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FRANKLIN ELECTRIC CO INC
Form SC 13D/A
December 10, 2003

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

Schedule 13D

Under the Securities and Exchange Act of 1934
(Amendment No. 4)

Name of Issuer: Franklin Electric Co. Inc.

Title of Class of Securities: Common

Cusip Number: 353514102

Name, Address and Telephone Number of Person authorized to receive
notices and communications: Kevin Handwerker, General Counsel,
c/o Neuberger Berman, 605 Third Avenue, NY, NY 10158

Date of Event which requires Filing of this statement: November 12, 2003

If the filing person has previously filed a statement on schedule 13g
to report the acquisition which is the subject of this Schedule 13D,
and is filing this schedule because of Rule 13d-1(b)(3) or (4), check
the following box 0

The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which
would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934("Act") or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the notes).

SCHEDULE 13 D

CUSIP NO. 353514102

1.Name of Reporting Person

S.S. or IRS identification NO. of Above Person
Marvin Schwartz
SS # 085-32-5709

2.Check the appropriate box if a member of a group*

a 0
b 0

3. Sec use only

4.Source of funds*

P.F.F.O.

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5. Check Box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)
0
6. Citizenship or place of organization
U.S.A.
7. Sole Voting Power
456,520
8. Shared voting power
0
9. Sole dispositive power
496,392
10. Shared dispositive power
39,872
11. Aggregate amount beneficially owned by each reporting person
496,392
12. Check box if the aggregate amount in row 11 excludes certain shares*
0
13. Percent of class represented by amount in row 11.
4.55%
14. Type of reporting person*
IN

ITEM 1 Security and Issuer

This statement related to the common stock (the "shares") of Franklin Electric Co. Inc. (the "Company"). The Address of the principal executive offices of the company is 400 E. Spring Street, Bluffton, IN 46714.

ITEM 2 Identity and Background

A) The name of the individual filing this statement is
Marvin Schwartz

B) The business address of Marvin Schwartz is: c/o Neuberger Berman, LLC, 605 Third Avenue, New York, New York 10158-3698.

C) Marvin Schwartz is a Managing Director of Neuberger Berman, LLC, a limited liability company organized under the laws of the State of Delaware. Neuberger Berman, LLC is a registered broker/dealer and registered investment advisor which conducts a general brokerage, dealer and investment advisory business. This filing is made by Mr. Schwartz individually and not in his capacity as Managing Director of Neuberger Berman, LLC. The shares are held individually by Mr. Schwartz and others. The firm of Neuberger Berman, LLC has no voting or dispositive power regarding these shares.

D) During the last five years Marvin Schwartz has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

E) During the last five years Marvin Schwartz has not been a party to a civil proceeding as a result of which he is subject to judgement, decree or order enjoining future violations of or prohibiting or mandating activities subject to Federal or State securities laws

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or finding any violation with respect to such laws.

F) Marvin Schwartz is a United States citizen.

ITEM 3 Source and Amounts of Funds

Marvin Schwartz now owns 456,520 Shares for his personal account. Those shares acquired were purchased with his personal funds.

In addition, Marvin Schwartz now beneficially owns 496,392 shares as follows:

39,872 shares are held in street name as a part of several accounts for the benefit of Marvin Schwartz's family. Marvin Schwartz is a beneficial owner of these 39,872 shares based on his discretionary and shared dispositive power over these accounts.

ITEM 4 Purpose of Transaction

Marvin Schwartz purchased the shares for investment purposes only. He does not have any plans or proposals which relate to or would result in any of the activities or matters referred to in paragraphs (a) through (j), inclusive of item 4 of Schedule 13D.

ITEM 5 Interest in Securities of the Issuer

A) Marvin Schwartz is the beneficial owner of 496,392 shares which represents 4.55% of the 10,898,272 shares outstanding.

B) Marvin Schwartz has the sole power to dispose of 496,392 shares and has shared dispositive power with regard to 39,872 shares. Marvin Schwartz has sole voting power with regard to 456,520 shares and has shared voting power with regard to 0 shares.

C) During the 60 days surrounding the event triggering this filing, Marvin Schwartz effected 32 open market transactions in the shares. The trade dates and prices are noted below:

| Trade Date | B/S | Shares | Price |
|------------|-----|--------|---------|
| 09/04/03 | S | 100 | 62.1 |
| 09/08/03 | S | 5,000 | 61.75 |
| 09/17/03 | S | 3,000 | 60 |
| 09/18/03 | S | 1,200 | 60 |
| 09/22/03 | S | 500 | 60 |
| 09/23/03 | S | 300 | 60 |
| 10/13/03 | S | 18,788 | 63.8582 |
| 10/13/03 | S | 10,606 | 63.8582 |
| 10/13/03 | S | 10,606 | 63.8582 |
| 10/14/03 | S | 3,000 | 64.175 |
| 10/15/03 | S | 800 | 64.0388 |
| 10/16/03 | S | 1,100 | 63.0309 |
| 10/17/03 | S | 3,600 | 63.0889 |
| 10/28/03 | S | 4,000 | 61.9625 |
| 10/29/03 | S | 3,500 | 61.6937 |
| 10/30/03 | S | 2,100 | 61.8486 |
| 10/31/03 | S | 2,900 | 62.1413 |

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| | | | |
|----------|---|--------|---------|
| 10/31/03 | S | 2,300 | 62.1413 |
| 11/03/03 | S | 7,600 | 62.1179 |
| 11/04/03 | S | 10,000 | 63.1719 |
| 11/05/03 | S | 3,300 | 63.3394 |
| 11/06/03 | S | 6,700 | 63.1045 |
| 11/07/03 | S | 1,700 | 63.8529 |
| 11/10/03 | S | 6,300 | 63.0308 |
| 11/11/03 | S | 1,000 | 63 |
| 11/12/03 | S | 20,000 | 62.8157 |
| 11/13/03 | S | 5,000 | 63.0197 |
| 11/13/03 | S | 5,000 | 63.0197 |
| 11/24/03 | S | 2,000 | 62.97 |
| 11/25/03 | S | 3,000 | 62.88 |
| 12/01/03 | S | 5,600 | 62.5893 |
| 12/02/03 | S | 7,400 | 62.6919 |

ITEM 6 Contracts, Agreements, Understandings or Relationship with Respect to Securities of Issuer

There are no agreements, contracts or understandings of any kind between Marvin Schwartz and any other person with regard to the shares or the issuer.

ITEM 7 Material to be filed as Exhibits

There are no materials to be filed as exhibits.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signatures

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated:

Marvin Schwartz