SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]
 	
WERTHEIMER THOMAS C
	2. Issuer Name **and** Ticker or Trading Symbol
	
	VISHAY INTERTECHNOLOGY INC [
	NYSE:VSH]
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		X Director 10% Owner
		     Officer (give title Other (specify
		     below) below)

(Last) (First) (Middle) **C/O VISHAY INTERTECHNOLOGY, INC.** **63 LANCASTER AVENUE**	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011	
(Street) **MALVERN** **PA** **19355**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	01/03/2011		A		10,000[(1)]	A	$0	45,400[(2)]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the number of restricted stock units granted to the Reporting Person on January 3, 2011 as part of the Registrant's 2007 Stock Incentive Program. The restricted stock units vest in one lump sum upon the completion of the three-year period ending January 3, 2014. In the event the services of the Reporting Person cease prior to the expiration of such three-year period, the restricted stock units will vest upon such cessation of service, provided however that the number of restricted stock units that vest will be reduced pro rata to the extent of the portion of the three-year period not served. Each restricted stock unit represents a right to receive one share of the Registrant's common stock.

2. Represents (i) 25,400 shares of common stock, (ii) 10,000 restricted stock units previously granted to the Reporting Person on March 18, 2010 and (iii) 10,000 restricted stock units granted to the Reporting Person on January 3, 2011 which will vest as set forth in note 1.

Remarks:

/s/ Thomas C. Wertheimer	01/03/2011
** Signature of Reporting Person	Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.