

Haines John J  
Form 4  
October 10, 2012

**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 \*  
Haines John 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)  
11129 CARNOUSTIE LANE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President and CFO

FORT WAYNE, IN 46814

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| common<br>stock                       | 09/13/2012                              |                                                             | M                                    | V Amount (A) or (D) Price<br>7,684 A \$ 17.34                           | 23,715 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                                |
| common<br>stock                       | 09/13/2012                              |                                                             | M                                    | 10,000 A \$ 40.45                                                       | 33,715 <sup>(4)</sup>                                                                                              | D                                                                    |                                                                                |
| common<br>stock                       | 09/13/2012                              |                                                             | F                                    | 12,230 D \$ 58.37                                                       | 21,485 <sup>(5)</sup>                                                                                              | D                                                                    |                                                                                |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                     | Title                                  |
| option                                              | \$ 17.34                                                           | 09/13/2012                              |                                                             | M                                    | 7,684                                                                                                        | <u>(1)</u>                                                     | 03/05/2019                                                             | common<br>stock                        |
| option                                              | \$ 40.45                                                           | 09/13/2012                              |                                                             | M                                    | 10,000                                                                                                       | <u>(3)</u>                                                     | 05/01/2018                                                             | common<br>stock                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| Haines John J<br>11129 CARNOUSTIE LANE<br>FORT WAYNE, IN 46814 | Vice President and CFO           |

## Signatures

John J. Haines 10/10/2012  
 \*\*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) option becomes exercisable in 4 equal installments of 1/4 each beginning with the first anniversary of the 3/5/2009 grant date
- (2) includes 3343 restricted shares that vest 4 years after the 5/4/ 2012 grant date, 4000 restricted shares that vest 4 years after the 2/22/2010 grant date, 3156 restricted shares that vest 4 years after the 3/2/2011 grant date and 13,216 shares owned outright.
- (3) option became exercisable 4 equal installments of 1/4 each beginning with the anniversary of the 5/1/2008 grant date
- (4) includes 3343 restricted shares that vest 4 years after the 5/4/2012 grant date, 4000 restricted shares that vest 4 years after the 2/22/2010 grant date, 3156 shares that vest 4 years after the 3/2/2011 grant date and 23,216 shares owned outright.
- (5) includes 3343 restricted shares that vest 4 years after the 5/4/2012 grant date, 4000 restricted shares that vest 4 years after the 2/22/2010 grant date, 3156 restricted shares that vest after the 3/2/2011 grant date and 10,986 owned outright.

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.