

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. 333-34992

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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)	(I.R.S. Employer Identification No.)

400 EAST SPRING STREET
BLUFFTON, INDIANA 46714
(Address of principal executive offices)

FRANKLIN ELECTRIC CO., INC. AMENDED AND RESTATED
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 April 18, 2000 (File No. 333-34992) which registered 210,000 shares of Common Stock, par value \$.10 per share ("Common Stock"), of the Registrant for issuance pursuant to the Franklin Electric Co., Inc. Amended and Restated 1996 Nonemployee Director Stock Option Plan (the "Plan"). As adjusted to reflect a two-for-one stock split on March 22, 2002, there currently are 334,000 shares of Common Stock available for issuance.

On December 13, 2002, the Registrant's Board of Directors approved, subject to shareholder approval, the merger of the Plan with and into the Franklin Electric Co., Inc. 1996 Employee Stock Option Plan (the "Option Plan"). The merger was approved by the Registrant's shareholders at its annual meeting of shareholders on April 25, 2003. No future awards will be made under the Plan.

This Post-Effective Amendment No. 1 to the Registration Statement is filed to deregister the 334,000 shares of Common Stock previously registered. The 334,000 shares deregistered by this Post-Effective Amendment No. 1 are concurrently being registered on a registration statement on Form S-8 for the Option Plan, and the associated registration fee paid by the Registrant to register these shares is being carried forward and applied to the registration fee necessary to register these shares under the Option 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 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

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.

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SIGNATURE -----	TITLE -----	D
/s/ R. Scott Trumbull ----- R. Scott Trumbull	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	Decembe
/s/ Gregg C. Sengstack ----- Gregg C. Sengstack	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	Decembe
/s/ Jerome D. Brady* ----- Jerome D. Brady	Director	Decembe
/s/ Robert H. Little* ----- Robert H. Little	Director	Decembe
/s/ Patricia Schaefer* ----- Patricia Schaefer	Director	Decembe
/s/ Donald J. Schneider* ----- Donald J. Schneider	Director	Decembe
/s/ Howard B. Witt* ----- Howard B. Witt	Director	Decembe
*By:/s/ Gregg C. Sengstack ----- Gregg C. Sengstack Attorney-In-Fact		