

CROSE DANIEL J
Form 4
May 09, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
CROSE DANIEL J

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) (First) (Middle)

FRANKLIN ELECTRIC CO.,
INC., 400 EAST SPRING STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President

BLUFFTON, IN 46714

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-----------------------------------|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-----------------------------------|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Securities (Instr. 3 and 4) | | | |
|---------------------|--|----------------------|-----------------|---|------------------|-----------------------------|------------|----------------------------|--------|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| option | \$ 8.67 | 05/07/2013 | M | | 24,311 | <u>(1)</u> | 03/05/2019 | common stock | 24,311 |
| option | \$ 8.67 | 05/07/2013 | M | | 6,492 | <u>(1)</u> | 03/05/2019 | common stock | 6,492 |
| option | \$ 8.67 | 05/08/2013 | M | | 6,655 | <u>(1)</u> | 03/05/2019 | common stock | 6,655 |
| option | \$ 20.465 | 05/08/2013 | M | | 10,900 | <u>(1)</u> | 02/10/2015 | common stock | 10,900 |
| option | \$ 14.975 | 05/08/2013 | M | | 14,400 | <u>(2)</u> | 02/12/2014 | common stock | 14,400 |
| option | \$ 22.95 | 05/08/2013 | M | | 6,600 | <u>(1)</u> | 02/17/2016 | common stock | 6,600 |
| option | \$ 24.435 | 05/08/2013 | M | | 5,200 | <u>(1)</u> | 02/09/2017 | common stock | 5,200 |
| option | \$ 16.095 | 05/08/2013 | M | | 19,400 | <u>(2)</u> | 02/18/2018 | common stock | 19,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROSE DANIEL J FRANKLIN ELECTRIC CO., INC. 400 EAST SPRING STREET BLUFFTON, IN 46714 | | | Vice President | |

Signatures

Daniel J. Crose 05/09/2013

__Signature of Date
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).

(1) The options become exercisable in 4 equal installments of 1/4 each year, beginning on the first anniversary of the grant date.

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(2) The option becomes exercisable in 5 equal installments of 1/5 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.

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