

HUNTER GORDON
Form 4
March 28, 2011

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 *
HUNTER GORDON

2. Issuer Name and Ticker or Trading Symbol
LITTELFUSE INC /DE [LFUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8755 WEST HIGGINS ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

CHICAGO, IL 60631

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,276	I	Deferred Compensation
Common Stock	03/25/2011		A	20,000 A \$ 34.33	85,075	D	
Common Stock	03/25/2011		D	20,000 D \$ 55.7578	65,075	D	

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

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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)	\$ 34.33	03/25/2011		D	20,000	05/05/2007	05/05/2013	Common Stock	20,000
Stock Option (Right to Buy)	\$ 26.51					11/07/2006	11/07/2013	Common Stock	2,000
Stock Option (Right to Buy)	\$ 38.11					04/30/2005	04/30/2014	Common Stock	30,000
Stock Option (Right to Buy)	\$ 31.8					01/18/2006	01/18/2015	Common Stock	20,000
Stock Option (Right to Buy)	\$ 27.21					05/06/2006	05/06/2015	Common Stock	60,000
Stock Option (Right to Buy)	\$ 41.22					04/27/2008	04/27/2014	Common Stock	60,000
Stock Option (Right to Buy)	\$ 36.33					04/25/2009	04/25/2015	Common Stock	36,100
Stock Option (Right to buy)	\$ 13.88					04/24/2010	04/24/2016	Common Stock	70,800

Stock Option (Right to Buy)	\$ 42.13	04/30/2011	04/30/2017	Common Stock	34,600
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER GORDON 8755 WEST HIGGINS ROAD CHICAGO, IL 60631	X		Chairman, President & CEO	

Signatures

Gordon Hunter	03/25/2011
<u> </u> 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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