

FRANKLIN ELECTRIC CO INC

Form 4

August 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRUMBULL R SCOTT

(Last) (First) (Middle)

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

(Street)

BLUFFTON, IN 46714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**FRANKLIN ELECTRIC CO INC
[FELE]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chairman of the Board, CEO

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/01/2005		M		5,000	A	\$ 24.005	5,000	D
Common Stock	08/01/2005		S		5,000	D	\$ 42.5867	0	D
Common Stock	08/01/2005		M		5,000	A	\$ 24.005	5,000	D
Common Stock	08/01/2005		S		5,000	D	\$ 43.1565	0	D
Common Stock	08/02/2005		M		20,000	A	\$ 24.005	20,000	D

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Common Stock	08/02/2005	S	20,000	D	\$ 42.6523	0	D	
Common Stock	08/02/2005	M	23,300	A	\$ 24.005	23,300	D	
Common Stock						46,800	D	
Common Stock						435	I	401 (k) ⁽¹⁾
Common Stock						404	I	ESOP ⁽²⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option	\$ 24.9755					⁽³⁾ 04/19/2012	Common Stock 20,000
Option	\$ 24.005	08/01/2005		M	10,000	⁽⁴⁾ 01/01/2013	Common Stock 363,000
Option	\$ 24.005	08/02/2005		M	43,300	⁽⁴⁾ 01/01/2013	Common Stock 353,000
Option	\$ 29.95					⁽⁴⁾ 02/12/2014	Common Stock 60,800
Option	\$ 40.93					⁽⁵⁾ 02/10/2015	Common Stock 30,200
Stock Units	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 1,815

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUMBULL R SCOTT FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET BLUFFTON, IN 46714			Chairman of the Board, CEO	

Signatures

R. Scott
Trumbull 08/03/2005

_____*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) Holdings within the Franklin Electric Directed Investment Salary Plan ("401k Plan") Trust. The information reported herein is based on a plan statement reporting June 30, 2005 holdings under the 401k Plan.
- (2) Allocation of shares under the Franklin Electric Co., Inc. Employee Stock Ownership Plan ("ESOP") Trust. The information reported herein was provided by the trustee for holdings as of June 30, 2005.
- (3) The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.
- (4) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.
- (5) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.
- (6) Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000, Mr. Trumbull elected to receive his 2000 board of directors retainer in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the board of directors (e.g. Stock Units). At distribution, Mr. Trumbull 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.