

LITTELFUSE INC /DE
Form 4
February 20, 2014

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 *
FRANKLIN PHILIP G

(Last) (First) (Middle)

8755 WEST HIGGINS ROAD

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

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

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

02/18/2014

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)

Senior V.P. & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common stock | 02/18/2014 | | M | 3,800 A | \$ 25.2 | 51,275 | D |
| Common stock | 02/18/2014 | | M | 3,200 A | \$ 35.5 | 54,475 | D |
| Common stock | 01/15/2014 | | S | 7,000 (1) D | 92.928 (2) | 47,475 | 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)

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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. 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. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock option (right to buy) | \$ 25.2 | 02/18/2014 | | M | 3,800 | (3) (4) | Common stock 3,800 | \$ |
| Stock option (right to buy) | \$ 35.5 | 02/18/2014 | | M | 3,200 | (5) (6) | Common stock 3,200 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANKLIN PHILIP G 8755 WEST HIGGINS ROAD CHICAGO, IL 60631 | | | Senior V.P. & CFO | |

Signatures

Ryan Stafford, by power of attorney
02/20/2014

**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) The sale was effected pursuant to a Rule 10b5-1 trading plan.
- The shares were sold in multiple transactions at prices ranging from \$92.30 to \$93.68. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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- (3) The option vests in five equal annual installments beginning on April 26, 2003, which was the first anniversary of the date on which the option was granted.
- (4) The option expires in five equal annual installments, on April 26, 2013, April 26, 2014, April 26, 2015, April 26, 2016 and April 26, 2017.
- (5) The option vests in five equal annual installments beginning on April 28, 2001, which was the first anniversary of the date on which the option was granted.
- (6) The option expires in five equal annual installments, on April 28, 2011, April 28, 2012, April 28, 2013, April 28, 2014 and April 28, 2015.

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.