

FRANKLIN ELECTRIC CO INC
Form 4
June 06, 2014

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 *
davis delancey w

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO.,
INC., 9255 COVERDALE ROAD

(Street)

FORT WAYNE, IN 46809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FRANKLIN ELECTRIC CO INC
[FELE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	(A) or (D)	Price
common stock	06/04/2014		M		824	A	\$ 21.715
common stock	06/04/2014		M		2,518	A	\$ 32.53
common stock	06/04/2014		M		3,538	A	\$ 24.095
common stock	06/04/2014		F		5,497	D	\$ 38.22
common stock	06/05/2014		S		3,331	D	\$ 39.209
							18,548 ⁽¹⁾

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

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SEC 1474
(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. P. Derivative Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option	\$ 21.715	06/04/2014		M		824		(2)	03/02/2021	common stock	824
option	\$ 32.53	06/04/2014		M		2,518		(3)	03/06/2023	common stock	2,518
option	\$ 24.095	06/04/2014		M		3,538		(4)	05/04/2022	common stock	3,538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
davis delancey w FRANKLIN ELECTRIC CO., INC. 9255 COVERDALE ROAD FORT WAYNE, IN 46809			Vice President	

Signatures

DeLancey W. Davis
06/05/2014
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)

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Includes 2531 restricted shares that vest 4 years after the 3/4/2014 grant date, 2804 restricted shares that vest 4 years after the 3/6/2013 grant date, 4370 restricted shares that vest 4 years after the 5/4/2012 grant date, 4186 restricted shares that vest 4 years from the 3/2/2011 grant date and 4657 shares owned outright.

- (2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/2/2011 grant date
- (3) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/6/2013 grant date
- (4) The options become exerciseable in four equal installments of 1/4 each year, beginning on the first anniversary of the 5/4/2012 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.

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