

FRANKLIN ELECTRIC CO INC
 Form 3
 May 23, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Kenney Donald P (Last) (First) (Middle) 9255 COVERDALE ROAD (Street) FORT WAYNE, IN 46809 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2014 | 3. Issuer Name and Ticker or Trading Symbol FRANKLIN ELECTRIC CO INC [FELE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and President Energy System | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Restricted stock award | 18,506 ⁽¹⁾ | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------|-------|------------|--------------|--------|-----------|-------------------|---|
| option | Â (2) | 02/17/2016 | common stock | 6,200 | \$ 22.95 | D | Â |
| option | Â (2) | 02/09/2017 | common stock | 5,800 | \$ 24.435 | D | Â |
| option | Â (2) | 02/28/2018 | common stock | 12,000 | \$ 16.095 | D | Â |
| option | Â (2) | 03/05/2019 | common stock | 6,374 | \$ 8.67 | D | Â |
| option | Â (2) | 03/23/2020 | common stock | 3,092 | \$ 14.945 | D | Â |
| option | Â (2) | 03/02/2021 | common stock | 2,334 | \$ 21.715 | D | Â |
| option | Â (2) | 05/04/2022 | common stock | 3,016 | \$ 24.095 | D | Â |
| option | Â (2) | 03/06/2023 | common stock | 3,230 | \$ 32.53 | D | Â |
| option | Â (2) | 03/04/2024 | common stock | 2,681 | \$ 43.27 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kenney Donald P 9255 COVERDALE ROAD FORT WAYNE, IN 46809 | Â | Â | Â VP and President Energy System | Â |

Signatures

Donald P.
Kenney 05/22/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 4406 restricted stock shares that vest 4 years after the 3/2/2011 grant date, 5588 restricted stock shares that vest 4 years after the

(1) 5/4/2012 grant date, 4796 restricted stock units that vest 4 years after the 3/6/2013 vest date, and 3716 restricted stock units that vest 4 years after the 3/4/2014 grant date.

(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.

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