FRANKLIN ELECTRIC CO INC

Form 4 May 23, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

VERHAGE THOMAS R

2. Issuer Name and Ticker or Trading

Symbol

FRANKLIN ELECTRIC CO INC

[FELE]

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

05/20/2016

(Street)

P O BOX 1299

(City)

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Person

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

Issuer

below)

X_ Director

MINNEAPOLIS, MN 55440-1299

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed 1.Title of

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s)

(Instr. 3 and 4)

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

(Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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)

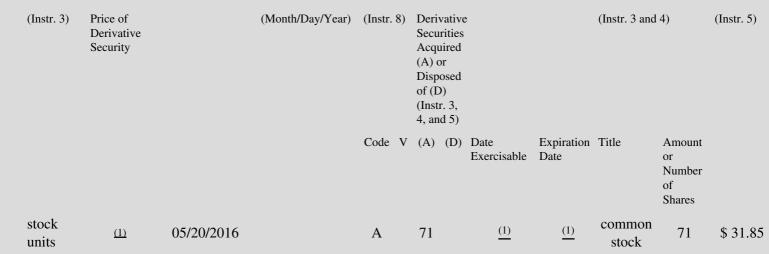
1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount 8. Price of of Underlying (Month/Day/Year) TransactionNumber **Expiration Date** Derivative Derivative Conversion Execution Date, if (Month/Day/Year) Securities Security or Exercise Code Security any of

(A)

or

Code V Amount (D) Price

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERHAGE THOMAS R				
P O BOX 1299	X			
MINNEAPOLIS, MN 55440-1299				

Signatures

Angela M. Hughes, power of attorney for Thomas R.
VerHage 05/23/2016

**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. VerHage elected to receive his 2011-2016 stock award, meeting fees and 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 May 20, 2016, Mr. VerHage was credited with 71.00 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. VerHage 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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