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FRANKLIN ELECTRIC CO INC Form 4 November 21, 2014 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

1. Name and Address of Reporting Person <u>*</u> TRUMBULL R SCOTT			Symbol	and Ticker or Trading	Issuer C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 2567 OLE	(First) DE BROOKSIDE	. ,	3. Date of Earlie (Month/Day/Yea 11/20/2014		X Director Officer (below)	give title 10 below)	% Owner her (specify		
TOLEDO	(Street) , OH 43615		4. If Amendmen Filed(Month/Day		Applicable Line _X_ Form filed	or Joint/Group Fil b) by One Reporting I by More than One F	Person		
(City) 1.Title of	(State) 2. Transaction Dat	(Zip) e 2A. Deeme		on-Derivative Securitie 4. Securities	es Acquired, Dispose 5. Amount of	ed of, or Benefici 6. Ownership	ally Owned 7. Nature of		

1.11tle 01	2. Transaction Date	ZA. Deemed	э.	4. Securitie	es	5. Amount of	0. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired		(A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or Indirect	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	(I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(•)	Reported			
					(A)	Transaction(s)			
					Or	(Instr. 3 and 4)			
			Code V	Amount	(D) Pric	e			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	of Underlying	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	Securities	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	r) (Instr. 8)	Acqui (A) of Dispo of (D) (Instr	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		(Instr. 5)	
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock units	<u>(1)</u>	11/20/2014	А	9.82		(1)	<u>(1)</u>	common stock	9.82	\$ 37.2

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
TRUMBULL R SCOTT 2567 OLDE BROOKSIDE ROAD TOLEDO, OH 43615	Х			
Signatures				
Angela M. Hughes, power of attorne Trumbull	ey for R.	Scott		11/21/2014

**Signature of 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).

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the Board of Directors on February 11, 2000 and amended and restated on April 28, 2006, Mr. Trumbull elected to receive his 2001 Board of Directors retainer in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the Board of Directors (e.g. Stock Units). On

Date

 Co., Inc. common stock, issuance of such shares defended until ne retries of otherwise reaves the Board of Directors (e.g. stock Onits). On November 20, 2014, Mr. Trumbull was credited with 9.82 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Trumbull may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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.