

FRANKLIN ELECTRIC CO INC  
Form 4  
June 06, 2014

**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 \*  
davis delancey w

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO.,  
INC., 9255 COVERDALE ROAD

(Street)

FORT WAYNE, IN 46809

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| common stock                    | 06/04/2014                           |  | M                              |   | 824 A \$ 21.715   | 21,320   | D   |
| common stock                    | 06/04/2014                           |  | M                              |   | 2,518 A \$ 32.53  | 23,838   | D   |
| common stock                    | 06/04/2014                           |  | M                              |   | 3,538 A \$ 24.095   | 27,376   | D   |
| common stock                    | 06/04/2014                           |  | F                              |   | 5,497 D \$ 38.22  | 21,879   | D   |
| common stock                    | 06/05/2014                           |  | S                              |   | 3,331 D \$ 39.209   | 18,548 <sup>(1)</sup>                                    | D   |

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

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(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                                     | \$ 21.715  | 06/04/2014                           |  | M                              | 824   | <u>(2)</u>   | 03/02/2021  | common stock                   | 824                        |
| option                                     | \$ 32.53   | 06/04/2014                           |  | M                              | 2,518   | <u>(3)</u>   | 03/06/2023  | common stock                   | 2,518                      |
| option                                     | \$ 24.095  | 06/04/2014                           |  | M                              | 3,538   | <u>(4)</u>   | 05/04/2022  | common stock                   | 3,538                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| davis delancey w<br>FRANKLIN ELECTRIC CO., INC.<br>9255 COVERDALE ROAD<br>FORT WAYNE, IN 46809 |               |           | Vice President |       |

## Signatures

DeLancey W.  
Davis  
06/05/2014

         \*\*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)

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Includes 2531 restricted shares that vest 4 years after the 3/4/2014 grant date, 2804 restricted shares that vest 4 years after the 3/6/2013 grant date, 4370 restricted shares that vest 4 years after the 5/4/2012 grant date, 4186 restricted shares that vest 4 years from the 3/2/2011 grant date and 4657 shares owned outright.

- (2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/2/2011 grant date
- (3) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/6/2013 grant date
- (4) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 5/4/2012 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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