FRANKLIN ELECTRIC CO INC

Form 4

November 04, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 * Kenney Donald P

(First)

2. Issuer Name and Ticker or Trading

FRANKLIN ELECTRIC CO INC

Issuer

Symbol

(Check all applicable)

VP & President Energy Systems

5. Relationship of Reporting Person(s) to

(Last)

[FELE] (Middle)

3. Date of Earliest Transaction

10% Owner _ Other (specify

(Month/Day/Year)

X_ Officer (give title below)

11/03/2015

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

FORT WAYNE, IN 46809

FRANKLIN ELECTRIC CO.

INC., 9255 COVERDALE ROAD

(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. Transactic Code (Instr. 8)	(A) or			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	11/03/2015		M	2,100	A	\$ 22.95	20,889	D			
common stock	11/03/2015		S	2,100	D	\$ 35.1586	18,789 (1)	D			

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

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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. 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 Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
option	\$ 22.95	11/03/2015		M	2,100	(2)	02/17/2016	common stock	2,100	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kenney Donald P FRANKLIN ELECTRIC CO. INC. 9255 COVERDALE ROAD FORT WAYNE, IN 46809

VP & President Energy Systems

Signatures

Donald P. 11/04/2015 Kenney

Date **Signature of 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).
- Includes 1,693 restricted stock units that vest 4 years after the 2/26/2015 grant date, 3,716 restricted stock units that vest 4 years after the (1) 3/4/2014 grant date, 4,796 restricted stock units that vest 4 years after the 3/6/2013 grant date, 5,588 restricted shares that vest 4 years after the 5/4/2012 grant date and 2,996 shares held outright.
- (2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.

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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