FRANKLIN ELECTRIC CO INC

Form 4

November 30, 2009

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTS DAVID A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FRANKLIN ELECTRIC CO INC

(Check all applicable)

[fele]

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director

10% Owner Officer (give title Other (specify

3013 KINGS MANOR DRIVE

(Street)

11/25/2009

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

below)

WEDDINGTON, NC 21104-6868

(City) (State) (Zip)

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 anv

(Middle)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

11,267

or Code V Amount (D) Price

(Instr. 3 and 4)

common stock

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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

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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. Transac Code (Instr. 8	ctionof D B) Se A (A D of	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code `	ar	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
option	\$ 32.51							<u>(1)</u>	05/15/2014	common stock	8,000	
stock units	(2)	11/25/2008		A	5	5.17		(2)	(2)	common stock	5.17	<u>(</u>

Reporting Owners

Reporting Owner Name / Address	Relationships							
·F··· Ø····	Director	10% Owner	Officer	Other				
ROBERTS DAVID A								
3013 KINGS MANOR DRIVE	X							
WEDDINGTON, NC 21104-6868								

Signatures

Angela M. Hughes, power of attorney for David A.

Roberts

11/30/2009

**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) The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000 and amended and restated on April 28, 2006, Mr. Roberts elected to receive his 2009 board of directors 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 25, 2009 Mr. Roberts was credited with 5.17 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Roberts may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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.

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