

LITTELFUSE INC /DE
 Form 4
 February 28, 2006

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 *
AUDINO KENNETH R

(Last) (First) (Middle)
 800 EAST 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)
02/24/2006

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)
V.P. Organization Dev. & TQM

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	5,000	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)

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 35.5	02/24/2006		D			3,000	03/01/2006 ⁽³⁾	05/30/2006 ⁽³⁾	Common Stock
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 35.5	02/24/2006		A		3,000		03/01/2006 ⁽³⁾	12/31/2006 ⁽³⁾	Common Stock
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 27.1	02/24/2006		D			3,000	03/01/2006 ⁽³⁾	05/30/2006 ⁽³⁾	Common Stock
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 27.1	02/24/2006		A		3,000		03/01/2006 ⁽³⁾	12/31/2006 ⁽³⁾	Common stock
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 25.2	02/24/2006		D			6,000	03/01/2006 ⁽³⁾	05/30/2006 ⁽³⁾	Common Stock
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 25.2	02/24/2006		A		6,000		03/01/2006 ⁽³⁾	12/31/2006 ⁽³⁾	Common Stock
Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u>	\$ 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

Buy) ⁽¹⁾ <u>(2)</u>									
Stock Option (Right to Buy) ⁽¹⁾ <u>(2)</u>	\$ 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⁾ <u>(2)</u>	\$ 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⁾ <u>(2)</u>	\$ 27.21	02/24/2006	D		15,000	03/01/2006 ⁽³⁾	05/30/2006 ⁽³⁾		Common Stock
Stock Option (Right to Buy) ⁽¹⁾ <u>(2)</u>	\$ 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

02/24/2006

^{**}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
 - (2) 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 amendment to the options extended the

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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.

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