

Dickinson Paul M
Form 4
August 29, 2006

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 *
Dickinson Paul M

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)
800 EAST NORTHWEST
HIGHWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Corp. Dev. & Treasurer

DES PLAINES, IL 60016

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/28/2006		A	1,000 A \$ 17.8126	2,105	D	
Common stock	08/28/2006		D	1,000 D \$ 35	1,105	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)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.8126	08/28/2006		M		1,000		07/17/1997	07/17/2011	Common Stock	1,000
Stock Option (Right to Buy)	\$ 28.875							07/25/1998	07/25/2012	Common Stock	1,000
Stock Option (Right to Buy)	\$ 23.25							07/31/1999	07/31/2013	Common Stock	1,500
Stock Option (Right to Buy)	\$ 19.75							07/30/2000	07/30/2014	Common Stock	2,500
Stock Option (Right to Buy)	\$ 34.62							07/28/2001	07/28/2015	Common Stock	2,500
Stock Option (Right to Buy)	\$ 27.5							07/21/2002	07/21/2016	Common Stock	2,500
Stock Option (Right to Buy)	\$ 20.34							07/26/2003	07/26/2012	Common Stock	4,000
Stock Option (Right to Buy)	\$ 23.33							07/25/2004	07/25/2013	Common Stock	4,000

Stock Option (Right to Buy)	\$ 38.8	07/30/2005	07/30/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.21	05/06/2006	05/06/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 34.33	05/05/2007	05/05/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickinson Paul M 800 EAST NORTHWEST HIGHWAY DES PLAINES, IL 60016			VP, Corp. Dev. & Treasurer	

Signatures

Paul M. Dickinson	08/28/2006
**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).

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.