## Edgar Filing: FRANKLIN ELECTRIC CO INC - Form 4

FRANKLII Form 4 July 29, 20	N ELECTRIC CO 13	INC						
FORM	ЛЛ						PPROVAL	
	UNITED	STATES SI	ECURITIES A Washington,	ND EXCHANGE D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check t if no lo subject Section Form 4	nger to <b>STATEN</b> 16.	AENT OF C	CHANGES IN SECUR	burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5			
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> Wathen David M			2. Issuer Name <b>and</b> ymbol RANKLIN ELF	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			FELE]		(Check all applicable)			
(Last) (First) (Middle) 5155 INKSTER ROAD			Date of Earliest Tr Aonth/Day/Year) 7/25/2013	ransaction	X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			If Amendment, Da led(Month/Day/Year	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BLOOMF	IELD HILLS, MI	48302			Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table I - Non-D	Derivative Securities A	cquired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Disposed of (D)		SecuritiesFBeneficially(Owned(	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	eport on a separate line	e for each class	of securities benef	icially owned directly of	or indirectly.			
	,			Persons who res information cont required to respo	spond to the collec ained in this form and unless the form atly valid OMB con	are not m	EC 1474 (9-02)	

 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. Number	6. Date Exercisable and	7. Title and Amount	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	of Underlying	Derivat
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Securit

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		(Instr. 5	
			Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock units	<u>(1)</u>	07/25/2013	А	39.47	<u>(1)</u>	(1)	common stock	39.47	\$ 38
stock units	<u>(1)</u>	07/26/2013	А	39.86	<u>(1)</u>	(1)	common stock	39.86	\$ 37.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Wathen David M 5155 INKSTER ROAD BLOOMFIELD HILLS, MI 48302	Х					
Signatures						
Angela M. Hughes, power of attorn Wathen	07/29/2013					
**Signature of Reporting Pe	erson			Date		
Evenlage Alam of Door						

## **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. Wathen elected to receive his 2005-2013 board of directors retainer, stock award, and meeting fees in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the board

(1) including recession realistic cost, inc. common stock, issuance of such shares deterred until he refress of otherwise reaves the board of directors (e.g. Stock Units). On July 25 and 26, 2013, Mr. Wathen was credited with 79.33 Stock Units for payment of meeting attendance. At distribution, Mr. Wathen 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.