Strupp Thomas J Form 4 March 11, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

Restricted

Stock Units

03/06/2013

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Strupp Thomas J Issuer Symbol FRANKLIN ELECTRIC CO INC (Check all applicable) [FELE] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) FRANKLIN ELECTRIC CO 03/06/2013 Vice President INC, 400 EAST SPRING STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BLUFFTON, IN 46714 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 1.Title of 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial

(Instr. 8)

A

Code V Amount

765

(Instr. 3, 4 and 5)

(A)

or

(D)

A

Price

<u>(1)</u>

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

Transaction(s)

(Instr. 3 and 4)

 $12,663 \stackrel{(2)}{=}$

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Ownership

(Instr. 4)

Indirect (I)

(Instr. 4)

D

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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. Transactic Code (Instr. 8)	5. Number on f 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 Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
option	\$ 65.06	03/06/2013		A	2,749	<u>(3)</u>	03/06/2023	common stock	2,749	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

Strupp Thomas J FRANKLIN ELECTRIC CO INC 400 EAST SPRING STREET BLUFFTON, IN 46714

Vice President

Signatures

a currently valid OMB number.

Thomas J.
Strupp

**Signature of Date

**Signature of Darker 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) Restricted stock units vest 4 years after the 3/6/2013 grant date.
- includes 765 restricted shares that vest 4 years after the 3/6/2013 grant date, 1197 restricted shares that vest 4 years after the 5/4/2012 grant date, 1251 restricted shares that vest 4 years after the 3/2/2011 grant date, 1700 restricted shares that vest 4 years after the 2/22/2010 grant date and 7750 ares owned outright
- (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 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

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