FRANKLIN ELECTRIC CO INC

Form 4/A

common

stock

04/11/2008

November 05, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL			
								OMB Number:	3235-0287		
Check this box if no longer CHARLENGE OF CHARLES IN DESCRIPTION OF CH									Expires:	January 31, 2005	
subject to Section Form 4 Form 5	to STATEN 16. or		SECUI	RITIES		Act of 1934,	Estimated average burden hours per response				
obligation may con <i>See</i> Install.	ons section 17((a) of the	Public U		ding Cor	npany	Act of	1935 or Section	1		
(Print or Type	Responses)										
1. Name and Address of Reporting Person * STONE ROBERT J			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			FRAN	KLIN EL	ECTRIC	CO IN	iC	(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					DirectorX_ Officer (give			
	N ELECTRIC CO E SPRING STREI		04/11/2	2008				below) Sr. V	rice President		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year) 08/11/2008					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BLUFFTO	N, IN 46714							Person	ore than one rej	Jorning	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securit	ies Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	nrity (Month/Day/Year) Execution		Date, if Transactionor Disposed of Code (Instr. 3, 4 and ay/Year) (Instr. 8) (A			ed of (D		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)	
common stock				Code v	Amount	(D)	THE	10,000 (1)	D		
common stock								13,700 (2)	D		
common stock								6,282.35	I	401 (K) (3)	
common stock								4,778.99	I	ESOP (4)	

\$ 17.625 10,000

D

10,000 A

M

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S 10,000 A \$33.02 0

D

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

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 control number.

SEC 1474 (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)	4. Transacti Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (1	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
option	\$ 17.925	04/11/2008		M	10,000	(5)	04/17/2008	common stock	10,000	
option	\$ 16.125					(5)	07/28/2010	common stock	40,000	
option	\$ 29.95					(5)	02/12/2014	common stock	7,200	
option	\$ 40.93					<u>(6)</u>	02/10/2015	common stock	5,450	
option	\$ 45.9					<u>(6)</u>	02/17/2016	common stock	3,900	
option	\$ 48.87					<u>(6)</u>	02/09/2017	common stock	3,600	
option	\$ 32.19					<u>(6)</u>	02/28/2018	common stock	15,300	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STONE ROBERT J FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET Sr. Vice President

Reporting Owners 2

BLUFFTON, IN 46714

Signatures

Robert J. Stone 11/05/2008

**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).
- (1) The shares vest at the end of five years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (2) The shares vest at the end of four years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited
- (3) Holdings within the Franklin Electric Directed Investment Salary Plan Trust. The information reported herein is based on a plan statement reporting December 31, 2007 holdings under the Franklin Electric Directed Investment Salary Plan.
- (4) Allocation of shares under the Franklin Electric Co., Inc. Employee Stock Ownership Plan Trust. The information reported herein was provided by the trustee for holdings as of December 31, 2007.
- (5) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.
- (6) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 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.

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