

CROSE DANIEL J
 Form 4
 May 09, 2013

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 *
 GROSE DANIEL J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 FRANKLIN ELECTRIC CO.,
 INC., 400 EAST SPRING STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/07/2013

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

BLUFFTON, IN 46714

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)			
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
option	\$ 8.67	05/07/2013	M		24,311	<u>(1)</u>	03/05/2019	common stock	24,311
option	\$ 8.67	05/07/2013	M		6,492	<u>(1)</u>	03/05/2019	common stock	6,492
option	\$ 8.67	05/08/2013	M		6,655	<u>(1)</u>	03/05/2019	common stock	6,655
option	\$ 20.465	05/08/2013	M		10,900	<u>(1)</u>	02/10/2015	common stock	10,900
option	\$ 14.975	05/08/2013	M		14,400	<u>(2)</u>	02/12/2014	common stock	14,400
option	\$ 22.95	05/08/2013	M		6,600	<u>(1)</u>	02/17/2016	common stock	6,600
option	\$ 24.435	05/08/2013	M		5,200	<u>(1)</u>	02/09/2017	common stock	5,200
option	\$ 16.095	05/08/2013	M		19,400	<u>(2)</u>	02/18/2018	common stock	19,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSE DANIEL J FRANKLIN ELECTRIC CO., INC. 400 EAST SPRING STREET BLUFFTON, IN 46714			Vice President	

Signatures

Daniel J. Crose 05/09/2013

**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) The options become exercisable in 4 equal installments of 1/4 each year, beginning on the first anniversary of the grant date.

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(2) The option becomes exercisable in 5 equal installments of 1/5 each year, beginning on the first anniversary of the 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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