Edgar Filing: FRANKLIN ELECTRIC CO INC - Form 4

FRANKLII Form 4 June 11, 20	N ELECTRIC CO	INC	-							
								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES Anshington			COMMISSIO	N OMB Number:	3235-0287	
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES rsuant to Section 16(a) of the Securities Exchange Act of 1934, (a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						Estimated a burden hou response	ours per	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> ROBERTS DAVID A			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) 3013 KIN0	Middle) √E	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2012			X Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			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 				
WEDDIN	GTON, NC 21104	-6868					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		on Date 2A. Deemed (Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	TransactionAcquired (A) or Code Disposed 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)	
Reminder: Re	eport on a separate line	for each cl	ass of sec	urities bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	or indirectly. Spond to the collectained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

numberi

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	of Underlying	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	Securities	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Acquired (A) or Disposed of (D) (Instr. 3,		(Instr. 3 and 4)		(Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock units	<u>(1)</u>	05/31/2012	<u>(1)</u>	Р	3.3	<u>(1)</u>	(1)	common stock	3.3	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address		Relationsh		
1	Director	10% Owner	Officer	Other
ROBERTS DAVID A 3013 KINGS MANOR DRIVE WEDDINGTON, NC 21104-6868	Х			
Signatures				
Angela M. Hughes, power of attorn Roberts	06/11/2012			
<u>**</u> Signature of Reporting P	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).

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. Roberts elected to receive his 2004 board of directors retainer in Franklin 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

(1) February 25, 2010 Mr. Roberts was credited with 3.3 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Roberts may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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.