

Strupp Thomas J  
Form 4  
August 02, 2012

**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 \*  
Strupp Thomas J

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)

FRANKLIN ELECTRIC CO  
INC, 400 EAST SPRING STREET

(Street)

BLUFFTON, IN 46714

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2012

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

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

**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   | (D)   | Price                 |
| common stock                    | 08/02/2012                           |  | M                              |   | 7,500   | A  |   | \$ 17.34              |
| common stock                    | 08/02/2012                           |  | S                              |   | 6,750   | D  |   | \$ 53.9521            |
|                                 |                                      |  |                                |   |   |  |   | 17,648 <sup>(1)</sup> |
|                                 |                                      |  |                                |   |   |  |   | 10,898 <sup>(2)</sup> |

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

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                               |                            |
| option                                     | \$ 17.34   | 08/02/2012                           |  | M                              | 7,500   | <u>(3)</u> 03/05/2019                                    | common stock  | 7,500                         |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Strupp Thomas J<br>FRANKLIN ELECTRIC CO INC<br>400 EAST SPRING STREET<br>BLUFFTON, IN 46714 |               |           | Vice President |       |

## Signatures

Thomas J. Strupp 08/02/2012

\*\*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) includes: 1197 restricted shares vesting 4 years after the 5/4/2012 grant date, 1700 restricted shares that vest 4 years after the 2/22/2010 grant date, 1251 shares that vest after the 3/2/2011 grant date and 13500 shares owned outright.
- (2) includes: 1197 restricted shares vesting 4 years after the 5/4/2012 grant date, 1700 restricted shares that vest 4 years after the 2/22/2010 grant date 1251 shares that vest after the 3/2/2011 grant date and 6750 shares owned outright.
- (3) options became exercisable in 4 equal installments of 1/4 each year beginning on the first anniversary of the 3/5/2009 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.