TRUMBULL R SCOTT

Form 4 June 09, 2011

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

1(b).

See Instruction

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 *

TRUMBULL R SCOTT

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO., INC., 400 E SPRING STREET

BLUFFTON, IN 46714

(Street)

Symbol

FRANKLIN ELECTRIC CO INC [fele]

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

06/07/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Chairman and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
(City)	(State)	(21P)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(,)	()	Tabl	e I - Non-D	erivative	Secur	ities Acc	quirea, Disposea (of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
common stock							2,711 <u>(1)</u>	I	401(k)
common stock							12,500 (2)	D	
common stock							13,564 (3)	D	
common stock							1,814 (3)	D	
common stock	06/07/2011		M	1,789 (5)	A	\$ 42.6	169,683	D	

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option	\$ 24.01						<u>(4)</u>	01/01/2013	common stock	80,430
option	\$ 24.98	06/07/2011		M		6,081 (6)	<u>(6)</u>	04/19/2012	common stock	0
option	\$ 29.95						<u>(4)</u>	02/12/2014	common stock	60,800
option	\$ 40.93						<u>(7)</u>	02/10/2015	common stock	30,200
option	\$ 45.9						<u>(7)</u>	02/17/2016	common stock	18,500
option	\$ 48.87						<u>(7)</u>	02/09/2017	common stock	14,500
option	\$ 32.19						<u>(7)</u>	02/28/2018	common stock	57,300
option	\$ 17.34						<u>(7)</u>	03/05/2019	common stock	100,000
option	\$ 28.82						<u>(7)</u>	02/22/2020	common stock	39,900
option	\$ 43.43						<u>(7)</u>	03/02/2021	common stock	43,096
stock units	<u>(8)</u>						<u>(8)</u>	(8)	common stock	1,965.07

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TRUMBULL R SCOTT FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET BLUFFTON, IN 46714

Chairman and CEO

Signatures

R. Scott

Trumbull 06/09/2011

**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) Holdings within the Franklin Electric Co., Inc. Directed Investment Salary Plan Trust. The information reported herein is based on a plan statement as of December 31, 2010.
- (2) Shares vest at the end of 4 years.
- (3) The award vests in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.
- (4) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.
- (5) Exercised 6081 shares, shares sold to cover taxes and exercise cost. Net add to shares is 1789 shares.
- (6) The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.
- (7) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000 and amended and restated on April 28, 2006, Mr. Trumbull elected to receive his 2009 board of directors retainer in Franklin

(8) Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the board of directors (e.g. Stock Units). On May 26, 2011, Mr. Trumbull was credited with 6.15 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Trumbull may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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