

Edgar Filing: ZANDMAN FELIX - Form SC 13G/A

ZANDMAN FELIX  
Form SC 13G/A  
February 14, 2006

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

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Under the Securities Exchange Act of 1934

SCHEDULE 13G  
(AMENDMENT)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Vishay Intertechnology, Inc.

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(Name of Issuer)

Common Stock, par value \$0.10 per share

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(Title of Class of Securities)

928298108

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

Page 1 of 6 Pages

SCHEDULE 13G

CUSIP No. 928298108

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1) NAME OF REPORTING PERSON  
Dr. Felix Zandman  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5)	SOLE VOTING POWER 6,562,369
	6)	SHARED VOTING POWER 8,000,100
	7)	SOLE DISPOSITIVE POWER 617,887
	8)	SHARED DISPOSITIVE POWER 8,000,100

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
14,562,469

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.9%

12) TYPE OF REPORTING PERSON  
IN

Schedule 13G

Item 1(a). Name of Issuer:

Vishay Intertechnology, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

63 Lincoln Highway  
Malvern, Pennsylvania 19355-2143

Item 2(a). Name of Person Filing:

Dr. Felix Zandman

Item 2(b). Address of Principal Business Office or, if None, Residence:

63 Lincoln Highway  
Malvern, Pennsylvania 19355-2143

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

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Common Stock, par value \$.10 per share

Item 2(e). CUSIP Number:

928298108

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f)  Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company or control person in accordance with ss.240.13d-1(b)(ii)(G)

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- (h)  Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  Church plan that is excluded from the definition of an investment company under ss.3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with ss.240.13d-1(b)(ii)(J)

Item 4. Ownership.

- (a) Amount beneficially owned: 14,562,469(1)
- (b) Percent of class: 7.9%(2)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 6,562,369(3)
  - (ii) Shared power to vote or to direct the vote: 8,000,100(4)
  - (iii) Sole power to dispose or to direct the disposition of: 617,887(5)

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- (iv) Shared power to dispose or to direct the disposition of: 8,000,100(6)

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(1) Consists of 153 shares of common stock and 14,562,316 shares of class B common stock. Each share of class B common stock is convertible into one share of common stock. Does not include 1,159 shares of common stock held by Dr. Zandman's spouse. The class B common stock beneficially owned by Dr. Zandman includes 617,734 shares directly owned by Dr. Zandman, 8,000,100 shares held in a family trust, of which Dr. Zandman is the trustee and over which Dr. Zandman shares voting and dispositive control and 5,944,482 shares held in a voting trust, of which Dr. Zandman is the trustee and over which Dr. Zandman has sole voting control. The shares held in a voting trust consist of 3,134,074 shares deposited by the Estate of Mrs. Luella B. Slaner and 2,810,408 shares deposited by Mrs. Slaner's children and various trusts for the benefit of Mrs. Slaner's children and grandchildren. The voting trust agreement that governs the voting trust will remain in effect until the earlier of (x) February 1, 2050 or (y) the death or resignation or inability to act of Dr. Zandman, but will terminate at any earlier time upon the due execution and acknowledgment by the trustee of a deed of termination, duly filed with the registered office of the Company.

(2) The class B common stock is entitled to 10 votes per share. The shares beneficially owned by Dr. Zandman constitute approximately 46% of the outstanding voting power.

(3) Consists of 153 shares of common stock and 617,734 shares of class B common stock owned directly by Dr. Zandman and 5,944,482 shares of class B common stock held in a voting trust, of which Dr. Zandman is the trustee and over which Dr. Zandman has sole voting control.

(4) Consists of 8,000,100 shares of class B common stock held in a family trust, of which Dr. Zandman is the trustee and over which Dr. Zandman shares voting and dispositive control.

(5) Consists of 153 shares of common stock and 617,734 shares of class B common stock.

(6) See footnote 4.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

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Not applicable

Item 10. Certification.

Not applicable

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SIGNATURE

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

February 14, 2006

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Date

/s/ Dr. Felix Zandman

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Signature

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