

CROSE DANIEL J
Form 4
September 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
CROSE DANIEL 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2011

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

FRANKLIN ELECTRIC CO.,
INC., 400 EAST SPRING STREET

(Street)

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

BLUFFTON, IN 46714

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| common stock | | | | | 1,956.887 ⁽¹⁾ | I | 401K |
| common stock | | | | | 4,000 ⁽²⁾ | D | |
| common stock | | | | | 2,100 ⁽³⁾ | D | |
| common stock | | | | | 1,805 ⁽³⁾ | D | |
| common stock | | | | | 6,634 | 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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| option | \$ 19.4 | 09/14/2011 | | M | 20,000 | <u>(4)</u> | 11/01/2011 | common stock | 20,000 |
| option | \$ 24.08 | | | | | <u>(4)</u> | 12/13/2012 | common stock | 30,000 |
| option | \$ 29.95 | | | | | <u>(4)</u> | 02/12/2014 | common stock | 7,200 |
| option | \$ 40.93 | | | | | <u>(5)</u> | 02/10/2015 | common stock | 5,450 |
| option | \$ 45.9 | | | | | <u>(5)</u> | 02/17/2016 | common stock | 3,300 |
| option | \$ 48.87 | | | | | <u>(5)</u> | 02/09/2017 | common stock | 2,600 |
| option | \$ 32.19 | | | | | <u>(5)</u> | 02/28/2018 | common stock | 9,700 |
| option | \$ 17.34 | | | | | <u>(5)</u> | 03/05/2019 | common stock | 18,729 |
| option | \$ 28.82 | | | | | <u>(5)</u> | 02/22/2020 | common stock | 6,600 |
| option | \$ 43.43 | | | | | <u>(5)</u> | 03/02/2021 | common stock | 5,734 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CROSE DANIEL J
FRANKLIN ELECTRIC CO., INC.
400 EAST SPRING STREET
BLUFFTON, IN 46714

Vice President

Signatures

Daniel J. Crose 09/16/2011

**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) Holdings within the Franklin Electric Co., Inc. Directed Investment Salary Plan Trust. The information reported herein is based on a plan statement as of December 31, 2010.
- (2) shares vest at the end of three years
- (3) shares vest at the end of 4 years
- (4) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.
- (5) 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. 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.