

LITTELFUSE INC /DE

Form 4

August 31, 2006

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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEINZMANN DAVID W

(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)
08/30/2006

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. and G.M. Automotive Div.

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/30/2006		A		800	A	\$ 12.3751	4,075	D
Common Stock	08/30/2006		D		800	D	\$ 36.19	3,275	D
Common Stock	08/30/2006		A		1,200	A	\$ 11.6251	4,475	D
Common Stock	08/30/2006		D		1,200	D	\$ 36.19	3,275	D
Common Stock	08/30/2006		A		800	A	\$ 16.1251	4,075	D

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Common Stock	08/30/2006	D	800	D	\$ 36.19	3,275	D
Common Stock	08/30/2006	A	400	A	\$ 17.8126	3,675	D
Common Stock	08/30/2006	D	400	D	\$ 36.19	3,275	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)

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. Fair Market Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 12.3751	08/30/2006		M	400	11/18/1997	11/18/2007	Common Stock	400	12
Stock Option (Right to Buy)	\$ 12.3751	08/30/2006		M	400	11/18/1998	11/18/2008	Common Stock	400	12
Stock Option (Right to Buy)	\$ 11.6251	08/30/2006		M	600	07/21/1997	07/21/2007	Common Stock	600	11
Stock Option (Right to Buy)	\$ 11.6251	08/30/2006		M	600	07/21/1998	07/21/2008	Common Stock	600	11
Stock Option (Right to Buy)	\$ 11.6251					07/21/1999	07/21/2009	Common Stock	600	

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Buy)

Stock Option (Right to Buy)	\$ 16.1251	08/30/2006	M	400	07/21/1997	07/21/2007	Common Stock	400	16
Stock Option (Right to Buy)	\$ 16.1251	08/30/2006	M	400	07/21/1998	07/21/2008	Common Stock	400	16
Stock Option (Right to Buy)	\$ 16.1251				07/21/1999	07/21/2009	Common Stock	400	
Stock Option (Right to Buy)	\$ 16.1251				07/21/2000	07/21/2010	Common Stock	400	
Stock Option (Right to Buy)	\$ 17.8126	08/30/2006	M	400	07/17/1997	07/17/2007	Common Stock	400	17
Stock Option (Right to Buy)	\$ 17.8126				07/17/1998	07/17/2008	Common Stock	400	
Stock Option (Right to Buy)	\$ 17.8126				07/17/1999	07/17/2009	Common Stock	400	
Stock Option (Right to Buy)	\$ 17.8126				07/17/2000	07/17/2010	Common Stock	400	
Stock Option (Right to Buy)	\$ 17.8126				07/17/2001	07/17/2011	Common Stock	400	
Stock Option (Right to Buy)	\$ 28.875				07/25/1998	07/25/2012	Common Stock	2,500	
Stock Option (Right to Buy)	\$ 23.25				07/31/1999	07/31/2013	Common Stock	2,500	

Stock Option (Right to Buy)	\$ 19.75	07/30/2000	07/30/2014	Common Stock	2,500
Stock Option (Right to Buy)	\$ 34.62	07/28/2001	07/28/2015	Common Stock	2,500
Stock Option (Right to Buy)	\$ 27.5	07/27/2002	07/27/2016	Common stock	3,000
Stock Option (Right to Buy)	\$ 20.34	07/26/2003	07/26/2012	Common Stock	4,000
Stock Option (Right to Buy)	\$ 20.24	05/02/2004	05/02/2013	Common Stock	15,000
Stock Option (Right to Buy)	\$ 38.11	04/30/2005	05/30/2014	Common Stock	15,000
Stock Option (Right to Buy)	\$ 27.21	05/06/2006	05/06/2015	Common Stock	15,000
Stock Option (Right to Buy)	\$ 34.33	05/05/2007	05/05/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINZMANN DAVID W 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016			V.P. and G.M. Automotive Div.	

Signatures

David W.
Heinzmann

08/30/2006

Date

Signature of
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).

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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