

FRANKLIN ELECTRIC CO INC

Form 4/A

November 05, 2008

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 *
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)

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

(Street)

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

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

BLUFFTON, IN 46714

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/11/2008

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 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					10,000 ⁽¹⁾	D	
common stock					13,700 ⁽²⁾	D	
common stock					6,282.35	I	401 (K) ⁽³⁾
common stock					4,778.99	I	ESOP ⁽⁴⁾
common stock	04/11/2008		M		10,000	A	\$ 17.625

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common stock 04/11/2008 S 10,000 A \$ 33.02 0 D

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. D Se (I			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option	\$ 17.925	04/11/2008		M		10,000		(5)	04/17/2008	common stock	10,000
option	\$ 16.125							(5)	07/28/2010	common stock	40,000
option	\$ 29.95							(5)	02/12/2014	common stock	7,200
option	\$ 40.93							(6)	02/10/2015	common stock	5,450
option	\$ 45.9							(6)	02/17/2016	common stock	3,900
option	\$ 48.87							(6)	02/09/2017	common stock	3,600
option	\$ 32.19							(6)	02/28/2018	common stock	15,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STONE ROBERT J FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET	Sr. Vice President

BLUFFTON, IN 46714

Signatures

Robert J. Stone

11/05/2008

__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, 2007 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, 2007.
- (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.