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FRANKLIN ELECTRIC CO INC Form S-8 POS December 19, 2003

As filed with the Securities and Exchange Commission on December 19, 2003

Registration No. 333-01957

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FRANKLIN ELECTRIC CO., INC. (Exact name of registrant as specified in its charter)

INDIANA

35-0827455

(State or other jurisdiction of incorporation or organization) Identification No.)

400 East Spring Street Bluffton, Indiana 46714 (Address of principal executive offices)

FRANKLIN ELECTRIC CO., INC. 1996 NONEMPLOYEE DIRECTOR STOCK OPTION PLAN (Full title of the plan)

GREGG C. SENGSTACK

SENIOR VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND SECRETARY FRANKLIN ELECTRIC CO., INC.

> 400 EAST SPRING STREET BLUFFTON, INDIANA 46714

> > (260) 824-2900

(Name, address and telephone number, including area code, of agent for service)

WITH A COPY TO:

ROBERT J. REGAN SCHIFF HARDIN & WAITE 6600 SEARS TOWER CHICAGO, ILLINOIS 60606-6473

(312) 258-5500

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EXPLANATORY NOTE

Franklin Electric Co., Inc. (the "Registrant") filed a Registration Statement on Form S-8 on March 26, 1996 (File No. 333-01957) which registered 90,000 shares of Common Stock, par value \$.10 per share ("Common Stock"), of the Registrant for issuance pursuant to the Franklin Electric Co., Inc. 1996 Nonemployee Director Stock Option Plan (the "Plan").

The Registrant hereby files this Post-Effective Amendment No. 1 to terminate Registration Statement No. 333-01957 to reflect that all of the securities registered under this Registration Statement have been issued in accordance with and pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Post-Effective Amendment No. 1 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bluffton, State of Indiana on this 17th day of December, 2003.

FRANKLIN ELECTRIC CO., INC.

By: /s/ R. Scott Trumbull

TITLE

(Principal Executive Officer)

R. Scott Trumbull
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE

R. Scott Trumbull

/s/ R. Scott Trumbull Chairman of the Board and December

/s/ Gregg C. Sengstack
Senior Vice President, Chief
Financial Officer and Secretary
Gregg C. Sengstack
(Principal Financial and
Accounting Officer)

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Decembe

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	Director	
Jerome D. Brady		
/s/ Robert H. Little*	Director	Decembe
Robert H. Little		
/s/ Patricia Schaefer*	Director	Decembe
Patricia Schaefer		
/s/ Donald J. Schneider*	Director	Decembe
Donald J. Schneider		
/s/ Howard B. Witt*	Director	Decembe
Howard B. Witt		
*By: /s/ Jess B. Ford		
Jess B. Ford Attorney-In-Fact	_	