FRANKLIN ELECTRIC CO INC

Form 4 May 29, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Form 4 or Form 5 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

ROBERTS DAVID A Symbol

FRANKLIN ELECTRIC CO INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

[FELE]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Month/Day/Year) 3013 KINGS MANOR DRIVE 05/28/2015

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

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

Person

WEDDINGTON, NC 21104-6868

(City) (State) (Zip)

(Street)

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

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Security

or Exercise

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

Reported (A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

any

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

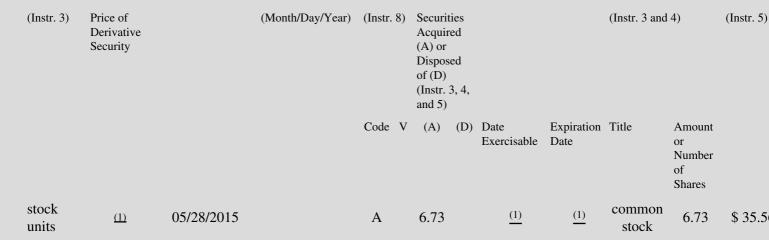
1. Title of 3. Transaction Date 3A. Deemed 4. Derivative Conversion (Month/Day/Year) Execution Date, if

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Code (Month/Day/Year) Derivative

7. Title and Amount of Underlying Securities

8. Price of Derivativ Security

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROBERTS DAVID A
3013 KINGS MANOR DRIVE X
WEDDINGTON, NC 21104-6868

Signatures

Angela M. Hughes, power of attorney for David A.
Roberts
05/29/2015

**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).

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. Roberts elected to receive his 2004 Board of Directors retainer in Franklin Electric Co.,

(1) Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the Board of Directors (e.g. Stock Units). On May 28, 2015 Mr. Roberts was credited with 6.73 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Roberts 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.

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