FRANKLIN ELECTRIC CO INC

Form 4 April 27, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BROWN DAVID T			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)		of Earliest Transaction /Day/Year) 2009				X Director Officer (gives) below)		% Owner ner (specify	
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					ıl		6. Individual or Joint/Group Filing(CheckApplicable 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								ally Owned	
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of	
Security	ty (Month/Day/Year) Execution Date, if		TransactionAcquired (A) or				Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed of (D)		Beneficially	(D) or Indirect	Beneficial		
		(Month/Da	ny/Year)	(Instr. 8) Code V	(Instr. 3, 4)	(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)	

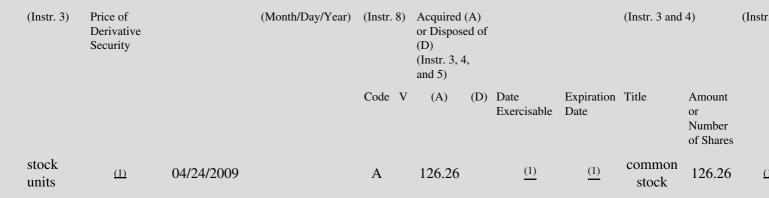
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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Reporting Owners

Signatures

(1)

Angela M. Hughes, power of attorney for David T.

Brown

04/27/2009

**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).

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 2009 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 directors (e.g. Stock Units). On April 24, 2009 Mr. Brown was credited with 126.26 Stock Units for payment of his annual retainer, stock award and board meeting fees. 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. ent, *see* Instruction 6 for procedure.

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