FRANKLIN ELECTRIC CO INC

Form 4 May 07, 2014

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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

VERHAGE THOMAS R

(First) (Middle)

(Last)

P O BOX 1299

(City)

1.Title of

Security

(Instr. 3)

(Street)

(Zip)

2. Transaction Date 2A. Deemed

MINNEAPOLIS, MN 55440-1299

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

FRANKLIN ELECTRIC CO INC [FELE]

3. Date of Earliest Transaction

(Month/Day/Year) 05/06/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 3. 4. Securities

Execution Date, if Code (Instr. 8) (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A) or Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

1

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

Issuer

below)

Person

Securities

Owned

Beneficially

Following

Reported

Transaction(s)

(Instr. 3 and 4)

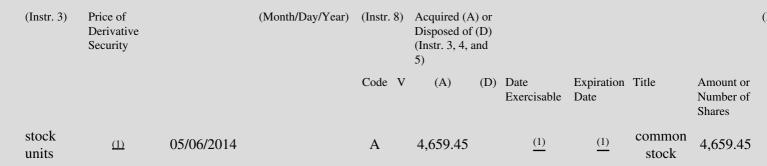
X_ Director

Applicable Line)

Officer (give title

0.5

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| VERHAGE THOMAS R | | | | | |
| P O BOX 1299 | X | | | | |
| MINNEAPOLIS, MN 55440-1299 | | | | | |

Signatures

Angela M. Hughes, power of attorney for Thomas R. VerHage 05/07/2014

**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).

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000 and amended and restated on April 7, 2006, Mr. VerHage elected to receive his 2014 stock award, meeting fees and retainer in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the board of directors (e.g. Stock Units). On May 6, 2014, Mr. VerHage was credited with 1,583.95 stock units for the annual retainer, 263.99 stock units for shairman fee. 30 6 stock units for meeting attendance, and 2,771.01 stock units for the annual stock award.

directors (e.g. Stock Units). On May 6, 2014, Mr. VerHage was credited with 1,583.95 stock units for the annual retainer, 263.9 stock units for chairman fee, 39.6 stock units for meeting attendance, and 2,771.91 stock units for the annual stock award. At distribution, Mr. VerHage may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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.

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