#### FRANKLIN ELECTRIC CO INC

Form 4 July 30, 2013

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

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).

P O BOX 1299

(Print or Type Responses)

1. Name and Address of Reporting Person \* VERHAGE THOMAS R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

FRANKLIN ELECTRIC CO INC

Issuer

below)

[FELE]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

4. If Amendment, Date Original

10% Owner Officer (give title Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(Month/Day/Year)

07/25/2013

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55440-1299

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Following Reported

(Instr. 4)

Ownership (Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form 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)

Code

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date

Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities

(9-02)

8. Price Derivat Security

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(Instr. 3)	Price of Derivative Security	(Mo	Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(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>	07/25/2013		A		39.47		<u>(1)</u>	<u>(1)</u>	common stock	39.47	\$ 38
stock units	<u>(1)</u>	07/26/2013		A		39.86		<u>(1)</u>	<u>(1)</u>	common stock	39.86	\$ 37.0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
VERHAGE THOMAS R							
P O BOX 1299	X						
MINNEAPOLIS, MN 55440-1299							

# **Signatures**

Angela M. Hughes, power of attorney for Thomas R. VerHage 07/30/2013

\*\*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).

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 7, 2006, Mr. VerHage elected to receive his 2011-2013 stock award, meeting fees and 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.

(1) Franklin Electric Co., Inc. common stock, issuance of such shares deterred until ne retires or otherwise leaves the board of directors (e.g. Stock Units). On July 25 - 26, 2013, Mr. VerHage was credited with 79.33 Stock Units for meeting attendance. At distribution, Mr. VerHage 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.

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