

AUDINO KENNETH R
 Form 4
 November 12, 2004

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

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 E. NORTHWEST HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. Organization Dev. & TQM

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/10/2004		A	8,000 A \$ 23	24,000	D	
Common Stock	11/10/2004		D	8,000 D \$ 38.31	16,000	D	
Common Stock	11/10/2004		A	12,000 A \$ 25.25	28,000	D	
Common Stock	11/10/2004		D	12,000 D \$ 38.31	16,000	D	
Common Stock	11/10/2004		A	12,000 A \$ 35.5	28,000	D	

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Common Stock	11/10/2004		D	12,000	D	\$ 38.31	16,000	D
Common Stock	11/10/2004		A	9,000	A	\$ 27.1	25,000	D
Common Stock	11/10/2004		D	9,000	D	\$ 38.31	16,000	D
Common Stock	11/10/2004		A	6,000	A	\$ 25.2	22,000	D
Common Stock	11/10/2004		D	6,000	D	\$ 38.31	16,000	D
Common Stock	11/10/2004		A	3,000	A	\$ 20.24	19,000	D
Common Stock	11/10/2004		D	3,000	D	\$ 38.31	16,000	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23	11/10/2004		M	8,000	04/25/1998 04/25/2012	Common Stock	8,000	
Stock Option (Right to Buy)	\$ 25.25	11/10/2004		M	12,000	05/01/1999 05/01/2013	Common Stock	12,000	
Stock Option (Right to Buy)	\$ 35.5	11/10/2004		M	12,000	04/28/2001 04/28/2015	Common Stock	12,000	

Buy) Stock Option (Right to Buy)	\$ 27.1	11/10/2004	M	9,000	04/27/2002	04/27/2016	Common Stock	9,000
Stock Option (Right to Buy)	\$ 25.2	11/10/2004	M	6,000	04/26/2003	04/26/2017	Common Stock	6,000
Stock Option (Right to Buy)	\$ 20.24	11/10/2004	M	3,000	05/02/2004	05/02/2013	Common Stock	3,000
Stock Option (Right to Buy)	\$ 38.11				04/30/2005	04/30/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUDINO KENNETH R 800 E. NORTHWEST HIGHWAY DES PLAINES, IL 60016			V.P. Organization Dev. & TQM	

Signatures

Kenneth R.
Audino

11/10/2004

__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.

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