

FRANKLIN PHILIP G
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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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

(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)
01/04/2010

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)		
				(A) or (D)	Price				
Common Stock	01/04/2010		A	V	4,000	A	\$ 19.188	27,210	D
Common Stock	01/04/2010		A	V	2,000	A	\$ 5	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 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)	\$ 19.188	01/04/2010		M	4,000	01/04/2000	01/04/2010	Common Stock	4,000	\$
Stock Option (right to Buy)	\$ 19.188					01/04/2001	01/04/2011	Common Stock	4,000	
Stock Option (right to Buy)	\$ 19.188					01/04/2002	01/04/2012	Common Stock	4,000	
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	01/04/2010		M	2,000	01/04/2000	01/04/2010	Common Stock	2,000	
Stock Option (right to Buy)	\$ 5					01/04/2001	01/04/2011	Common Stock	2,000	
Stock Option (Right to Buy)	\$ 5					01/04/2002	01/04/2012	Common Stock	2,000	

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Stock Option (Right to Buy)	\$ 5	01/04/2003	01/04/2013	Common Stock	2,000
Stock Option (Right to Buy)	\$ 5	01/04/2004	01/04/2014	Common Stock	2,000
Stock Option (Right to Buy)	\$ 35.5	04/28/2001	04/28/2015	Common Stock	22,000
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	04/25/2015	Common Stock	13,100
	\$ 13.88	04/24/2010	04/24/2016		32,900

Stock
Option
(Right to
Buy)

Common
Stock

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

01/04/2010

 **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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