

FRANKLIN PHILIP G
Form 4
May 01, 2012

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 *
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)
04/27/2012

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)
V.P. Operations Support & CFO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/27/2012		A		4,690 D \$ 0	D	
Common Stock	04/29/2012		F		325 D \$ 63.09 (1)	D	
Common Stock	04/30/2012		F		459 D \$ 62.67	D	

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

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displays a currently valid OMB control number.

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)	\$ 63.09	04/27/2012		A	15,500	(2) 04/27/2019		Common Stock	15,500
Stock Option (right to Buy)	\$ 35.5					04/28/2004	04/28/2015	Common Stock	8,800
Stock Option (right to Buy)	\$ 27.1					04/27/2003	04/27/2014	Common Stock	8,800
Stock Option (right to Buy)	\$ 25.2					04/26/2004	04/26/2016	Common Stock	13,200
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	10,097
Stock Option (Right to Buy)	\$ 41.22					04/27/2008	04/27/2014	Common Stock	22,000

