

FRANKLIN PHILIP G
Form 4
April 23, 2010

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)
04/21/2010

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	04/21/2010		A		2,565 A \$ 35.5	31,775	D
Common Stock	04/21/2010		D		2,565 D \$ 42.0014	29,210	D
Common Stock	04/22/2010		A		604 A \$ 35.5	29,814	D
Common Stock	04/22/2010		D		604 D \$ 42	29,210	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)

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		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
					(A) Acquired	(D) Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date		
Stock Option (right to Buy)	\$ 35.5	04/21/2010		M	2,565		04/28/2001	04/28/2011	Common Stock	2,565
Stock Option (right to Buy)	\$ 35.5	04/22/2010		M	604		04/28/2001	04/28/2011	Common Stock	604
Stock Option (right to Buy)	\$ 35.5						04/28/2002	04/28/2012	Common Stock	4,400
Stock Option (right to Buy)	\$ 35.5						04/28/2003	04/28/2013	Common Stock	4,400
Stock Option (right to Buy)	\$ 35.5						04/28/2004	04/28/2014	Common Stock	4,400
Stock Option (right to Buy)	\$ 35.5						04/28/2005	04/28/2015	Common Stock	4,400
Stock Option (right to Buy)	\$ 19.88						01/04/2001	01/04/2014	Common Stock	14,000

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Stock Option (Right to Buy)	\$ 5	01/04/2002	01/04/2014	Common Stock	6,000
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
Stock Option (Right to Buy)	\$ 36.33	04/25/2009	04/15/2015	Common Stock	13,100
Stock Option (Right to Buy)	\$ 13.88	04/24/2010	04/24/2016	Common Stock	32,900

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

04/21/2010

**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.

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