LITTELFUSE INC /DE

Form 4 April 28, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nayar Deepak			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction		(Check an applicable)		
			(Month/I	Day/Year)		Director	10% Owner	
8755 WEST	HIGGINS R	OAD	04/24/2	015		below)	e titleOther (specify below) G.M. Electronics Div.	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO,	IL 60631					Form filed by M Person	More than One Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficially Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership 7. Nature Form: Direct Indirect	

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Ye		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/24/2015		A	2,270	A	\$0	8,112	D	
Common Stock	04/27/2015		F	500	D	\$ 96.15 (1)	7,612	D	
Common Stock	04/27/2015		F	246	D	\$ 97.07	7,366	D	

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

Persons who respond to the collection of information contained in this form are not (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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date urities (Month/Day/Year) uired or oosed of r. 3, 4,		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)	\$ 96.15	04/24/2015		A	8,650	(3)	04/25/2022	Common stock	8,650

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nayar Deepak 8755 WEST HIGGINS ROAD CHICAGO, IL 60631

Sr. VP & G.M. Electronics Div.

Signatures

Mary S. Muchoney, by power of attorney

04/28/2015

**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).
- (1) Closing price per share on business day immediately prior to vesting of restricted shares.
- (2) Closing price per share on date of vesting of restricted shares.
- (3) The options vest in increments of one third annually 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. 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.

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