

Nayar Deepak
Form 4
May 08, 2018

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 *
Nayar Deepak

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 500

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITTELFUSE INC /DE [LFUS]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2018

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)

SVP & GM Electronics

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)
				(A) or (D)	Price		
Common Stock	05/07/2018		M	A	\$ 96.15	7,881	D
Common Stock	05/07/2018		M	A	\$ 120.15	10,648	D
Common Stock	05/07/2018		S	D	\$ 209.05 (1)	3,601	D
Common Stock	05/08/2018		M	A	\$ 154.15	5,865	D
Common Stock	05/08/2018		S	D	\$ 212.86	3,601	D

(2)

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 (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. Amount or Number of Shares
Stock Option (right to buy)	\$ 96.15	05/07/2018		M	2,883	<u>(3)</u> 04/24/2022	Common Stock	2,883
Stock Option (right to buy)	\$ 120.15	05/07/2018		M	2,767	<u>(4)</u> 04/22/2023	Common Stock	2,767
Stock Option (right to buy)	\$ 154.15	05/08/2018		M	2,264	<u>(5)</u> 04/28/2024	Common Stock	2,264

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nayar Deepak 8755 W. HIGGINS ROAD SUITE 500 CHICAGO, IL 60631			SVP & GM Electronics	

Signatures

Hans Weinburger, by power of
attorney

05/08/2018

__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) The shares were sold in multiple transactions at prices ranging from \$209.00 to \$209.18. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(2) The shares were sold in multiple transactions at prices ranging from \$212.64 to \$213.00. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(3) The option for 8,650 shares vests in increments of one third annually beginning on the first anniversary of the April 24, 2015 date of grant.

(4) The option for 8,301 shares vests in increments of one third annually beginning on the first anniversary of the April 22, 2016 date of grant.

(5) The option for 6,792 shares vests in increments of one third annually beginning on the first anniversary of the April 28, 2017 date of grant.

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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