FRANKLIN ELECTRIC CO INC

Form 4

November 21, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

VERHAGE THOMAS R

FRANKLIN ELECTRIC CO INC

(Check all applicable)

[FELE]

Symbol

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

P O BOX 1299

11/20/2014

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55440-1299

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

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

Ownership (I) (Instr. 4) (Instr. 4)

(A) or

(Instr. 8)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

any

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

4. Execution Date, if Code

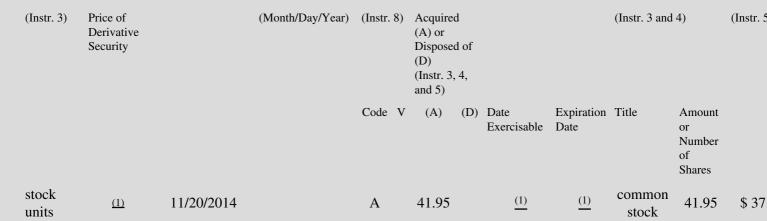
5. Number Transaction of Derivative Expiration Date Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities

8. Price Derivat Security

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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

**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).

and amended and restated on April 7, 2006, Mr. VerHage elected to receive his 2011-2014 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 November 20, 2014, Mr. VerHage was credited with 41.95 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.

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the Board of Directors on February 11, 2000

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. 0 D Employee Stock Option (right to buy) \$ 11.95 $\underline{^{(1)}}$ 07/29/2016 M 120,00007/23/2019 Common Stock 120,000 \$ 0 0 D Employee Stock Option (right to buy) \$ 15.68 $\underline{^{(1)}}$ 07/29/2016 M 150,00006/10/201106/10/2020 Common Stock 150,000 \$ 0 125,000 D

Reporting Owners

Reporting Owner Name / Address		Relationships			
	Director	10% Owner	Officer	Other	
Peters Susan			Senior		
GENERAL ELECTRIC COMPANY			Vice		

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3135 EASTON TURNPIKE FAIRFIELD, CT 06828 President

Signatures

Brian Sandstrom on behalf of Susan P. Peters

08/02/2016

**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).
- (1) All transactions reported on this Form 4 were conducted outside a trading venue.

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