

FRANKLIN ELECTRIC CO INC
Form 4
March 16, 2015

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 *
davis delancey w

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2015

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

FRANKLIN ELECTRIC CO.,
INC., 9255 COVERDALE ROAD

(Street)

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

FORT WAYNE, IN 46809

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V Amount		
common stock	03/13/2015		M	A	\$ 3,324	23,629	D
common stock	03/13/2015		M	A	\$ 2,518	26,147	D
common stock	03/13/2015		F	D	\$ 4,688	21,459 ⁽¹⁾	D
					37.18		

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

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(9-02)

displays a currently valid OMB control number.

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...
							Title	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	
option	\$ 21.72	03/13/2015		M	3,324	<u>(2)</u> 03/02/2021	common stock	3,324
option	\$ 32.53	03/13/2015		M	2,518	<u>(3)</u> 03/06/2023	common stock	2,518

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			Vice President	

Signatures

DeLancey W. Davis 03/16/2015

**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) Includes 3,092 restricted shares that vest 4 years after the 2/26/2015 grant date, 2,531 restricted shares that vest 4 years after the 3/4/2014 grant date, 2,804 restricted shares that vest 4 years after the 3/6/2013 grant date, 4,370 restricted shares that vest 4 years after the 5/4/2012 grant date, and 8,662 shares owned outright.
 - (2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 03/02/2011 grant date
 - (3) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 03/06/2013 grant date

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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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