

LITTELFUSE INC /DE
Form 4
May 19, 2014

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 *
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)
05/15/2014

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)

Senior V.P. & 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 | 05/15/2014 | | M | 300 A \$ 36.33 | 49,606 | D | |
| Common stock | 05/15/2014 | | M | 4,400 A \$ 25.2 | 54,006 | D | |
| Common stock | 05/15/2014 | | M | 2,300 A \$ 42.13 | 56,306 | D | |
| Common stock | 05/15/2014 | | S | 3,500 (1) D \$ 86.184 (2) | 52,806 | D | |
| Common stock | 05/15/2014 | | S | 3,300 (1) D \$ 87.339 | 49,506 | D | |

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| | | | | | | | | |
|--------------|------------|--|----|---------|-----|--------|--------|---|
| | | | | | (3) | | | |
| Common stock | 05/15/2014 | | \$ | 200 (1) | D | 87.825 | 49,306 | D |
| | | | | | | (4) | | |

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 required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option (right to buy) | \$ 36.33 | 05/15/2014 | | M | 300 | (5) 04/25/2015 | Common stock | 300 | |
| Stock option (right to buy) | \$ 25.2 | 05/15/2014 | | M | 4,400 | (6) (7) | Common stock | 4,400 | |
| Stock option (right to buy) | \$ 42.13 | 05/15/2014 | | M | 2,300 | (8) 04/30/2017 | Common stock | 2,300 | |

Reporting Owners

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

Signatures

Mary Muchoney, by power of
attorney

05/19/2014

__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 sale was effected pursuant to a Rule 10b5-1 trading plan.

The shares were sold in multiple transactions at prices ranging from \$85.62 to \$86.60. This amount represents the weighted average sale

(2) price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

The shares were sold in multiple transactions at prices ranging from \$86.77 to \$87.75. This amount represents the weighted average sale

(3) price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

The shares were sold in multiple transactions at prices ranging from \$87.78 to \$87.87. This amount represents the weighted average sale

(4) price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer

(5) The option vests in five equal annual installments beginning on April 25, 2009, which was the first anniversary of the date on which the option was granted.

(6) The option vests in five equal annual installments beginning on April 26, 2003, which was the first anniversary of the date on which the option was granted.

(7) The option expires in five equal annual installments, on April 26, 2013, April 26, 2014, April 26, 2015, April 26, 2016 and April 26, 2017.

(8) The option vests in three equal annual installments beginning on April 30, 2011, which was the first anniversary of the date on which the option was granted.

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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