

FRANKLIN ELECTRIC CO INC  
Form 4/A  
March 09, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
STONE ROBERT 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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/05/2008

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

BLUFFTON, IN 46714

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)  |
| common stock                    |                                      |  |                                |   | 10,000 <sup>(1)</sup>   | D  |  |
| common stock                    |                                      |  |                                |   | 3,700 <sup>(2)</sup>  | D  |  |
| common stock                    |                                      |  |                                |   | 6,282.35  | I  | 401 (K) <sup>(3)</sup>                     |
| common stock                    |                                      |  |                                |   | 4,778.99  | I  | ESOP <sup>(4)</sup>                        |
| common stock                    | 04/11/2008                           |  | M                              | 10,000  | \$ 17.625   | D  |  |

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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 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. Transaction 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. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| option                                     | \$ 16.125  |                                      |  |                                |   | <u>(5)</u>   | 07/28/2010  | common stock                               | 40,000                     |
| option                                     | \$ 29.95   |                                      |  |                                |   | <u>(5)</u>   | 02/12/2014  | common stock                               | 7,200                      |
| option                                     | \$ 40.93   |                                      |  |                                |   | <u>(6)</u>   | 02/10/2015  | common stock                               | 5,400                      |
| option                                     | \$ 45.9  |                                      |  |                                |   | <u>(6)</u>   | 02/17/2016  | common stock                               | 3,900                      |
| option                                     | \$ 48.87   |                                      |  |                                |   | <u>(6)</u>   | 02/09/2017  | common stock                               | 3,600                      |
| option                                     | \$ 32.19   |                                      |  |                                |   | <u>(6)</u>   | 02/28/2018  | common stock                               | 15,300                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| STONE ROBERT J<br>FRANKLIN ELECTRIC CO., INC.<br>400 E SPRING STREET<br>BLUFFTON, IN 46714 |               |           | Sr. Vice President |       |

## Signatures

Robert J. Stone

03/09/2009

\*\*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).
- (1) The shares vest at the end of five years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (2) The shares vest at the end of four years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (3) Holdings within the Franklin Electric Directed Investment Salary Plan Trust. The information reported herein is based on a plan statement reporting December 31, 2008 holdings under the Franklin Electric Directed Investment Salary Plan.
- (4) Allocation of shares under the Franklin Electric Co., Inc. Employee Stock Ownership Plan Trust. The information reported herein was provided by the trustee for holdings as of December 31, 2008.
- (5) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.
- (6) The options become 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.