

LITTELFUSE INC /DE

Form 4

August 24, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUCHONEY MARY S

(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)
08/23/2006

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)

Corporate Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/23/2006		A		2,000	A	\$ 19	5,000	D
Common Stock	08/23/2006		D		2,000	D	\$ 34.6	3,000	D
Common Stock	08/23/2006		A		600	A	\$ 20.125	3,600	D
Common Stock	08/23/2006		D		600	D	\$ 34.5	3,000	D
Common Stock	08/23/2006		A		900	A	\$ 20.125	3,900	D

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Common stock 08/23/2006 D 900 D \$ 34.6 3,000 D

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)	8. Amount or Number of Shares	9. Dollar Value
Stock Option (Right to Buy)	\$ 19	08/23/2006		M	2,000	04/26/1997 04/26/2011	Common Stock	2,000	
Stock Option (Right to Buy)	\$ 20.125	08/23/2006		M	300	04/30/2001 04/30/2011	Common Stock	300	\$
Stock Option (Right to Buy)	\$ 20.125	08/23/2006		M	400	04/30/2002 04/30/2012	Common Stock	400	\$
Stock Option (Right to Buy)	\$ 20.125	08/23/2006		M	400	04/30/2003 04/30/2013	Common Stock	400	\$
Stock Option (Right to Buy)	\$ 20.125	08/23/2006		M	400	04/30/2004 04/30/2014	Common Stock	400	\$
Stock Option (Right to	\$ 23					04/25/1998 04/25/2012	Common Stock	2,000	

Buy)						
Stock Option (Right to Buy)	\$ 25.25		05/01/1999	05/01/2013	Common Stock	2,000
Stock Option (Right to Buy)	\$ 35.5		04/28/2001	04/28/2015	Common Stock	3,000
Stock Option (Right to Buy)	\$ 27.1		04/27/2002	04/27/2016	Common Stock	3,000
Stock Option (Right to Buy)	\$ 25.2		04/26/2003	04/26/2017	Common Stock	3,000
Stock Option (Right to Buy)	\$ 20.24		05/02/2004	05/02/2013	Common Stock	1,200
Stock Option (Right to Buy)	\$ 38.11		04/30/2005	04/30/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 27.21		05/06/2006	05/06/2015	Common Stock	3,000
Stock Option (Right to Buy)	\$ 34.33		05/05/2007	05/05/2013	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUCHONEY MARY S 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016			Corporate Secretary	

Signatures

Mary S.
Muchoney

08/23/2006

__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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