

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 4, 2006

Vishay Intertechnology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-7416

38-1686453

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

63 Lincoln Highway
Malvern, PA

19355-2143

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 610-644-1300

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 – Other Events

Vishay Intertechnology, Inc. announced today that it intends to settle in cash any Liquid Yield Option™ Notes (“LYONs”) validly presented to the Company on June 4, 2006, pursuant to the option of the holders of the LYONs to require Vishay to repurchase the LYONs on that date. Subject to various conditions described in the indenture governing the LYONs, Vishay has the right to elect to pay the purchase price for the LYONs in Vishay common stock, but intends not to do so on the June 4, 2006 repurchase date. A copy of the press release regarding this announcement is furnished as Exhibit 99 to this Form 8-K.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99	Press release dated April 4, 2006

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 4, 2006

VISHAY INTERTECHNOLOGY, INC.

By: /s/ Richard N. Grubb

Name: Richard N. Grubb
Title: Executive Vice President and
Chief Financial Officer

**VISHAY ANNOUNCES INTENT TO PAY CASH TO HOLDERS
WHO ELECT TO HAVE THEIR LYONS REPURCHASED ON JUNE 4, 2006**

MALVERN, PENNSYLVANIA - April 4, 2006 - Vishay Intertechnology, Inc. (NYSE: VSH) announced today that it intends to settle in cash any Liquid Yield Option™ Notes (“LYONs”) validly presented to the Company on June 4, 2006, pursuant to the option of the holders of the LYONs to require Vishay to repurchase the LYONs on that date.

Under the terms of the indenture governing the LYONs, holders have the option to require Vishay to repurchase the LYONs at a purchase price equal to their accreted value of \$639.76 per \$1,000 principal amount at maturity on the repurchase date of June 4, 2006. Vishay expects that it will fund the purchase price with cash on-hand. The outstanding LYONs total approximately \$138 million accreted value (\$215,565,000 principal amount at maturity).

Subject to various conditions described in the indenture governing the LYONs, Vishay has the right to elect to pay the purchase price for the LYONs in Vishay common stock, but intends not to do so on the June 4, 2006 repurchase date. Vishay paid the purchase price in shares of its common stock on the June 4, 2004 repurchase date, and, depending on market conditions, may do so on future repurchase dates (June 4, 2011 and June 4, 2016), if any LYONs remain outstanding subsequent to June 4, 2006.

Vishay will file with the Securities and Exchange Commission a company notice / tender offer statement on Schedule TO with respect to the option of holders to require Vishay to repurchase their LYONs. Holders are advised to read the tender offer statement when it is available, because it will contain important information. Investors may obtain a free copy of the company notice / tender offer statement (when it becomes available) and other documents filed by Vishay with the SEC at the SEC’s website at www.sec.gov, at Vishay’s investor relations website at ir.vishay.com, or by directing a request to: Vishay Intertechnology, Inc., 63 Lincoln Highway, Malvern, PA 19355, Attention: Investor Relations.

Vishay Intertechnology, Inc., a Fortune 1,000 Company listed on the NYSE (VSH), is one of the world’s largest manufacturers of discrete semiconductors (diodes, rectifiers, transistors, and optoelectronics) and selected ICs, and passive electronic components (resistors, capacitors, inductors, and transducers). Vishay’s components can be found in products manufactured in a very broad range of industries worldwide. Vishay is headquartered in Malvern, Pennsylvania, and has operations in 17 countries employing over 26,000 people. Vishay can be found on the Internet at www.vishay.com.

“Liquid Yield Option” and “LYON” are trademarks of Merrill Lynch & Co., Inc.