

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
(Rule 13e-4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

(Amendment No. 3)

Vishay Intertechnology, Inc.  
(Name of subject company (issuer))

Vishay Intertechnology, Inc.  
(Names of filing persons (identifying status as  
offeror, issuer or other person))

Liquid Yield Option(TM) Notes due 2021 (Zero Coupon-Subordinated)  
(Title of class of securities)

928298AC2 and 928298AD0  
(CUSIP numbers of class of securities)

Richard N. Grubb  
Vishay Intertechnology, Inc.  
63 Lincoln Highway  
Malvern, Pennsylvania 19355-2120  
(610) 644-1300

(Name, address and telephone number of persons authorized to receive  
notices and communications on behalf of filing persons)

Copies To:

Avner Z. Lahat, Esq.  
Vishay Intertechnology, Inc.  
63 Lincoln Highway  
Malvern, Pennsylvania 19355-2120  
(610) 644-1300

Abbe L. Dienstag, Esq.  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 715-9100

Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer. Check the appropriate boxes  
below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results  
of the tender offer:

This Amendment No. 3 amends and supplements the Tender Offer Statement on  
Schedule TO, originally filed by Vishay Intertechnology, Inc., a Delaware  
corporation, with the Securities and Exchange Commission on May 5, 2004. The  
Schedule TO relates to the option of the holders of Vishay's Liquid Yield  
Option<sup>TM</sup> Notes due 2021 (Zero Coupon-Subordinated) (LYONS) to require Vishay to  
purchase their LYONS on the purchase date of June 4, 2004. The option is  
exercisable upon the terms and subject to the conditions set forth in the  
indenture referred to below, the company notice/prospectus, dated May 5, 2004,  
the LYONS and the related offer materials, copies of which are incorporated by  
reference as exhibits to this Schedule TO. The option will expire at 5:00 p.m.,  
New York City time, on June 3, 2004, the day prior to the purchase date. The  
LYONS were issued pursuant to an indenture, dated as of June 4, 2001, between  
the Company and The Bank of New York, as trustee.

Item 12. Material to be Filed as Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding  
the following exhibit:

- (a) (5) (C) Press Release dated June 2, 2004.

- - - - -  
TM "Liquid Yield Option" and "LYON" are trademarks of Merrill Lynch & Co., Inc.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 3, 2004

VISHAY INTERTECHNOLOGY, INC

By: /s/ Richard N. Grubb

-----  
Richard N. Grubb  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit  
Number

- - - - -

(a)(5)(C) Press Release dated June 2, 2004.

## NEWS RELEASE

Contact: Richard N. Grubb, Executive  
Vice President and Chief Financial  
Officer or Robert A. Freece,  
Executive Vice President  
610/644-1300

FOR IMMEDIATE RELEASE

VISHAY ANNOUNCES REGISTRATION STATEMENT DECLARED EFFECTIVE

MALVERN, PENNSYLVANIA, - June 2, 2004 - Vishay Intertechnology, Inc. (NYSE: VSH) today announced that the registration statement filed with the Securities and Exchange Commission relating to the shares of its common stock issuable to holders of its Liquid Yield Option(TM) Notes (LYONS) who exercise their option to require Vishay to repurchase their LYONS on June 4, 2004 has been declared effective.

To exercise the option, holders must deliver a purchase notice to the paying agent at or before 5:00 p.m. New York City time on June 3, 2004, the day before the purchase date, and surrender their LYONS to the paying agent before, on or after the purchase date.

Vishay is required to purchase the LYONS, at the option of the holders, for a purchase price per \$1,000 principal amount at maturity of the LYONS of \$602.77, the accreted value at June 4, 2004. As permitted by the indenture governing the LYONS, Vishay has elected to pay the purchase price in shares of its common stock. Based upon the computational formula prescribed by the indenture, Vishay will issue 32.6669 shares of common stock per \$1,000 principal amount at maturity of the LYONS. The ability of Vishay to pay the purchase price for the LYONS in shares of common stock is subject to certain conditions under the indenture, including effectiveness of the registration statement, which have or which Vishay anticipates will be satisfied. If these conditions are not satisfied prior to the close of business on the purchase date, Vishay will be obligated to pay the entire purchase price in cash. Holders may specify in their purchase notice whether in these circumstances they elect to withdraw exercise of the option with respect to some or all of their LYONS or to receive cash. If a holder fails to indicate its choice in these circumstances, it will receive cash.

The paying agent for the option is The Bank of New York. Copies of the company notice/prospectus and the purchase notice with respect to the LYONS may be obtained from the paying agent, and questions concerning exercise of the option and surrender of the LYONS may be directed to the paying agent, at 101 Barclay Street, 7 - East, Corporate Trust Operations, Reorganization Unit, New York, New York 10286, telephone 212-815-5098.

Vishay, a Fortune 1,000 Company listed on the NYSE, is one of the world's largest manufacturers of discrete semiconductors (diodes, rectifiers, transistors, optoelectronics, and selected ICs) and passive electronic components (resistors, capacitors, inductors, and transducers). The Company's components can be found in products manufactured in a very broad range of industries worldwide. Vishay is headquartered in Malvern, Pennsylvania, and has operations in 17 countries employing over 26,000 people. Vishay can be found on the Internet at [www.vishay.com](http://www.vishay.com).

###