

FRANKLIN ELECTRIC CO INC

Form 4

May 03, 2006

**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 \*  
SENGSTACK GREGG C

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO  
INC, 400 EAST SPRING ST

(Street)

BLUFFTON, IN 46714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
FRANKLIN ELECTRIC CO INC  
[FELE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President

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

**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                    | 05/01/2006                           |                                                    | M                              |                                                                   | 3,000  | A          | \$ 13.5312                                                                                    | 3,000                                                    | D                                                     |
| Common Stock                    | 05/01/2006                           |                                                    | S                              |                                                                   | 3,000  | D          | \$ 58.5                                                                                       | 0                                                        | D                                                     |
| Common Stock                    | 05/02/2006                           |                                                    | M                              |                                                                   | 1,000  | A          | \$ 13.5312                                                                                    | 1,000                                                    | D                                                     |
| Common Stock                    | 05/02/2006                           |                                                    | S                              |                                                                   | 1,000  | D          | \$ 58.5                                                                                       | 0                                                        | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 103,926                                                  | D                                                     |

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|              |                      |   |                        |
|--------------|----------------------|---|------------------------|
| Common Stock | 1,400 <sup>(1)</sup> | D |                        |
| Common Stock | 6,135                | I | 401 (k) <sup>(2)</sup> |
| Common Stock | 6,702                | I | ESOP <sup>(3)</sup>    |

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 (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. Amount or Number of Shares | 9. Deemed Exercise Date (Month/Day/Year) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable                                         | Expiration Date                                               | Title                         |                                          |
| Option                                     | \$ 13.5312                                             | 05/01/2006                           |                                                    | M                              | 3,000                                                                          | <sup>(4)</sup>                                           | 09/24/2007                                                    | Common Stock                  | 28,000                                   |
| Option                                     | \$ 13.5312                                             | 05/02/2006                           |                                                    | M                              | 1,000                                                                          | <sup>(4)</sup>                                           | 09/24/2007                                                    | Common Stock                  | 25,000                                   |
| Option                                     | \$ 16.125                                              |                                      |                                                    |                                |                                                                                | <sup>(4)</sup>                                           | 07/28/2010                                                    | Common Stock                  | 60,000                                   |
| Option                                     | \$ 19.6375                                             |                                      |                                                    |                                |                                                                                | <sup>(4)</sup>                                           | 12/13/2011                                                    | Common Stock                  | 26,000                                   |
| Option                                     | \$ 24.075                                              |                                      |                                                    |                                |                                                                                | <sup>(4)</sup>                                           | 12/13/2012                                                    | Common Stock                  | 16,000                                   |
| Option                                     | \$ 29.95                                               |                                      |                                                    |                                |                                                                                | <sup>(4)</sup>                                           | 02/12/2014                                                    | Common Stock                  | 16,000                                   |
| Option                                     | \$ 40.93                                               |                                      |                                                    |                                |                                                                                | <sup>(5)</sup>                                           | 02/10/2015                                                    | Common Stock                  | 9,000                                    |
| Option                                     | \$ 45.9                                                |                                      |                                                    |                                |                                                                                | <sup>(5)</sup>                                           | 02/17/2016                                                    | Common Stock                  | 3,900                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                       |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer               | Other |
| SENGSTACK GREGG C<br>FRANKLIN ELECTRIC CO INC<br>400 EAST SPRING ST<br>BLUFFTON, IN 46714 |               |           | Senior Vice President |       |

## Signatures

Michael K. Butchko, Power of Attorney for Gregg C.  
Sengstack

05/03/2006

\_\_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 four years subject to the performance of certain goals. If these goals are not attained, the shares will be forfeited.
- (2) Holdings within the Franklin Electric Directed Investment Salary Plan ("401k Plan") Trust. The information reported herein is based on a plan statement reporting March 31, 2006 holdings under the 401k Plan.
- (3) Allocation of shares under the Franklin Electric Co., Inc. Employee Stock Ownership Plan ("ESOP") Trust. The information reported herein was provided by the trustee for holdings as of March 31, 2006.
- (4) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.
- (5) 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.

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