

TRUMBULL R SCOTT  
Form 4  
February 28, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRUMBULL R SCOTT

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman and CEO

(Street)

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

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

BLUFFTON, IN 46714

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
common stock					2,711 <sup>(1)</sup>	I	401(K)
common stock					12,500 <sup>(2)</sup>	D	
common stock					9,400 <sup>(3)</sup>	D	
common stock					1,814 <sup>(4)</sup>	D	
common stock					163,863	D	

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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. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option	\$ 24.98					<u>(5)</u>	04/19/2012	common stock	20,000
option	\$ 24.01					<u>(6)</u>	01/01/2013	common stock	80,430
option	\$ 29.95					<u>(6)</u>	02/13/2014	common stock	60,800
option	\$ 40.93					<u>(7)</u>	02/10/2015	common stock	30,200
option	\$ 45.9					<u>(7)</u>	02/17/2016	common stock	18,500
option	\$ 48.87					<u>(7)</u>	02/09/2017	common stock	14,500
option	\$ 32.19					<u>(7)</u>	02/28/2018	common stock	57,300
option	\$ 17.34					<u>(7)</u>	03/05/2019	common stock	100,000
option	\$ 28.82					<u>(7)</u>	02/22/2020	common stock	39,900
stock units	<u>(8)</u>	02/25/2011	<u>(8)</u>	A	6.01	<u>(8)</u>	<u>(8)</u>	common stock	6.01

## Reporting Owners

Reporting Owner Name / Address

Relationships

