

davis delancey w
Form 4
March 13, 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 *
davis delancey w

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)
1524 SYCAMORE HILLS DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2013

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

FORT WAYNE, IN 46814

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| common stock | 03/12/2013 | | M | V | 6,081 | A | \$ 66.29 | 18,664 | D | |
| common stock | 03/12/2013 | | F | V | 3,700 | D | \$ 66.29 | 14,964 ⁽¹⁾ | D | |

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

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SEC 1474
(9-02)

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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. P... Der... Sec... (Ins... | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| option | \$ 43.43 | 03/12/2013 | | M | 1,662 | <u>(2)</u> | 03/02/2021 | common stock | 1,662 | \$ |
| option | \$ 28.82 | 03/12/2013 | | M | 2,000 | <u>(3)</u> | 02/22/2020 | common stock | 2,000 | \$ |
| option | \$ 17.34 | 03/12/2013 | | M | 2,419 | <u>(4)</u> | 03/05/2019 | common stock | 2,419 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| davis delancey w 1524 SYCAMORE HILLS DRIVE FORT WAYNE, IN 46814 | | | Vice President | |

Signatures

DeLancey W. Davis 03/12/2013

__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) includes 1402 restricted shares that vest 4 years after the 3/6/2013 grant date, 2185 restricted shares that vest 4 years after the 5/4/2012 grant date, 2500 restricted shares that vest 4 years after the 2/22/2010 grant date, 2093 restricted shares that vest 4 years from the 3/2/2011 grant date and 6784 shares owned outright.
 - (2) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/2/2011 grant date.
 - (3) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 2/22/2010 grant date.
 - (4) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 3/5/2009 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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