

KARSH BRUCE A
Form 4
February 16, 2007

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 *
KARSH BRUCE A

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)

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

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

C/O OAKTREE CAPITAL
MANAGEMENT LLC, 333 SOUTH
GRAND AVENUE

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

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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 \$ 38.286 | 15,713 | I | Deferred Compensation |
| Common Stock | | | | | 46,000 | D | |
| Common Stock | | | | | 2,000 | I | By Wife |
| Common Stock | | | | | 6,000 | I | By Children |
| Common Stock <u>(1)</u> | | | | | 75,000 | I | See Footnote 1 |

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

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(9-02)

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 or Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 ⁽²⁾ | 1,500 |
| Stock Option (Right to Buy) | \$ 19 | | | | | 04/26/1997 | 04/26/2011 | Common Stock | 4,400 |
| Stock Option (Right to Buy) | \$ 23 | | | | | 04/25/1998 | 04/28/2012 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 25.25 | | | | | 05/01/1999 | 05/01/2013 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 20.125 | | | | | 04/30/2000 | 04/30/2014 | Common Stock | 5,000 |
| 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 |
| KARSH BRUCE A C/O OAKTREE CAPITAL MANAGEMENT LLC 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071 | X | | | |

Signatures

Bruce A. Karsh 02/16/2007

**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).

- Held by the Karsh Family Foundation ("Foundation"), of which Mr. Karsh is Trustee. Mr. Karsh disclaims beneficial ownership of all
- (1) securities held by the Foundation and this Form 4 should not be deemed an admission that the reporting person is the beneficial owner of such securities.
 - (2) Cancellation of Stock Option Grant Dated July 7, 2006

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