

LITTELFUSE INC /DE
Form 11-K
June 30, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 11-K**

(Mark one)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2007

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission file number 0-20388

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

LITTELFUSE, INC. 401(K) SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office.

Littelfuse, Inc.

800 E. Northwest Highway

Des Plaines, Illinois 60016

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Financial Statements and Supplemental Schedule
Littelfuse, Inc. 401(k) Savings Plan
Years Ended December 31, 2007 and 2006
With Report of Independent Registered Public Accounting Firm

Littelfuse, Inc. 401(k) Savings Plan
Financial Statements and Supplemental Schedule
Years Ended December 31, 2007 and 2006
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Report of Independent Registered Public Accounting Firm

Plan Management

Littelfuse, Inc. 401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Littelfuse, Inc. 401(k) Savings Plan as of December 31, 2007 and 2006, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2007 and 2006, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Ernst & Young LLP

June 25, 2008

Chicago, Illinois

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Statements of Net Assets Available for Benefits

| | December 31, | |
|-----------------------------------|---------------------|---------------------|
| | 2007 | 2006 |
| Assets | | |
| Cash and cash equivalents | \$ 49,121 | \$ |
| Investments, at fair value | 48,016,331 | 45,804,038 |
| Contributions receivable: | | |
| Employer | 38,472 | 28,385 |
| Employee | | 17,086 |
| Total assets | 48,103,924 | 45,849,509 |
| Liabilities | | |
| Contributions to be returned | 973 | 2,267 |
| Total liabilities | 973 | 2,267 |
| Net assets available for benefits | \$48,102,951 | \$45,847,242 |

See accompanying notes.

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Littelfuse, Inc. 401(k) Savings Plan
 Statements of Changes in Net Assets Available for Benefits

| | Year Ended December 31, | |
|--|--------------------------------|--------------|
| | 2007 | 2006 |
| Additions | | |
| Employer contributions | \$ 775,651 | \$ 705,249 |
| Participant contributions | 3,250,276 | 2,897,212 |
| Rollover contributions | 72,904 | 78,613 |
| Interest and dividends | 3,239,615 | 1,872,945 |
| Total additions | 7,338,446 | 5,554,019 |
| Deductions | | |
| Distributions to participants | 4,833,150 | 4,321,502 |
| Net realized and unrealized (depreciation) appreciation in fair value of investments | (249,587) | 3,200,740 |
| Net increase | 2,255,709 | 4,433,257 |
| Net assets available for benefits at beginning of year | 45,847,242 | 41,413,985 |
| Net assets available for benefits at end of year | \$48,102,951 | \$45,847,242 |

See accompanying notes.

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Littelfuse, Inc. 401(k) Savings Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Littelfuse, Inc. 401(k) Savings Plan (the Plan) provides general information only. Reference should be made to the Summary Plan Description or the plan document for more complete information. The Plan is a defined contribution plan, which is optional to all eligible employees of Littelfuse, Inc. (the Company). The Plan is administered by the T. Rowe Price Trust Company (the Trustee) under the direction of the plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

All employees of the Company who have completed 90 days of service are eligible to participate in the Plan. Participants may elect to contribute up to 90% of their annual pretax compensation for 2006 and 2007, subject to certain limitations. Highly compensated participants, as defined by the Internal Revenue Service (IRS), are subject to more restrictive maximum limits. The Company matches participant contributions 50 cents on the dollar up to the first 4% of the participant s compensation, as defined.

Participants are immediately vested in their contributions and earnings thereon. Participants become 100% vested in their Company contributions after two years of service.

A participant may direct employee and Company contributions in any of 11 investment options.

Each participant s account is credited with the participant s contributions and allocations of: (a) the Company s contributions, and (b) plan earnings. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants nonvested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant s account. Participants are entitled to receive a distribution of their accounts upon reaching age 59 1/2, termination of employment, disability, death, or in the event of a financial hardship. Distributions may be made in a lump sum or in periodic installments and are taxable to the participant when received. Distributions prior to 59 1/2 may subject the participant to a 10% federal income tax penalty.

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Littelfuse, Inc. 401(k) Savings Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Loans are available to eligible participants, bearing interest at a rate commensurate with rates that may be obtained on similar borrowings in the normal course of business. Participants may borrow from their plan account in accordance with provisions of the Plan.

Although it has not expressed an intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies and Other Information

Investment Valuation and Income Recognition

The investments of the Plan are stated at fair value. The shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. Participant loans are stated at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Distributions

Distributions to participants are recorded by the Plan when actual payments are made.

Reclassifications

Certain items in the 2006 financial statements have been reclassified to conform to the 2007 presentation.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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Notes to Financial Statements (continued)**2. Summary of Significant Accounting Policies and Other Information (continued)****Recent Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157). SFAS 157 establishes a framework for measuring fair value by providing a standard definition of fair value as it applies to assets and liabilities. SFAS 157, which does not require any new fair value measurements, clarifies the application of other accounting pronouncements that require or permit fair value measurements. SFAS 157 must be applied prospectively beginning January 1, 2008. The Company is evaluating the impact of adopting SFAS 157 on the Plan's financial statements.

3. Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2007 and 2006, are as follows:

| | December 31, | |
|--|---------------------|--------------|
| | 2007 | 2006 |
| T. Rowe Price Growth Stock Fund | \$ 8,745,044 | \$ 8,229,739 |
| T. Rowe Price Equity Income Fund | 7,790,020 | 8,156,124 |
| T. Rowe Price Prime Reserve Fund | 5,751,554 | 5,386,747 |
| T. Rowe Price New Horizons Fund | 4,891,798 | 4,933,426 |
| T. Rowe Price New Income Fund | 3,935,324 | 3,596,193 |
| T. Rowe Price International Stock Fund | 3,293,811 | 2,511,554 |
| T. Rowe Price Equity Index 500 Fund | 3,100,230 | 3,160,125 |
| T. Rowe Price Mid-Cap Growth Fund | 2,657,943 | * |
| T. Rowe Price Small-Cap Value Fund | * | 2,372,854 |

* Did not meet 5% threshold.

The net realized and unrealized appreciation (depreciation) for the years ended December 31, 2007 and 2006 (including investments bought, sold, and held during the year), are as follows:

| | 2007 | 2006 |
|---------------------------------|--------------------|-------------|
| Registered investment companies | \$(346,414) | \$2,884,860 |
| Littelfuse, Inc. common stock | 96,827 | 315,880 |
| | \$(249,587) | \$3,200,740 |

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Littelfuse, Inc. 401(k) Savings Plan
Notes to Financial Statements (continued)

4. Income Tax Status

The underlying nonstandardized prototype plan has received an opinion letter from the IRS dated February 27, 2002, stating that the form of the Plan is qualified under Section 401 of the Internal Revenue Code (the Code) and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedure 2006-6 and Announcement 2001-77, the plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the code to maintain its qualification. The plan sponsor has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

5. Administrative Expenses

All administrative and record-keeping fees of the Trustee and certain accounting and legal expenses of the Plan are paid by the Company on behalf of the Plan.

6. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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Supplemental Schedule

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Littelfuse, Inc. 401(k) Savings Plan
 Schedule H, Line 4i Schedule of Assets
 (Held at End of Year)
 EIN #36-3795742, Plan #002
 December 31, 2007

| Identity of Issuer | Description | Number of Shares | Current Value |
|--------------------|--|------------------|----------------------|
| T. Rowe Price* | Prime Reserve Fund | 5,751,554 | \$ 5,751,554 |
| T. Rowe Price* | New Income Fund | 435,323 | 3,935,324 |
| T. Rowe Price* | Equity Income Fund | 277,225 | 7,790,020 |
| T. Rowe Price* | Growth Stock Fund | 259,805 | 8,745,044 |
| T. Rowe Price* | International Stock Fund | 196,645 | 3,293,811 |
| T. Rowe Price* | New Horizons Fund | 160,334 | 4,891,798 |
| T. Rowe Price* | Mid-Cap Value Fund | 103,946 | 2,334,629 |
| T. Rowe Price* | Equity Index 500 Fund | 78,766 | 3,100,230 |
| T. Rowe Price* | Small-Cap Value Fund | 66,503 | 2,388,791 |
| T. Rowe Price* | Mid-Cap Growth Fund | 46,089 | 2,657,943 |
| Littelfuse, Inc.* | Common stock | 59,965 | 1,976,450 |
| Participant loans* | Loans receivable with varying maturities; interest rate ranging from 5.75% to 8% | | 1,150,737 |
| | | | \$ 48,016,331 |

* Indicates party in interest to the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administrator the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Littelfuse, Inc.
Littelfuse, Inc. 401(K) Savings Plan

Dated: June 30, 2008

By: /s/ John T. Quille
John T. Quille
Chief Accounting Officer
Plan Administrator

Dated: June 30, 2008

By: /s/ Timothy C. Gerten
Timothy C. Gerten
Corporate Controller
Plan Administrator