

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person *<br><u>DUNN COLIN</u><br><br>(Last) (First) (Middle)<br>C/O BEL FUSE, INC.<br>206 VAN VORST STREET<br><br>(Street)<br>JERSEY CITY NJ 07302<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BEL FUSE INC /NJ [ BELFB ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Vice President - Finance |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/16/2004</u>            |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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 |   |  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 1,750 <sup>(1)</sup>  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 1,178 <sup>(2)</sup>  | I  | Held by 401(k) Plan                                   |
| Class B Common Stock            | 11/16/2004                           |  | M                              |   | 14,986  | A          | \$17  | 24,736  | D  |   |
| Class B Common Stock            | 11/16/2004                           |  | S                              |   | 14,986  | D          | \$35  | 9,750   | D  |   |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 5,050 <sup>(2)</sup>  | I  | Held by 401(k) Plan                                   |

**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 |
| Stock option (right to buy)                | \$17   | 11/16/2004                           |  | M                              |   |  | 14,986 | (3)  | 04/25/2005      | Class B Common Stock  | 14,986                                     | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The number of Class A shares reflects Mr. Dunn's holdings after a transaction dated 11/16/04. Such transaction was reported separately on a Form 4 filed by Mr. Dunn on 11/18/04.
- The number of shares held by Mr. Dunn in the 401(k) Plan is estimated.
- The options were granted pursuant to the Company's Stock Option Plan and vest in annual installments of 25% beginning on 4/25/01.

/s/ Laura R. Kuntz, Esq.,  
Attorney-in-Fact

11/18/2004

\*\* 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.