

FRANKLIN PHILIP G
Form 4
July 28, 2010

FORM 4

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

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

OMB APPROVAL

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(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)
07/26/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

V.P. Operations Support & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	07/26/2010		A		100	A	\$ 19.188	26,401 D
Common stock	07/26/2010		D		100	D	\$ 37	26,301 D
Common Stock	07/27/2010		A		3,900	A	\$ 19.188	30,201 D
Common Stock	07/27/2010		D		3,900	D	\$ 37.0231	26,301 D
Common Stock	07/27/2010		A		4,000	A	\$ 5	30,301 D

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Common Stock 07/27/2010 D 4,000 D \$ 37.0231 26,301 D

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

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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
Stock Option (right to Buy)	\$ 19.188	07/26/2010		D	100	01/04/2002 01/04/2012	Common Stock	100
Stock Option (right to Buy)	\$ 19.188	07/27/2010		D	3,900	01/04/2002 01/04/2012	Common Stock	3,900
Stock Option (right to Buy)	\$ 19.188					01/04/2003 01/04/2013	Common Stock	4,000
Stock Option (right to Buy)	\$ 19.188					01/04/2004 01/04/2014	Common Stock	4,000
Stock Option (right to Buy)	\$ 5	07/27/2010		D	2,000	01/04/2003 01/04/2013	Common Stock	2,000
Stock Option (right to Buy)	\$ 5	07/27/2010		D	2,000	01/04/2004 01/04/2014	Common Stock	2,000

Stock Option (right to Buy)	\$ 35.5	04/28/2002	04/28/2015	Common Stock	17,600
Stock Option (Right to Buy)	\$ 27.1	04/27/2002	04/27/2016	Common Stock	19,116
Stock Option (Right to Buy)	\$ 25.2	04/26/2004	04/26/2017	Common Stock	17,600
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	04/25/2015	Common Stock	13,100
Stock Option (Right to Buy)	\$ 13.88	04/24/2010	04/24/2016	Common Stock	32,900
Stock Option (Right to Buy)	\$ 42.13	04/30/2011	04/30/2017	Common Stock	12,500

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

07/26/2010

 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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