FRANKLIN ELECTRIC CO INC

Form 4 March 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Issuer

Symbol

FRANKLIN ELECTRIC CO INC

(Check all applicable)

Vice President

5. Relationship of Reporting Person(s) to

[FELE]

03/04/2014

(Last) (First)

FRANKLIN ELECTRIC CO

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

X_ Officer (give title below)

10% Owner Other (specify

INC, 9255 COVERDALE ROAD

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

FORT WAYNE, IN 46809

(Street)

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4)

(Instr. 4)

Transaction(s) or (Instr. 3 and 4) Price

(A)

A

Code V Amount (D)

Restricted Stock Units

03/04/2014

1.186 A (1)

\$0 $17,612 \stackrel{(2)}{=}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number out 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. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
option	\$ 43.27	03/04/2014		A	4,562	(3)	03/04/2024	common stock	4,562	\$ 4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Strupp Thomas J FRANKLIN ELECTRIC CO INC 9255 COVERDALE ROAD FORT WAYNE, IN 46809

Vice President

Signatures

Thomas J. 03/06/2014 Strupp

**Signature of Date
Reporting Person

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) Restricted stock units vest 4 years after the 3/4/2014 grant date.
- includes 1,186 restricted stock units that vest 4 years after the 3/4/2014 grant date, 1530 restricted stock units that vest 4 years after the 3/6/2013 grant date, 2394 restricted shares that vest 4 years after the 5/4/2012 grant date, 2502 restricted shares that vest 4 years after the 3/2/2011 grant date, and 10,000 shares owned outright.
- (3) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/4/2014 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. 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.

Reporting Owners 2