

LITTELFUSE INC /DE
Form 4
August 25, 2006

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 *
MAJOR JOHN E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
16720 LAS CUESTAS, PO BOX 27
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2006

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

RANCHO SANTE FE, CA 92067
(City) (State) (Zip)

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

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)
Common Stock				(A) or (D)	Price		
Common Stock	08/24/2006		A	5,000	A \$ 20.125	7,000	D
Common Stock	08/24/2006		D	5,000	D \$ 35	2,000	D
						16,168	I
							Deferred Compensation

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

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SEC 1474 (9-02)

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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 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	
Stock Option (Right to Buy)	\$ 20.125	08/24/2006		M	5,000	04/30/2000	04/30/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 23					04/25/1998	04/25/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 25.25					05/01/1999	05/01/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 35.5					04/28/2001	04/28/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.1					04/27/2002	04/27/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003	04/26/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.24					05/02/2004	05/02/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 38.11					04/30/2005	04/30/2014	Common Stock	5,000

Stock Option (Right to Buy)	\$ 27.21	05/06/2006	05/06/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 34.33	05/05/2007	05/05/2013	Common Stock	5,000
Stock Option (Right to buy)	\$ 33.19	07/07/2007	07/07/2013	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAJOR JOHN E 16720 LAS CUESTAS PO BOX 27 RANCHO SANTE FE, CA 92067		X		

Signatures

John E. Major 08/24/2006
 __Signature of Date
 Reporting Person

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.