

FRANKLIN ELECTRIC CO INC

Form 4

May 03, 2017

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)
05/01/2017

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)
President, Headwater Companies

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| common stock | 05/01/2017 | | M | A | \$ 20,752 | D | |
| common stock | 05/01/2017 | | M | A | \$ 24,324 | D | |
| common stock | 05/01/2017 | | M | A | \$ 29,329 | D | |
| common stock | 05/01/2017 | | F | D | \$ 19,849 ⁽¹⁾ | D | |

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 | \$ 32.53 | 05/01/2017 | | M | 2,516 | <u>(2)</u> | 03/06/2023 | common stock | 2,516 |
| option | \$ 36.67 | 05/01/2017 | | M | 3,572 | <u>(2)</u> | 02/26/2025 | common stock | 3,572 |
| option | \$ 29.08 | 05/01/2017 | | M | 5,005 | <u>(2)</u> | 02/25/2026 | common stock | 5,005 |

Reporting Owners

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

Signatures

DeLancey W.
Davis

05/03/2017

**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 2,858 restricted stock units that vest 4 years after the 2/23/2017 grant date, 4,023 restricted shares that vest 4 years after the 2/25/2016 grant date, 3,092 restricted shares that vest 4 years after the 2/26/2015 grant date, 2,531 restricted shares that vest 4 years after

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the 3/4/2014 grant date, and 7,345 shares owned outright.

- (2) The options become 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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