

LITTELFUSE INC /DE

Form 4

April 28, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNTER GORDON

(Last) (First) (Middle)

**800 EAST NORTHWEST
HIGHWAY**

(Street)

DES PLAINES, IL 60016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2008

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)

Chairman, President & CEO

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)	3,276	I	Deferred Compensation
Common Stock	04/25/2008		A	6,090 A \$ 0	17,110	D	

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.33	04/25/2008		A		36,100		<u>(1)</u>	04/25/2015	Common Stock	36,100
Stock Option (Right to Buy)	\$ 23.48							06/14/2003	06/14/2017	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)	\$ 28.08							11/07/2004	11/07/2013	Common Stock	30,000
Stock Option (Right to Buy)	\$ 26.51							11/07/2006	11/07/2013	Common Stock	12,000
Stock Option (Right to Buy)	\$ 38.11							04/30/2005	04/30/2014	Common Stock	30,000
Stock Option (Right to Buy)	\$ 31.8							01/18/2006	01/18/2015	Common Stock	20,000
Stock Option (Right to buy)	\$ 27.21							05/06/2006	05/06/2015	Common Stock	60,000
	\$ 34.33							05/05/2007	05/05/2013		60,000

Stock Option (Right to Buy)					Common Stock	
Stock Option (Right to Buy)	\$ 41.22	04/27/2008	04/27/2014		Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER GORDON 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016	X		Chairman, President & CEO	

Signatures

Gordon Hunter 04/25/2008

__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).

(1) The options vest 25% per year beginning on the first anniversary of the date of grant.

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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