

WITT HOWARD B
Form 4
November 08, 2004

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 *
WITT HOWARD B

(Last) (First) (Middle)

800 E. 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)
11/04/2004

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/04/2004		A		32,000	A	\$ 11.155
Common Stock	11/04/2004		D		32,000	D	\$ 38.05
Common Stock	11/04/2004		A		13,000	A	\$ 16.5
Common Stock	11/04/2004		D		13,000	D	\$ 38.05

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.155	11/04/2004		M	32,000	05/06/1995 05/06/2009	Common Stock 32,000
Stock Option (Right to Buy)	\$ 16.5	11/04/2004		M	13,000	05/05/1996 05/05/2010	Common Stock 13,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2013	Common Stock 3,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2014	Common Stock 8,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2016	Common Stock 13,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2016	Common Stock 13,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003 04/26/2017	Common Stock 13,000

Stock Option (Right to Buy)	\$ 19	04/26/1997	04/26/2011	Common Stock	44,000
Stock Option (Right to Buy)	\$ 20.125	04/30/2000	04/30/2014	Common Stock	8,000
Stock Option (Right to Buy)	\$ 35.5	04/28/2001	04/28/2015	Common Stock	13,000
Stock Option (Right to Buy)	\$ 27.1	04/27/2002	04/27/2016	Common Stock	26,000
Stock Option (Right to Buy)	\$ 20.24	05/02/2004	05/02/2013	Common Stock	65,000
Stock Option (Right to Buy)	\$ 38.11	04/30/2005	04/30/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITT HOWARD B 800 E. NORTHWEST HIGHWAY DES PLAINES, IL 60016	X		Chairman, President, CEO	

Signatures

Howard B. Witt 11/04/2004

__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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