Strupp Thomas J Form 4 June 16, 2010

FORM 4

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

OMB 3235-0287 Number:

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Strupp Thomas 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) FRANKLIN FINC, 400 EAS			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2010	Director 10% Owner X Officer (give title Other (specify below) Vice President		
BLUFFTON,	(Street) IN 46714		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	sposed	of (D)	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)
common stock							2,300 (1)	D	
common stock							5,000 (2)	D	
common stock							321	I	401K (3)
common stock							101	I	ESOP (4)
common stock							1,700 (5)	D	

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common stock 06/15/2010 D $432 \frac{(6)}{27.15}$ D 0.872 D

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

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SEC 1474

(9-02)

8. Price Derivat Securit (Instr. 5

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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	\$ 44.505					<u>(5)</u>	07/25/2015	common stock	7,000
option	\$ 45.9					<u>(5)</u>	02/17/2016	common stock	3,900
option	\$ 48.87					(5)	02/09/2017	common stock	3,600
common stock	\$ 32.19					(5)	02/28/2018	common stock	15,300
option	\$ 17.34					(5)	03/05/2019	common stock	16,940
option	\$ 17.34					(5)	03/05/2019	common stock	3,552
option	\$ 28.82					(5)	02/22/2020	common stock	5,300

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Vice President

Reporting Owners 2

Strupp Thomas J FRANKLIN ELECTRIC CO INC 400 EAST SPRING STREET BLUFFTON, IN 46714

Signatures

Thomas J. 06/16/2010 Strupp

**Signature of Date
Reporting Person

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 shares vest at the end of four years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (2) The shares vest at the end of five years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (3) 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, 2009.
- (4) Allocation of shares under the Franklin Electric Co., Inc. Employee Stock Ownership Plan Trust. The information reported herein was provided by the trustee for holdings as of December 31, 2009.
- (5) The shares vest at the end of four years.
- (6) These shares were relinquished to cover payroll taxes associated with restricted share release.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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