	\$ 25.2	32,303	D
Common Stock	05/26/2011	D	4,400	D	\$ 59.7428	27,903	D
Common Stock	05/26/2011	A	8,225	A	\$ 13.88	36,128	D
Common Stock	05/26/2011	D	8,225	D	\$ 59.897	27,903	D
Common Stock	05/27/2011	A	4,400	A	\$ 27.1	32,303	D
Common Stock	05/27/2011	D	4,400	D	\$ 60	27,903	D
Common Stock	05/27/2011	A	7,694	A	\$ 34.33	35,597	D
Common Stock	05/27/2011	D	7,694	D	\$ 60.0095	27,903	D
Common Stock	05/31/2011	A	4,209	A	\$ 34.33	32,112	D
Common Stock	05/31/2011	D	4,209	D	\$ 60.0064	27,903	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)

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	\$ 19.188	05/26/2011		D	4,000	01/04/2001 01/04/2014	Common Stock	4,000

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(Right to Buy)									
Stock Option (Right to Buy)	\$ 35.5	05/26/2011	D	4,400	04/28/2002	04/28/2015	Common Stock	4,400	
Stock Option (Right to Buy)	\$ 27.1	05/26/2011	D	5,916	04/27/2002	04/27/2016	Common Stock	5,916	
Stock Option (Right to Buy)	\$ 25.2	05/26/2011	D	4,400	04/26/2004	04/26/2017	Common Stock	4,400	
Stock Option (Right to Buy)	\$ 13.88	05/26/2011	D	8,225	04/24/2010	04/24/2016	Common Stock	8,225	
Stock Option (Right to Buy)	\$ 27.1	05/27/2011	D	4,400	04/27/2002	04/27/2016	Common Stock	4,400	
Stock Option (Right to Buy)	\$ 34.33	05/27/2011	D	7,694	05/05/2007	05/05/2013	Common Stock	7,694	
Stock Option (Right to Buy)	\$ 34.33	05/31/2011	D	4,209	05/05/2007	05/05/2013	Common Stock	4,209	
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)	\$ 41.22				04/27/2008	04/27/2014	Common Stock	22,000	
Stock Option (Right to Buy)	\$ 36.33				04/25/2009	04/25/2015	Common stock	13,100	

Buy)					
Stock					
Option	\$ 42.13		04/30/2011	04/30/2017	Common Stock 12,500
(Right to Buy)					
Stock					
Option	\$ 62.21		04/29/2012	04/29/2018	Common Stock 11,000
(Right to Buy)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN PHILIP G 8755 WEST HIGGINS ROAD CHICAGO, IL 60631			V.P. Operations Support & CFO	

Signatures

Philip G.
Franklin 05/26/2011

 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).
- 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.