

DRISCOLL JOHN P
Form 4
February 16, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRISCOLL JOHN P

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)
1510 WAYNESBOROUGH COURT

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2007

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

MARIETTA, GA 30062

(City) (State) (Zip)

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

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)
Common Stock	02/16/2007		A	V Amount (A) or (D) Price 411 A \$ 38.286	15,215	I	Deferred Compensation

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. 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 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)	\$ 33.19					07/07/2007	07/07/2013	Common Stock ⁽¹⁾	1,500
Stock Option (Right to Buy)	\$ 35.5					04/28/2001	04/28/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.1					04/27/2002	04/27/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 25.2					04/26/2003	04/26/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.24					05/02/2004	05/02/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 38.11					04/30/2005	04/30/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.21					05/06/2006	05/06/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 34.33					05/05/2007	05/05/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRISCOLL JOHN P 1510 WAYNESBOROUGH COURT MARIETTA, GA 30062			X	

Signatures

John P. Driscoll 02/16/2007

__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).
- (1) Cancellation of Stock Option Grant dated July 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.
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