

FRANKLIN ELECTRIC CO INC
Form 4
November 27, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STONE ROBERT J

2. Issuer Name and Ticker or Trading Symbol
FRANKLIN ELECTRIC CO INC
[FELE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President

(Last) (First) (Middle)
FRANKLIN ELECTRIC CO.,
INC., 400 E SPRING STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

BLUFFTON, IN 46714

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
common stock	11/27/2012		M			7,932	A	\$ 17.34	18,722	D	
common stock	11/27/2012		M			3,200	A	\$ 28.82	21,922	D	
common stock	11/27/2012		M			7,200	A	\$ 29.95	29,122	D	
common stock	11/27/2012		F			10,898	D	\$ 60.08	18,224	D	
common stock	11/27/2012		S			7,434	D	\$ 60.08	10,790 ⁽¹⁾	D	

common stock 54,726 I in wife's name

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number 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	\$ 29.95	11/27/2012		M	7,200	<u>(2)</u> 02/12/2014	common stock	7,200
option	\$ 17.34	11/27/2012		M	7,932	<u>(3)</u> 03/05/2019	common stock	7,932
option	\$ 28.82	11/27/2012		M	3,200	<u>(3)</u> 02/22/2020	common stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE ROBERT J FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET BLUFFTON, IN 46714			Sr. Vice President	

Signatures

Robert J. Stone 11/27/2012

**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) includes 3443 restricted shares that vest 4 years after the 5/4/2012 vest date, 4000 restricted shares that vest 4 years after the 2/22/2010 vest date, 3311 restricted shares that vest 4 years after the 3/2/2011 vest date and 36 shares held outright.

(2) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.

(3) The options became 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.

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