

TRUMBULL R SCOTT

Form 4

August 03, 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 *
TRUMBULL R SCOTT

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)
08/02/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman and CEO

FRANKLIN ELECTRIC CO.,
INC., 400 E SPRING STREET

(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

BLUFFTON, IN 46714

(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 (A) or (D) | | |
| common stock | 08/02/2012 | | M | | 60,800 A \$ 29.95 | 267,306 ⁽⁴⁾ | D |
| common stock | 08/02/2012 | | M | | 57,300 A \$ 32.19 | 324,606 ⁽⁵⁾ | D |
| common stock | 08/02/2012 | | M | | 30,000 A \$ 17.34 | 354,606 ⁽⁶⁾ | D |
| common stock | 08/02/2012 | | F | | 105,852 D \$ 54.59 | 248,754 ⁽⁷⁾ | D |

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

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| option | \$ 29.95 | 08/02/2012 | | M | 60,800 | <u>(1)</u> 02/12/2014 | common stock | 60,800 |
| option | \$ 32.19 | 08/02/2012 | | M | 57,300 | <u>(2)</u> 02/28/2018 | common stock | 57,300 |
| option | \$ 17.34 | 08/02/2012 | | M | 30,000 | <u>(3)</u> 03/05/2019 | common stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUMBULL R SCOTT FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET BLUFFTON, IN 46714 | | | Chairman and CEO | |

Signatures

R. Scott
Trumbull
08/03/2012
Date

**Signature of Reporting Person

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) options became exercisable in 5 equal installments of 1/5 each year starting on the first anniversary of the 2/12/2004 grant date
- (2) options became exercisable in 4 equal installments of 1/4 each beginning on the first anniversary of the 2/28/2008 grant date
- (3) options became exercisable in 4 equal installments of 1/4 each beginning with the first anniversary of the 3/5/2009 grant date

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(4) Includes 13971 restricted stock units that vest 4 years after the 5/4/2012 grant date, 12500 restricted shares that vest 4 years after the 2/22/2010 grant date, 13564 restricted shares that vest 4 years after the 2/3/2011 grant date, 1814 restricted shares that vest in 3 equal installments of 1/3 each year beginning on the first anniversary of the 2/22/2010 grant date, and 225,457 shares owned outright.

(5) Includes 13971 restricted stock units that vest 4 years after the 5/4/2012 grant date, 12500 restricted shares that vest 4 years after the 2/22/2010 grant date, 13564 restricted shares that vest 4 years after the 2/3/2011 grant date, 1814 restricted shares that vest in 3 equal installments of 1/3 each year beginning on the first anniversary of the 2/22/2010 grant date, and 282757 shares owned outright.

(6) Includes 13971 restricted stock units that vest 4 years after the 5/4/2012 grant date, 12500 restricted shares that vest 4 years after the 2/22/2010 grant date, 13564 restricted shares that vest 4 years after the 2/3/2011 grant date, 1814 restricted shares that vest in 3 equal installments of 1/3 each year beginning on the first anniversary of the 2/22/2010 grant date, and 312,757 shares owned outright.

(7) Includes 13971 restricted stock units that vest 4 years after the 5/4/2012 grant date, 12500 restricted shares that vest 4 years after the 2/22/2010 grant date, 13564 restricted shares that vest 4 years after the 2/3/2011 grant date, 1814 restricted shares that vest in 3 equal installments of 1/3 each year beginning on the first anniversary of the 2/22/2010 grant date, and 206905 shares owned outright.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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