davis delancey w
Form 4
March 13, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
davis delancey w

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO., INC., 9255 COVERDALE ROAD

(Street)

FORT WAYNE, IN 46809

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Headwater Companies

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	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			
common stock	03/09/2018		S		1,595	D	$ 42.65	16,333	D	
common stock	03/09/2018		M		3,572	A	$ 36.67	19,905	D	
common stock	03/09/2018		S		3,572	D	$ 42.9	16,333	D	
common stock	03/09/2018		M		5,004	A	$ 29.08	21,337	D	
common stock	03/09/2018		S		5,004	D	$ 42.9	16,333 (2)	D	

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

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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. Transaction Code (Instr. 8)		5. Number of 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	$ 36.67	03/09/2018		M			3,572	(1)	02/26/2025	common stock	3,572	
option	$ 29.08	03/09/2018		M			5,004	(1)	02/25/2026	common stock	5,004	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
davis delancey w FRANKLIN ELECTRIC CO., INC. 9255 COVERDALE ROAD FORT WAYNE, IN 46809				President, Headwater Companies

Signatures

DeLancey W. Davis	03/13/2018
**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 four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.

(2) Includes 3,086 restricted stock units that vest 4 years after the 2/22/2018 grant date, 2,858 restricted stock units that vest 4 years after the 2/23/2017 grant date, 4,023 restricted shares that vest 4 years after the 2/25/2016 grant date, 3,092 restricted shares that vest 4 years after

the 2/26/2015 grant date, and 3,274 shares owned outright.

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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