#### FRANKLIN ELECTRIC CO INC

Form 4 May 05, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

below)

5. Relationship of Reporting Person(s) to

**BRADY JEROME D** 

Symbol

FRANKLIN ELECTRIC CO INC

(Check all applicable)

[FELE]

(Middle)

(Zip)

(Last) (First)

04/28/2006

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

X\_ Director Officer (give title

10% Owner Other (specify

120 S. SERENATA DRIVE VILLA

334

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PONTRE VEDRA **BEACH, FL 32082** 

(City)

						<del>-</del>		-
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Di	sposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
						Reported		
					(A)	Transaction(s)		
					or	(Instr. 3 and 4)		
			Code V	Amount	(D) Price			
Common						2.072.04	ъ	

Stock

3,072.04

Common Stock

04/28/2006

4,443.04

D

D

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

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1

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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. orNumber of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derive Securi (Instr.
					Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 17.375					<u>(1)</u>	04/14/2010	Common Stock	20,000	
Option	\$ 17					<u>(1)</u>	04/20/2011	Common Stock	20,000	
Option	\$ 24.9755					(1)	04/19/2012	Common Stock	20,000	
Option	\$ 25.225					<u>(1)</u>	04/25/2013	Common Stock	8,000	
Option	\$ 32.51					<u>(1)</u>	05/05/2014	Common Stock	8,000	
Stock Units	<u>(2)</u>	04/28/2006		A	35	(2)	(2)	Common Stock	35	<u>(2</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting owner runner runners	Director	10% Owner	Officer	Other		
BRADY JEROME D 120 S. SERENATA DRIVE VILLA 334 PONTRE VEDRA BEACH, FL 32082	X					

## **Signatures**

Michael K. Butchko, Power of Attorney for Jerome D.
Brady
05/05/2006

\*\*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) The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.

Reporting Owners 2

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Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000, Mr. Brady elected to receive his 2000, 2001 and 2002 board of directors retainer in Franklin Electric Co., Inc. common stock, issuance of

(2) such shares deferred until he retires or otherwise leaves the board of directors (e.g. Stock Units). On April 28, 2006, Mr. Brady was credited with 35 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Brady may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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.