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FRANKLIN ELECTRIC CO INC  
Form S-8  
April 23, 2010

As filed with the Securities and Exchange Commission on April 23, 2010

Registration No. 333-\_\_\_\_\_

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

-----  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

FRANKLIN ELECTRIC CO., INC.  
(Exact name of registrant as specified in its charter)

INDIANA 35-0827455  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

400 East Spring Street  
Bluffton, Indiana 46714  
(Address of principal executive offices)

FRANKLIN ELECTRIC CO., INC.  
NONEMPLOYEE DIRECTORS' DEFERRED COMPENSATION PLAN  
(Full title of the plan)

John J. Haines  
Vice President, Chief Financial Officer & Secretary  
Franklin Electric Co., Inc.  
400 East Spring Street  
Bluffton, Indiana 46714  
(Name and address of agent for service)

(260) 824-2900  
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel  
Schiff Hardin LLP  
233 South Wacker Drive  
66th Floor  
Chicago, Illinois 60606  
(312) 258-5670

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer      /x/      Accelerated filer / /  
Non-accelerated filer      / /      Smaller reporting company / /  
(Do not check if a smaller  
reporting company)

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED -----	AMOUNT TO BE REGISTERED -----	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) -----	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) -----
Common Stock, par value \$.10 per share (including related Common Stock Purchase Rights)	75,000 (2)	\$34.79	\$2,609,250
Interests in the Plan	(3)	(3)	(3)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 Securities Act of 1933, as amended, based on the average of the high and low sales prices reported on the National Association of Securities Dealers Automated Quotation System on
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also include additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar event effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (3) In addition, pursuant to Rule 416 (c) under the Securities Act of 1933, this Registration Statement covers an indeterminate amount of interests to be offered or sold pursuant to the Franklin Electric Company, Inc. Directors' Deferred Compensation Plan for which no separate fee is required.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E  
OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

The contents of the Registration Statement on Form S-8 (File No. 333-34996), filed by the Registrant with the Securities and Exchange Commission on April 17, 2000, registering shares of its Common Stock, par value \$0.10 per share, issuable under the Plan are hereby incorporated by reference.

PART III

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this Registration Statement (other

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than the exhibits and the signature page) is set forth in the Registration Statement on Form S-8 (File No. 333-34996) as described above, and is incorporated herein by reference.

ITEM 8. EXHIBITS.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this registration statement.

SIGNATURES

THE REGISTRANT. 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 on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on this 19th day of February, 2010.

FRANKLIN ELECTRIC CO., INC.

By: /s/ R. Scott Trumbull
-----
R. Scott Trumbull
Chairman of the Board and
Chief Executive Officer

Each person whose signature appears below appoints each of R. Scott Trumbull and John J. Haines as such person's true and lawful attorney to execute in the name of each such person, and to file, any amendments to this registration statement that such attorney deems necessary or desirable to enable the Registrant to comply with the Securities Act of 1933, and any rules, regulations, and requirements of the Commission with respect thereto, in connection with the registration of the shares of Common Stock (and the related Common Stock Purchase Rights attached thereto) that are subject to this registration statement, which amendments may make such changes in such registration statement as the above-named attorneys deem appropriate, and to comply with the undertakings of the Registrant made in connection with this registration statement, and each of the undersigned hereby ratifies all that said attorneys will do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE TITLE DATE
-----
/s/ R. Scott Trumbull Chairman of the Board and February 19,
----- Chief Executive Officer

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R. Scott Trumbull	(Principal Executive Officer)	
/s/ John J. Haines ----- John J. Haines	Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	February 19,
/s/ Jerome D. Brady ----- Jerome D. Brady	Director	February 19,
/s/ David T. Brown ----- David T. Brown	Director	February 19,
/s/ David A. Roberts ----- David A. Roberts	Director	February 19,
/s/ David M. Wathen ----- David M. Wathen	Director	February 19,
/s/ Howard B. Witt ----- Howard B. Witt	Director	February 19,
/s/ Thomas L. Young ----- Thomas L. Young	Director	February 19,

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Registration Statement to be signed on its behalf by the undersigned, in the City of Chicago, State of Illinois, on February 19, 2010.

FRANKLIN ELECTRIC CO., INC.  
NONEMPLOYEE DIRECTORS DEFERRED  
COMPENSATION PLAN

By: /s/ David M. Wathen

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David M. Wathen  
Chairman, Corporate  
Governance Committee

By: /s/ David T. Brown

-----  
David T. Brown  
Member, Corporate  
Governance Committee

By: /s/ David A. Roberts

-----  
David A. Roberts  
Member, Corporate  
Governance Committee

By: /s/ Thomas L. Young

-----  
Thomas L. Young  
Member, Corporate  
Governance Committee

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT -----
4.1	Amended and Restated Articles of Incorporation of Franklin Electric Co., Inc. (incorporated herein by reference to the Company's Form 8-K filed on May 3, 2007)
4.2	By-Laws of Franklin Electric Co., Inc. as amended July 25, 2008 (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on July 29, 2008)
4.3	Rights Agreement dated as of October 15, 1999 between Franklin Electric Co., Inc. and Illinois Stock Transfer Company (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A dated October 19, 1999)
4.4	First Amendment to Rights Agreement dated as of December 1, 2006 between Franklin Electric Co., Inc. and LaSalle Bank National Association (incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form 8-A/A filed on December 8, 2006)
4.5	Second Amendment to Rights Agreement dated as of July 11, 2007 between Franklin Electric Co., Inc. and LaSalle Bank National Association (incorporated herein by reference to Exhibit 4.1 to the Company's report on Form 8-K filed on

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July 16, 2007)

- 4.6 Third Amendment to Rights Agreement dated as of September 22, 2008 between Franklin Electric Co., Inc. and Wells Fargo Bank, National Association (incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form 8-A/A filed on September 23, 2008)
- 4.7 Franklin Electric Co., Inc. Nonemployee Directors' Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the first quarter ended on April 1, 2006)
- 5 Opinion of Schiff Hardin LLP
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of Schiff Hardin LLP (contained in its opinion filed herein as Exhibit 5)
- 24 Powers of Attorney (as set forth in the signature pages hereto)