

Strupp Thomas J
Form 4
April 30, 2009

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 *
Strupp Thomas 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 EAST SPRING STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2009

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

BLUFFTON, IN 46714

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 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					3,700 ⁽¹⁾	D	
common stock					5,000 ⁽²⁾	D	
common stock					368.307	I	ESOP ⁽³⁾
common stock	04/28/2009		A		70	A	⁽⁴⁾ 5,904

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

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SEC 1474
(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. Filing Date
				Code	V	(A)	(D)	
option	\$ 44.505					(5)	07/25/2015	common stock 7,000
option	\$ 45.9					(5)	02/17/2016	common stock 3,900
option	\$ 48.87					(5)	02/09/2017	common stock 3,600
option	\$ 32.19					(5)	02/28/2018	common stock 15,300
option	\$ 17.34					(5)	03/05/2019	common stock 16,940
option	\$ 17.34	03/05/2009 ⁽⁶⁾		A		3,552	(5) 03/05/2019	common stock 3,552 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strupp Thomas J FRANKLIN ELECTRIC CO INC 400 EAST SPRING STREET BLUFFTON, IN 46714			Vice President	

Signatures

Thomas J.
Strupp
04/30/2009
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 four 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 five years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (3) 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, 2008.
- (4) Pursuant to the Long Term Strategic Incentive Bonus Program, Mr. Strupp was awarded 70 stock awards which immediately vested.
- (5) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.
- (6) The Amended and Restated Franklin Electric Stock Plan was approved by shareholders on April 24, 2009; therefore, these are the remaining shares from your 2009 Stock Option Grant issued on March 5, 2009.

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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