

HUNTER GORDON
Form 4
December 21, 2005

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

(Last) (First) (Middle)

800 E. 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)
12/20/2005

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)
Chairman, President & CEO

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)			
			Code	V	Amount		Price
Common Stock					8,020	D	
Common Stock					3,276	I	Deferred Compensation

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

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(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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of
Stock Option (Right to Buy)	\$ 7	12/20/2005		D ⁽¹⁾	12,000	11/07/2006 ⁽²⁾ 11/07/2013	Common Stock 1
Stock Option (Right to Buy)	\$ 26.51	12/20/2005		A ⁽¹⁾	12,000	11/07/2006 ⁽²⁾ 11/07/2013	Common Stock 1
Stock Option (Right to Buy)	\$ 23.48					06/14/2003 06/14/2017	Common Stock 5
Stock Option (Right to Buy)	\$ 20.24					05/02/2004 05/02/2013	Common Stock 5
Stock Option (Right to Buy)	\$ 28.08					11/07/2004 11/07/2013	Common Stock 3
Stock Option (Right to Buy)	\$ 38.11					04/30/2005 04/30/2014	Common Stock 3
Stock Option (Right to Buy)	\$ 31.8					01/18/2006 01/18/2015	Common Stock 2
Stock Option (Right to Buy)	\$ 27.21					05/06/2006 05/06/2015	Common Stock 6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER GORDON 800 E. NORTHWEST HIGHWAY DES PLAINES, IL 60016	X		Chairman, President & CEO	

Signatures

Gordon Hunter 12/20/2005

__Signature of Date
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).
- The remaining unexercised portion of an outstanding option was amended to increase exercise price to equal the fair market value of a
- (1) share of the common stock on the amendment date resulting in the deemed cancellation of the amended portion of the option and grant of a replacement option. The option was originally granted on November 7, 2003.
 - (2) The remaining portion of the stock option vests annually in 4,000 share increments beginning with November 7, 2006.

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.