

FRANKLIN ELECTRIC CO INC
Form DEFR14A
March 26, 2008

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
 [] Confidential, for use of the Commission Only (as permitted
by Rule 14a-6(e) (2))
 [X] Definitive Proxy Statement
 [] Definitive Additional Materials
 [] Soliciting Material Pursuant to Rule 14a-11(c)
or Rule 14a-12

FRANKLIN ELECTRIC CO., INC.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (check the appropriate box):

- [X] No fee required.
 [] Fee computed on table below per Exchange Act Rules 14a-6(i) (4)
and 0-11.

- 1) Title of each class of securities to which transaction
applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11:

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

[] Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid: _____
- 2) Form, Schedule or Registration Statement No.: _____
- 3) Filing Party: _____
- 4) Date Filed: _____

This Amendment files the Form of Proxy accompanying the Proxy Statement originally filed and the Notice of Internet Availability of Proxy Materials.

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING:

The Notice & Proxy Statement and Annual Report are available at www.proxyvote.com

FRANKLIN ELECTRIC CO., INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

ANNUAL MEETING OF SHAREHOLDERS
May 2nd, 2008

The undersigned hereby appoints R. Scott Trumbull and Thomas J. Strupp, or either of them, as proxies, each with the

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power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Franklin Electric Co., Inc. that the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at 9:00 am, Eastern on May 2, 2008, at 120 W. Jefferson Blvd., Ft. Wayne, Indiana, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE AND "FOR" PROPOSAL 2.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

[FRANKLIN ELECTRIC LOGO]
FRANKLIN ELECTRIC CO., INC.
400 E SPRING ST.
BLUFFTON, IN 46714

VOTE BY INTERNET - WWW.PROXYVOTE.COM

Use the Internet to transmit your voting instructions for the electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date of the meeting. Have your proxy card in hand when you access the Internet to follow the instructions to obtain your records and to submit your voting instruction form.

ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER INFORMATION
If you would like to reduce the costs of future proxy materials for Franklin Electric Co., Inc. in mailing proxy materials, you may choose to receive all future proxy materials, annual reports electronically via e-mail. If you would like to sign up for electronic delivery, please check the box above to vote using the Internet and, by doing so, that you agree to receive or access shareholder information electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and place it in the postage-paid envelope we have provided and return it to Franklin Electric Co., Inc., c/o Broadridge, 515 Broadridge Drive, NY 11717.

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TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: FRANK1 KEEP T

DETACH

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

| | | | | |
|--|------------|-----------------|-------------------|--|
| FRANKLIN ELECTRIC CO., INC. | FOR ALL | WITHHOLD ALL | FOR ALL EXCEPT | To withhold autho vote for any indi nominee(s), mark Except" and write number(s) of the nominee(s) on the below. |
| THE DIRECTORS RECOMMEND A VOTE "FOR" ITEMS 1 AND 2 | | | | |
| VOTE ON DIRECTORS | [] | [] | [] | |
| 1. To elect as Directors of Franklin Electric Co., Inc. the nominees listed below. | | | | |
| NOMINEES: | | | | |
| 01) David T. Brown | | | | |
| 02) David A. Roberts | | | | |
| 03) Howard B. Witt | | | | |

VOTE ON PROPOSAL

2. Proposal to ratify the appointment of Deloitte & Touche, LLP as independent registered public accounting firm for the 2008 Fiscal year.

3. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned Shareholder(s). If no direction is made, this proxy will be voted on items 1 and 2. If any other matters properly come before the meeting, or if cumulative voting is required, the person named in this proxy will vote in their discretion.

Please indicate if you plan to attend this meeting. YES NO
[] []

*
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_____*

Signature [PLEASE SIGN WITHIN BOX] DATE

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*
*
_____*

Signature (Joint Owners) D

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

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THE SHAREHOLDER MEETING TO BE HELD ON 5/2/08.

THIS COMMUNICATION PRESENTS ONLY AN OVERVIEW OF THE MORE COMPLETE PROXY MATERIALS THAT ARE AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING.

THE NOTICE & PROXY STATEMENT AND ANNUAL REPORT ARE AVAILABLE AT WWW.PROXYVOTE.COM

To view this material, have the 12-digit Control #(s) available and visit: www.proxyvote.com

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IF YOU WANT TO RECEIVE A PAPER OR E-MAIL COPY OF THE ABOVE LISTED DOCUMENTS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. PLEASE MAKE YOUR REQUEST FOR A COPY AS INSTRUCTED BELOW ON OR BEFORE 4/14/08 TO FACILITATE TIMELY DELIVERY.

To request material: INTERNET: www.proxyvote.com

TELEPHONE: 1-800-579-1639 **EMAIL: sendmaterial@proxyvote.com

**If requesting material by e-mail please send a blank e-mail with the 12-DIGIT CONTROL# (LOCATED ON THE FOLLOWING PAGE) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

FRANKLIN ELECTRIC CO., INC.

[Image of Person]

VOTE IN PERSON

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

FRANKLIN ELECTRIC CO., INC.
400 E. SPRING ST.
BUFFINGTON, IND 46714

R1FRK1

[Image of Computer]

VOTE BY INTERNET

To vote NOW by Internet, go to WWW.PROXYVOTE.COM. Use the

Internet to transmit your voting instructions and for electronic delivery of information up until

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11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

MEETING LOCATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2008 Annual Meeting of Shareholders of Franklin Electric Co., Inc. will be held on

May 2, 2008 at 9:00 a.m. EDT at: The Grand Wayne Center
Room: Jefferson A
120 W. Jefferson Blvd.
Ft. Wayne, IN 46825

The Board of Directors has fixed the close of business on February 29, 2008 for the determination of shareholders entitled to receive notice and to vote at the Annual Meeting of Shareholders or any adjournment(s) thereof.

MEETING DIRECTIONS

FOR DIRECTIONS TO THE ANNUAL MEETING, PLEASE CALL: 260-824-2900
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VOTING ITEMS

THE DIRECTORS RECOMMEND A VOTE "FOR" ITEMS 1 AND 2.

1. To elect as Directors of Franklin Electric Co., Inc. the nominees listed below.

NOMINEES:

- 01) David T. Brown
- 02) David A. Roberts
- 03) Howard B. Witt

2. Ratify the appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the 2008 fiscal year.

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3. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

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