#### LITTELFUSE INC /DE

Form 4

February 28, 2006

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading AUDINO KENNETH R

(First)

(Street)

Symbol

5. Relationship of Reporting Person(s) to Issuer

LITTELFUSE INC /DE [LFUS]

(Check all applicable)

800 EAST NORTHWEST

(Middle) 02/24/2006

(Month/Day/Year)

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

Director 10% Owner X\_ Officer (give title Other (specify below) below)

**HIGHWAY** 

4. If Amendment, Date Original

V.P. Organization Dev. & TQM 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Code

(Instr. 8)

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

DES PLAINES, IL 60016

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

Common Stock

Security

(Instr. 3)

5,000 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	FransactionDerivative Code Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) (1) (2)	\$ 35.5	02/24/2006		D		3,000	03/01/2006(3)	05/30/2006(3)	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 35.5	02/24/2006		A	3,000		03/01/2006(3)	12/31/2006 <u>(3)</u>	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 27.1	02/24/2006		D		3,000	03/01/2006(3)	05/30/2006 <sup>(3)</sup>	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 27.1	02/24/2006		A	3,000		03/01/2006(3)	12/31/2006(3)	Common stock
Stock Option (Right to Buy) (1) (2)	\$ 25.2	02/24/2006		D		6,000	03/01/2006(3)	05/30/2006(3)	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 25.2	02/24/2006		A	6,000		03/01/2006(3)	12/31/2006(3)	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 20.24	02/24/2006		D		9,000	03/01/2006(3)	05/30/2006(3)	Common Stock
Stock Option (Right to	\$ 20.24	02/24/2006		A	9,000		03/01/2006(3)	12/31/2006(3)	Common Stock

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Buy) (1)								
Stock Option (Right to Buy) (1) (2)	\$ 38.11	02/24/2006	D		15,000	03/01/2006(3)(4)	05/30/2006(3)	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 38.11	02/24/2006	A	15,000		03/01/2006(3)(4)	12/31/2006(3)	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 27.21	02/24/2006	D		15,000	03/01/2006(3)	05/30/2006(3)	Common Stock
Stock Option (Right to Buy) (1) (2)	\$ 27.21	02/24/2006	A	15,000		03/01/2006(3)	12/31/2006(3)	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

AUDINO KENNETH R 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016

V.P. Organization Dev. & TQM

## **Signatures**

Kenneth R.
Audino

\*\*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) Non-qualified Stock Option
- Outstanding options were amended to extend the expiration date from 90 days after the reporting person's retirement until 12/31/06. The options were originally granted on various dates between 4/28/2000 and 5/06/2005.
- (3) The reporting person is retiring on 3/1/2006. Under the terms of the company's stock option plan, this will cause all of the options to become vested on 3/1/2006 and to expire 90 days after the retirement dates, which is 5/30/2006. The original expiration dates of the options (prior to the reporting person's retirement) were between 5/2/2013 and 4/26/2017. The amedment to the options extended the

Reporting Owners 3

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expiration date from 5/30/2006 to 12/31/2006, in consideration of consulting services to be provided by the reporting person after retirement, but did not change the vesting date.

(4) This option had already vested with respect to 3,000 shares prior to the reporting person's retirement dates. See note 3.

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.