

FRANKLIN ELECTRIC CO INC
Form 4
August 05, 2013

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Strupp Thomas J

2. Issuer Name and Ticker or Trading Symbol
FRANKLIN ELECTRIC CO INC
[FELE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO
INC, 9255 COVERDALE ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

(Street)

FORT WAYNE, IN 46809

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
common stock	08/02/2013		M			14,000	A	\$ 22.2525	33,826	D	
common stock	08/02/2013		M			7,800	A	\$ 22.95	41,626	D	
common stock	08/02/2013		M			7,200	A	\$ 24.435	48,826	D	
common stock	08/02/2013		F			21,742	D	\$ 37.97	27,084	D	
common stock	08/05/2013		S			7,258	D	\$ 38.02	19,826 ⁽¹⁾	D	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
option	\$ 22.2525	08/02/2013		M	14,000	⁽²⁾ 07/25/2015	common stock	14,000
option	\$ 22.95	08/02/2013		M	7,800	⁽³⁾ 02/17/2016	common stock	7,800
option	\$ 24.435	08/02/2013		M	7,200	⁽⁴⁾ 02/09/2017	common stock	7,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strupp Thomas J FRANKLIN ELECTRIC CO INC 9255 COVERDALE ROAD FORT WAYNE, IN 46809			Vice President	

Signatures

Thomas J. Strupp 08/05/2013

**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).
includes 1530 restricted stock units that vest 4 years after the 3/6/2013 grant date, 2394 restricted shares that vest 4 years after the (1) 5/4/2012 grant date, 2502 restricted shares that vest 4 years after the 3/2/2011 grant date, 3400 restricted shares that vest 4 years after the 2/22/2010 grant date, and 10,000 shares owned outright.

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- (2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 7/25/2005 grant date
- (3) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 2/17/2006 grant date
- (4) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 2/9/2007 grant date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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