FRANKLIN ELECTRIC CO INC

Form 4

February 17, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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See Instruction

if no longer

Check this box

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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

ROBERTS DAVID A

FRANKLIN ELECTRIC CO INC

(Check all applicable)

[FELE]

Symbol

(Last)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

X_ Director Officer (give title

10% Owner Other (specify

(First) 3013 KINGS MANOR DRIVE

(Street)

02/16/2017

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

Person

below)

WEDDINGTON, NC 21104-6868

(City) (State) (Zip)

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)

3. 4. Securities Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

Following

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

(Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

4. 5. Number Transactionof

Derivative

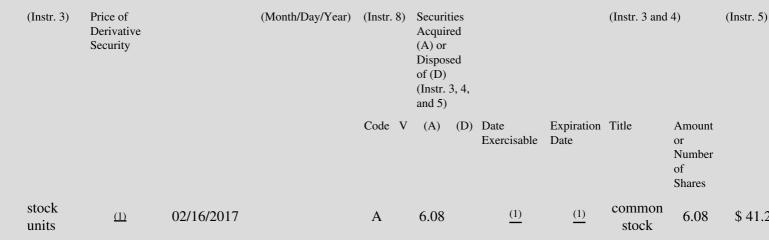
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities

(9-02)

8. Price of Derivativ Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTS DAVID A
3013 KINGS MANOR DRIVE X
WEDDINGTON, NC 21104-6868

Signatures

Jonathan M. Grandon, power of attorney for David A. Roberts

02/17/2017

**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 28, 2006, Mr. Roberts elected to receive his 2004 Board of Directors retainer in Franklin Electric Co.,

(1) Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the Board of Directors (e.g. Stock Units). On February 16, 2017, Mr. Roberts was credited with 6.08 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.

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