## Edgar Filing: FRANKLIN ELECTRIC CO INC - Form 4

FRANKLIN Form 4 June 08, 20	N ELECTRIC CO 12	INC										
FORM								OMB A	PPROVAL			
-	UNITED	STATES		RITIES A	OMB Number:	3235-0287 January 31,						
Check t if no loi	agor	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
subject Section	to <b>SIAIE</b> N 16.											
Form 4 Form 5	Form 4 or Form 5								. 0.5			
may con	obligations may continue. See Instruction 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 BROWN I	Address of Reporting DAVID T	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
		FRANKLIN ELECTRIC CO INC [fele]				(Check all applicable)						
(Last) 10858 EAS	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2012				X_ Director 10% Owner Officer (give title Other (specify below) below)							
				endment, Day/Yea	-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SCOTTSD							When than One Reporting					
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed o	f, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities I Beneficially ( Owned (	6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V		(D) Price	. ,					
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities benef	-	-	-					
					inforn	nation cont	pond to the collec ained in this form and unless the for	are not	SEC 1474 (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	of Underlying	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	Securities	Security

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Code V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and Title	4) Amount or	(Instr. 5)
						Exercisable	Date		Number of Shares	
stock units	<u>(1)</u>	05/31/2012	(1)	А	57	(1)	(1)	common stock	57	<u>(1)</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
BROWN DAVID T 10858 EAST WILDCAT HILL RD. SCOTTSDALE, AZ 85262	Х					
Signatures						
Angela M. Hughes, power of attorney Brown	06/	/08/2012				
<u>**</u> 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. Brown elected to receive his 2008-2012 board of directors retainer, meeting fees and stock award in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the board of

(1) stock dward in Frankin Electric Co., inc. common stock, issuance of such shares deferred unit in femes of otherwise feares are bound of directors (e.g. Stock Units). On May 31, 2012, Mr. Brown was credited with 57.00 Stock Units for meeting attendance. At distribution, Mr. Brown 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.