

VISHAY INTERTECHNOLOGY INC
 Form 5
 February 11, 2015

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ZANDMAN RUTA

(Last) (First) (Middle)

C/O VISHAY INTERTECHNOLOGY, INC., 63 LANCASTER AVENUE

(Street)

MALVERN, PA 19355-2120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISHAY INTERTECHNOLOGY INC [VSH]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Class B Common Stock | \$ 0 | 12/31/2014 | ⌘ | W | 8,000,100 (2) | ⌘ ⌘ (1) ⌘ (1) | Common Stock 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZANDMAN RUTA C/O VISHAY INTERTECHNOLOGY, INC. 63 LANCASTER AVENUE MALVERN, PA 19355-2120 | ⌘ X | ⌘ | ⌘ | ⌘ |

Signatures

/s/ David L. Tomlinson as attorney-in-fact for Ruta Zandman 02/11/2015

**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 of Class B Common Stock are convertible into shares of Common Stock at any time at the holder's election, and have no expiration date.

Represents the transfer of certain shares of Class B Common Stock from the Felix Zandman Grantor Retained Annuity Trust u/a November 11, 2010 (the "2010 GRAT") pursuant to the estate plan of Dr. Felix Zandman and the terms of the 2010 GRAT. Such

(2) transferred shares of Class B Common Stock are expected to be subsequently transferred to the Dr. Felix Zandman Family Trust u/a 1/14/11 (the "2011 Trust") upon the eventual termination of Dr. Felix Zandman's estate. Reporting person is the executrix of Dr. Felix Zandman's estate, was a co-trustee of the 2010 GRAT, and is a co-trustee of the 2011 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.