

Edgar Filing: FRANKLIN ELECTRIC CO INC - Form S-8 POS

EXPLANATORY NOTE

Franklin Electric Co., Inc. (the "Registrant") filed a Registration Statement on Form S-8 on March 26, 1996 (File No. 333-01957) which registered 90,000 shares of Common Stock, par value \$.10 per share ("Common Stock"), of the Registrant for issuance pursuant to the Franklin Electric Co., Inc. 1996 Nonemployee Director Stock Option Plan (the "Plan").

The Registrant hereby files this Post-Effective Amendment No. 1 to terminate Registration Statement No. 333-01957 to reflect that all of the securities registered under this Registration Statement have been issued in accordance with and pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Post-Effective Amendment No. 1 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bluffton, State of Indiana on this 17th day of December, 2003.

FRANKLIN ELECTRIC CO., INC.

By: /s/ R. Scott Trumbull

R. Scott Trumbull
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE
/s/ R. Scott Trumbull ----- R. Scott Trumbull	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December
/s/ Gregg C. Sengstack ----- Gregg C. Sengstack	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	December

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Jerome D. Brady

Director

/s/ Robert H. Little*

Robert H. Little

Director

Decembe

/s/ Patricia Schaefer*

Patricia Schaefer

Director

Decembe

/s/ Donald J. Schneider*

Donald J. Schneider

Director

Decembe

/s/ Howard B. Witt*

Howard B. Witt

Director

Decembe

*By: /s/ Jess B. Ford

Jess B. Ford
Attorney-In-Fact