

FRANKLIN ELECTRIC CO INC  
Form 4  
June 06, 2014

**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

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)  
06/04/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

FRANKLIN ELECTRIC CO.,  
INC., 9255 COVERDALE ROAD

(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

FORT WAYNE, IN 46809

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
common stock	06/04/2014		M		824 A \$ 21.715	21,320	D
common stock	06/04/2014		M		2,518 A \$ 32.53	23,838	D
common stock	06/04/2014		M		3,538 A \$ 24.095	27,376	D
common stock	06/04/2014		F		5,497 D \$ 38.22	21,879	D
common stock	06/05/2014		S		3,331 D \$ 39.209	18,548 <sup>(1)</sup>	D



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Includes 2531 restricted shares that vest 4 years after the 3/4/2014 grant date, 2804 restricted shares that vest 4 years after the 3/6/2013 grant date, 4370 restricted shares that vest 4 years after the 5/4/2012 grant date, 4186 restricted shares that vest 4 years from the 3/2/2011 grant date and 4657 shares owned outright.

- (2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/2/2011 grant date
- (3) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/6/2013 grant date
- (4) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 5/4/2012 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.