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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

VISHAY INTERTECHNOLOGY, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

928298108

(CUSIP Number)

Ruta Zandman
63 Lancaster Avenue
Malvern, Pennsylvania 19355-2143
(610) 644-1300

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 4, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("**Act**") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Ruta Zandman		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,445,904 (1)	
	8	SHARED VOTING POWER 8,000,100 (2)	
	9	SOLE DISPOSITIVE POWER 1,043,355 (3)	
	10	SHARED DISPOSITIVE POWER 8,000,100 (2)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,446,004 (1)(2)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.4% (4)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

(1) Includes 1,159 shares of common stock, par value \$0.10 per share ("**Common Stock**") of Vishay Intertechnology, Inc. ("**Company**") held directly by Mrs. Zandman; 193,459 shares of Common Stock, 232,003 shares of Common Stock that may be purchased upon the exercise of options that are exercisable within 60 days of the date of this report and 616,734 shares of Common Stock issuable upon conversion of an equal number of shares of the Company's Class B Common Stock, par value \$0.10 per share ("**Class B Common Stock**"), in each case held by the estate of Dr. Felix Zandman, with respect to which Mrs. Ruta Zandman is the nominated executrix; and 2,402,549 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock that are subject to a Voting Agreement (as defined below) pursuant to which Mrs. Zandman, as the Voting Representative (as defined and discussed in Item 6 below), may direct the voting of such shares, to the extent that, and in the same manner as, a majority of shares of Class B Common Stock held by Mrs. Zandman, Dr. Zandman's estate, and their respective "permitted transferees" (as such term is defined in the Company's amended and restated certificate of incorporation) are voted on such matter. Such majority currently is held of record by the Felix Zandman Grantor Retained Annuity Trust u/a November 11, 2010 (the "**2010 GRAT**"), of which Mrs. Zandman and the other Reporting Persons identified in this report are co-trustees and over which they share voting and dispositive power.

(2) Includes 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held in the 2010 GRAT, of which Mrs. Zandman is a co-trustee and over which she shares voting and dispositive power.

(3) Includes 1,159 shares of Common Stock held directly by Mrs. Zandman; and 193,459 shares of Common Stock, 232,003 shares of Common Stock that may be purchased upon the exercise of options that are exercisable within 60 days of the date of this report and 616,734 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, in each case held by the estate of Dr. Felix Zandman, with respect to which Mrs. Ruta Zandman is the nominated executrix.

(4) Based on 143,709,508 shares of Common Stock and 13,452,549 shares of Class B Common Stock outstanding as of July 29, 2011, as disclosed in the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the "**SEC**") on August 2, 2011. The Class B Common Stock is entitled to 10 votes per share, while the Common Stock is entitled to one vote per share. Accordingly, while the shares of Common Stock beneficially owned by Mrs. Zandman assuming conversion of all Class B Common Stock beneficially owned by Mrs. Zandman amount to 7.4% of the outstanding Common Stock, the shares of Common Stock and Class B Common Stock beneficially owned by Mrs. Zandman currently provide Mrs. Zandman with sole or shared voting power over 39.8% of the Common Stock.

1	NAMES OF REPORTING PERSONS Marc Zandman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 28,536 (1)
	8	SHARED VOTING POWER 8,000,100 (2)
	9	SOLE DISPOSITIVE POWER 28,536 (1)
	10	SHARED DISPOSITIVE POWER 8,000,100 (2)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,028,636 (1)(2)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) Includes 8,623 shares of Common Stock, 1,500 shares of Common Stock issuable upon conversion of an equal number of shares of the Class B Common Stock, and 18,413 shares of Common Stock that Mr. Zandman has the right to purchase upon the exercise of options that are exercisable within 60 days of the date of this report.

(2) Includes 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held in the 2010 GRAT, of which Mr. Zandman is a co-trustee and over which he shares voting and dispositive power.

(3) Based on 143,709,508 shares of Common Stock and 13,452,549 shares of Class B Common Stock outstanding as of July 29, 2011, as disclosed in the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 2, 2011. The Class B Common Stock is entitled to 10 votes per share, while the Common Stock is entitled to one vote per share. Accordingly, while the shares of Common Stock beneficially owned by Mr. Zandman assuming conversion of all Class B Common Stock beneficially owned by Mr. Zandman amount to 5.3% of the outstanding Common Stock, the shares of Common Stock and Class B Common Stock beneficially owned by Mr. Zandman currently provide Mr. Zandman with sole or shared voting power over 28.8% of the Common Stock.

1	NAMES OF REPORTING PERSONS Ziv Shoshani	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,251
	8	SHARED VOTING POWER 8,000,100 (1)
	9	SOLE DISPOSITIVE POWER 3,251
	10	SHARED DISPOSITIVE POWER 8,000,100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,003,351 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) Includes 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held in the 2010 GRAT, of which Mr. Shoshani is a co-trustee and over which he shares voting and dispositive power.

(2) Based on 143,709,508 shares of Common Stock and 13,452,549 shares of Class B Common Stock outstanding as of July 29, 2011, as disclosed in the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 2, 2011. The Class B Common Stock is entitled to 10 votes per share, while the Common Stock is entitled to one vote per share. Accordingly, while the shares of Common Stock beneficially owned by Mr. Shoshani assuming conversion of all Class B Common Stock beneficially owned by Mr. Shoshani amount to 5.3% of the outstanding Common Stock, the shares of Common Stock and Class B Common Stock beneficially owned by Mr. Shoshani currently provide Mr. Shoshani with sole or shared voting power over 28.8% of the Common Stock.

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D (this “**Statement**”) relates is the Common Stock of the Company. The principal executive offices of the Company are located at 63 Lancaster Avenue, Malvern, Pennsylvania 19355.

Item 2. Identity and Background.

(a) - (c) This statement on Schedule 13D is being filed by (A) Mrs. Ruta Zandman, individually and as (i) the nominated executrix of the estate of Dr. Felix Zandman; (ii) co-trustee of the 2010 GRAT; (iii) co-trustee of the Dr. Felix Zandman Family Trust u/a 1/14/11 (the “**2011 Trust**”); and (iv) the Voting Representative under the Voting Agreement; (B) Mr. Marc Zandman, individually and as (i) co-trustee of the 2010 GRAT and (ii) co-trustee of the 2011 Trust; and (C) Mr. Ziv Shoshani, individually and as (i) co-trustee of the 2010 GRAT and (ii) co-trustee of the 2011 Trust (collectively, the “**Reporting Persons**”). Upon termination of Dr. Felix Zandman’s estate, the 2011 Trust will be the repository of shares of Common Stock and Class B Common Stock currently held by the estate.

Mrs. Zandman serves as a director of the Company. Mr. Zandman serves as the Executive Chairman of the Board of Directors of Vishay and as its Chief Business Development Officer, as well as the Chairman of the Board of Directors of Vishay Precision Group, Inc. (“**VPG**”). Mr. Shoshani serves as the Chief Executive Officer of VPG, in addition to serving on the Boards of Directors of Vishay and VPG. The business address of the Reporting Persons and of the Company is set forth in Item 1 and incorporated by reference herein.

(d) and (e) During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mrs. Zandman and Mr. Zandman are each citizens of the United States of America. Mr. Shoshani is a citizen of Israel.

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Persons obtained certain of their shares of Common Stock and Class B Common Stock as a result of the death of Dr. Felix Zandman, who was Mrs. Zandman’s husband, Mr. Zandman’s father and Mr. Shoshani’s uncle. Following Dr. Zandman’s death, Mrs. Zandman was nominated to serve as the executrix of his estate and serves as the Voting Representative under the Voting Agreement. In addition, upon Dr. Zandman’s death, each of the Reporting Persons was appointed co-trustee of the 2010 GRAT and the 2011 Trust (which will be the repository of shares of Common Stock and Class B Common Stock currently held by the estate of Dr. Felix Zandman).

In addition, the Reporting Persons obtained a portion of their shares of Common Stock as compensation from the Company for their service as a member of the Company’s Board of Directors and/or an executive officer of the Company, as applicable.

Item 4. Purpose of Transaction.

The Reporting Persons have no current plans or proposals which relate to or would result in any of the matters described in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons intend to review their investment in the Company on a continuing basis, and, depending on various factors, including, without limitation, the Company’s financial positions, the price levels of the aggregate number of outstanding shares of Common Stock, conditions in the securities market and general economic and industry conditions, the Reporting Persons may, in the future, take such actions with respect to their shares of the Company’s capital stock as they deem appropriate, including, without limitation, purchasing shares of Common Stock; selling shares of Common Stock; converting shares of Class B Common Stock to Common Stock; taking any action to change the composition of the Company’s board of directors, taking any other action with respect to the Company or any of its securities in any manner permitted by law or otherwise changing their intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a), (b) The aggregate number and percentage of shares of Common Stock owned by each Reporting Person are (i) based upon 143,709,508 shares of Common Stock and 13,452,549 shares of Class B Common Stock outstanding, (ii) assume the exercise of all options to purchase Common Stock exercisable within 60 days of the date of this report beneficially owned by such Reporting Person, and (iii) assume the conversion into Common Stock of all of the shares of Class B Common Stock beneficially owned by such Reporting Person.

Mrs. Zandman may be deemed to beneficially own an aggregate of 11,446,004 shares of Common Stock as a result of her beneficial ownership of (i) 194,618 shares of Common Stock; (ii) 232,003 shares of Common Stock that may be purchased upon the exercise of options that are exercisable within 60 days of the date of this report; and (iii) 11,019,383 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate number represents approximately 7.4% of the total shares of the Company's Common Stock currently outstanding. The Class B Common Stock is entitled to 10 votes per share. The shares of Common Stock and Class B Common Stock beneficially owned by Mrs. Zandman currently provide her with sole or shared voting power over 39.8% of the Common Stock.

Mrs. Zandman may be deemed to have the sole power to vote or direct the vote of 3,445,904 shares of Common Stock, comprised of (i) 1,159 shares of Common Stock held directly by Mrs. Zandman, (ii) 193,459 shares of Common Stock held by the estate of Dr. Felix Zandman, with respect to which Mrs. Zandman is the nominated executrix, (iii) 232,003 shares of Common Stock that may be purchased upon the exercise of options that are exercisable within 60 days of the date of this report by the estate of Dr. Felix Zandman, with respect to which Mrs. Zandman is the nominated executrix, (iv) 616,734 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by the estate of Dr. Felix Zandman, with respect to which Mrs. Zandman is the nominated executrix, and (v) 2,402,549 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock that are subject to the Voting Agreement.

Mrs. Zandman may be deemed to have the shared power to vote or direct the vote of 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by the 2010 GRAT, with respect to which Mrs. Zandman is a co-trustee.

Mrs. Zandman may be deemed to have the sole power to dispose or direct the disposition of 1,043,355 shares of Common Stock, comprised of (i) 1,159 shares of Common Stock held directly by Mrs. Zandman, (ii) 193,459 shares of Common Stock held by the estate of Dr. Felix Zandman, with respect to which Mrs. Zandman is the nominated executrix, (iii) 232,003 shares of Common Stock that may be purchased upon the exercise of options that are exercisable within 60 days of the date of this report by the estate of Dr. Felix Zandman, with respect to which Mrs. Zandman is the nominated executrix, and (iv) 616,734 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by the estate of Dr. Felix Zandman, with respect to which Mrs. Zandman is the nominated executrix. Mrs. Zandman does not have sole or shared dispositive power over the shares that are subject to the Voting Agreement.

Mrs. Zandman may be deemed to have the shared power to dispose or direct the disposition of 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by the 2010 GRAT, with respect to which she is a co-trustee.

Mr. Zandman may be deemed to beneficially own an aggregate of 8,028,636 shares of Common Stock as a result of his beneficial ownership of (i) 8,623 shares of Common Stock; (ii) 8,001,600 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock; and (iii) 18,413 shares of Common Stock that Mr. Zandman has the right to purchase upon the exercise of options that are exercisable within 60 days of the date of this report. This aggregate number represents approximately 5.3% of the total shares of the Company's Common Stock currently outstanding, but the Common Stock and Class B Common Stock beneficially owned by Mr. Zandman currently provide him with sole or shared voting power over 28.8% of the Common Stock.

Mr. Zandman may be deemed to have the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of 28,536 shares of Common Stock, comprised of (i) 8,623 shares of Common Stock; (ii) 1,500 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock; and (iii) 18,413 shares of Common Stock that Mr. Zandman has the right purchase upon the exercise of options that are exercisable within 60 days of the date of this report.

Mr. Zandman may be deemed to have the shared power to vote or direct the vote, and dispose or direct the disposition, of 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by the 2010 GRAT, with respect to which he is a co-trustee.

Mr. Shoshani may be deemed to beneficially own an aggregate of 8,003,351 shares of Common Stock as a result of his beneficial ownership of (i) 3,251 shares of Common Stock and (ii) 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate number represents approximately 5.3% of the total shares of the Company's Common Stock currently outstanding, but the Common Stock and Class B Common Stock beneficially owned by Mr. Shoshani currently provide him with sole or shared voting power over 28.8% of the Common Stock.

Mr. Shoshani may be deemed to have the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of 3,251 shares of Common Stock.

Mr. Shoshani may be deemed to have the shared power to vote or direct the vote, and dispose or direct the disposition, of 8,000,100 shares of Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by the 2010 GRAT, with respect to which he is a co-trustee.

(c) See Item 3 above, which is incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On December 29, 2010, Mrs. Zandman and certain existing Class B stockholders (the "**Existing Stockholders**") of the Company entered into a Voting Agreement (the "**Voting Agreement**"). Pursuant to the Voting Agreement, the Existing Stockholders (who are not affiliated with any Reporting Person or the Company) are required to vote their shares of Class B Common Stock (the "**Subject Shares**") at the direction of a representative whose identity is determined pursuant to the Voting Agreement (the "**Voting Representative**"). The Voting Representative is currently Mrs. Zandman; in the event of her inability to serve, Mr. Zandman will become the Voting Representative. As the Voting Representative, Mrs. Zandman may direct the voting of the Subject Shares with respect to a particular matter only to the extent that, and in the same manner as, a majority of Class B Common Stock shares held by Mrs. Zandman, Dr. Zandman's estate, and their respective "permitted transferees" (as such term is defined in the Company's amended and restated certificate of incorporation) (such shares, the "**Zandman Shares**") are voted on such matter. The Reporting Persons currently share voting control over a majority of the Zandman Shares.

In addition, and subject to certain limitations, the Existing Stockholders further granted a right of first refusal to Mrs. Zandman, in her capacity as the Voting Representative, to acquire Subject Shares held by the Existing Stockholders before such stockholders dispose of such Subject Shares in open market transactions. The Voting Agreement will remain in effect, with respect to each Subject Share, until the earlier of (i) the date of transfer of such Subject Share, pursuant to which the Subject Share will be converted into a share of Common Stock, and (ii) the date on which less than 25% of the Zandman Shares are owned by Dr. Zandman's estate, Mrs. Zandman and their respective "permitted transferees."

Item 7. Material to Be Filed as Exhibits.

Exhibit Number	Description
1	Joint Filing Agreement, dated August 30, 2011, by and among the Reporting Persons.
2	Voting Agreement, dated December 29, 2010, by and among Mrs. Ruta Zandman and the signatories thereto.

SIGNATURES

After reasonable 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.

Date: August 30, 2011

/s/ Ruta Zandman

Ruta Zandman

/s/ Marc Zandman

Marc Zandman

/s/ Ziv Shoshani

Ziv Shoshani

JOINT FILING AGREEMENT

Joint Filing Agreement, dated as of August 30, 2011, is by and among Ruta Zandman, Marc Zandman and Ziv Shoshani (the "Reporting Persons").

Each of the Reporting Persons may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D with respect to shares of Common Stock, par value \$0.10 per share, of Vishay Intertechnology, Inc. beneficially owned by it from time to time. Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, each of the Reporting Persons hereby agree to be responsible for the timely filing of the Schedule 13D and any amendments thereto on behalf of the Reporting Persons, and for the completeness and accuracy of the information concerning itself contained therein. Each of the Reporting Persons hereby further agree to file this Joint Filing Agreement as an exhibit to the statement and each such amendment, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Reporting Persons upon one week's prior written notice or such lesser period of notice as the Reporting Persons may mutually agree.

Executed and delivered as of the date first above written.

/s/ Ruta Zandman

Ruta Zandman

/s/ Marc Zandman

Marc Zandman

/s/ Ziv Shoshani

Ziv Shoshani

VOTING AGREEMENT

This VOTING AGREEMENT is made as of December 29, 2010, among the Zandman Representative (as defined below) and the several stockholders of Vishay Intertechnology, Inc., a Delaware corporation (the "Corporation") whose names are subscribed below (the "Existing Stockholders"), and the individuals whose names are subscribed below under the heading "Potential Stockholders" (together with the Existing Stockholders, the "Stockholders").

W I T N E S S E T H:

WHEREAS, the Existing Stockholders respectively own shares of Class B Common Stock, \$.10 par value per share ("Class B Common Stock") of the Corporation, including the shares set forth opposite the respective Existing Stockholders' names on Exhibit A hereto, and may from time to time acquire additional shares of Class B Common Stock (all of such shares, whether now or hereafter owned by any Stockholder, the "Shares"); and

WHEREAS, the Shares will be released from the Voting Trust Agreement dated March 13, 1997, as amended on May 27, 2010 and on the date hereof (the "VTA"), by and among the Existing Stockholders, other parties and Dr. Felix Zandman, as trustee of the trust created thereunder (in his individual capacity, "Dr. Zandman") when Dr. Zandman ceases to serve as trustee under the VTA.

NOW, THEREFORE, in consideration of the agreements contained herein, and for other good and valuable consideration the receipt and adequacy of which is hereby acknowledged, the parties, intending to be legally bound, agree as follows:

1. Voting of Shares. During the Voting Agreement Period (as defined below), the parties agree that:

a. If the Stockholders receive from the Zandman Representative a notice (the "Voting Notice") setting forth the manner in which a majority of the shares of Class B Common Stock (the "Zandman Shares") then held by Dr. Zandman, Ruta Zandman, or their respective Permitted Transferees (collectively, the "Zandman Holders") shall be voted in connection with each matter to be voted upon or consented to (each, a "Matter"), the Stockholders shall, with respect to each Matter, vote or provide or withhold their consent as set forth in the Voting Notice.

b. To be valid and binding upon any Stockholder with respect to a Matter, a Voting Notice must be sent to the Stockholders no less than five (5) business days prior to the date of a meeting of the stockholders of the Corporation at which such Matter will be voted upon, or, in the event that written consent is solicited with respect to such Matter, within five (5) business days of receipt of such solicitation.

2. Right of First Refusal. During the Voting Agreement Period, if a Stockholder notifies the Zandman Representative in writing (a "Sale Notice") that such Stockholder desires to (i) sell any Shares owned by such Stockholder or (ii) transfer such Shares (the "Subject Shares") to a Permitted Transferee for whom no Zandman Holder is a Permitted Transferee, the Zandman Representative shall have a period of ten (10) business days after receipt of the Sale Notice to purchase, on behalf of him or herself, or any other Zandman Holder, any or all of the Subject Shares, at a per share price equal to the closing price on the New York Stock Exchange on the date of receipt of the Sale Notice of the shares of common stock of the Corporation. If and to the extent that the Zandman Representative does not exercise such right to purchase within the allotted period, the Zandman Representative shall consent to any sale by the Stockholder, within a period of ninety (90) days after receipt of the Sale Notice, of the Subject Shares, provided that the Subject Shares, to the extent sold to a party other than a Permitted Transferee of the notifying Stockholder, are converted upon such sale to shares of common stock of the Corporation.

3. Notice of Transfer of Shares. If any of the Shares is transferred to a Permitted Transferee during the Voting Agreement Period, the transferring Stockholder shall promptly deliver a written notice to the Zandman Representative setting forth the number of Shares transferred and the name and address of the transferee. Such notice shall be accompanied by a joinder to this Agreement executed by such transferee to the extent such transferee is not already a party hereto. Any transferee who executes a joinder to this Agreement shall become a "Stockholder" for purposes hereof, effective upon the date of receipt by such transferee of the transferred Shares.

4. Changes in Capital Stock. If, during the Voting Agreement Period, there occurs a merger, reclassification, recapitalization, stock split, stock dividend or other similar transaction resulting in new, substituted or additional shares of Class B Common Stock being issued or delivered to stockholders of the Corporation by reason of such stockholders' ownership of Class B Common Stock, such shares of Class B Common Stock will constitute "Shares" to the extent issued to the Stockholders or "Zandman Shares" to the extent issued to the Zandman Holders.

5. Voting Agreement Period. Sections 1, 2, 3 and 4 of this Agreement will become effective when Dr. Zandman ceases to be trustee under the VTA and will continue with respect to each Share until the earlier to occur of: (i) a transfer that would result in conversion of the Share into a share of common stock; and (ii) the date on which less than twenty-five percent (25%) of the Zandman Shares owned by the Zandman Holders on the date of such effectiveness are owned by a Zandman Holder (such period, the "Voting Agreement Period").

6. Zandman Representative; Permitted Transferee. The "Zandman Representative" shall initially be Ruta Zandman. Upon Ruta Zandman's inability to serve, the Zandman Representative shall be: first, Marc Zandman; second, Ariele Zandman Klausner and Gisele Zandman-Goddard, jointly; third, the survivor of Ariele Zandman Klausner and Gisele Zandman-Goddard; and subsequently, a lineal descendant of Dr. Zandman designated by the immediately preceding Zandman Representative. Each Zandman Representative shall serve until his or her death, resignation or inability to act. "Permitted Transferee" means, with respect to any holder of Class B Common Stock, any "permitted transferee" of such holder as provided in the composite amended and restated certificate of incorporation of the Corporation.

7. Term. This Agreement shall be effective as of the date hereof and terminate upon the termination of the Voting Agreement Period with respect to the last Share subject thereto.

8. Amendment. This Agreement shall not be changed, modified or amended except by a writing signed by all of the parties hereto.

9. Governing Law. This Agreement and its validity, construction and performance shall be governed in all respect by the internal laws of the State of Delaware.

10. Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument. The reproduction and exchange of signatures by means of facsimile or electronic device shall be treated as though such reproductions are executed originals and such exchange is of original documents.

IN WITNESS WHEREOF, the parties hereto have executed this Voting Agreement as of the date first above written.

ZANDMAN REPRESENTATIVE

/s/ Ruta Zandman

Ruta Zandman

EXISTING STOCKHOLDERS:

/s/ Eugenia A. Ames

Eugenia A. Ames

TRUST U/W/O ALFRED P. SLANER F/B/O EUGENIA A. AMES

/s/ Eugenia A. Ames

Eugenia A. Ames, Trustee

/s/ Felix Zandman

Felix Zandman, Trustee

/s/ Mildred Allinson

Mildred Allinson, Trustee

ALEXANDER AMES TRUST U/A/D 8/2/78

/s/ Eugenia A. Ames

Eugenia A. Ames, Trustee

/s/ Felix Zandman

Felix Zandman, Trustee

/s/ Mildred Allinson

Mildred Allinson, Trustee

JULIET AMES TRUST U/A/D 8/2/78

/s/ Eugenia A. Ames

Eugenia A. Ames, Trustee

/s/ Felix Zandman

Felix Zandman, Trustee

/s/ Mildred Allinson

Mildred Allinson, Trustee

POTENTIAL STOCKHOLDERS:

/s/ Alexander Ames

Alexander Ames

/s/ Juliet Ames

Juliet Ames

[Signature Page to Vishay Voting Agreement]

EXHIBIT A
SHARES HELD BY EXISTING STOCKHOLDERS

Existing Stockholder	No. of Shares
Eugenia A. Ames	1,276,216.1257
Trust u/w/o AP Slaner f/b/o Eugenia A. Ames	30,538.4818
Alexander Ames u/a/d 8/2/78	547,897.3368
Juliet Ames u/a/d 8/2/78	547,897.3368
