FRANKLIN ELECTRIC CO INC

Form 4

September 09, 2015

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

OMB Number:

3235-0287

2005

Check this box

January 31, Expires:

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

8111 LYNDALE AVE. SOUTH

2. Issuer Name and Ticker or Trading Symbol

Issuer

PETERSON RENEE J

FRANKLIN ELECTRIC CO INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[FELE]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Month/Day/Year)

09/08/2015

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

below)

BLOOMINGTON, MN 55420

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

or

(Instr. 3, 4 and 5)

Code V Amount (D) Price

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

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SEC 1474 (9-02)

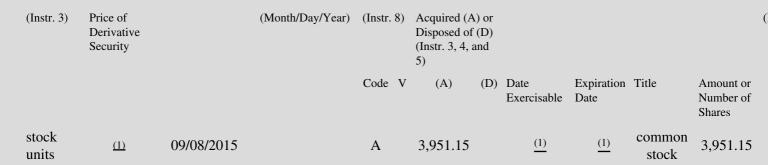
(Instr. 4)

number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative (Month/Day/Year) **Expiration Date Underlying Securities** Derivative Conversion Execution Date, if Code (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Securities any

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Reporting Owners

Reporting Owner Name / Address

PETERSON RENEE J 8111 LYNDALE AVE. SOUTH X BLOOMINGTON, MN 55420

Signatures

Angela M. Hughes, power of attorney for Renee J. Peterson

**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 the terms of the Nonemployee Directors' Deferred Compensation Plan approved by the Board of Directors on February 11, 2000 and amended and restated on April 28, 2006, Ms. Peterson elected to receive the pro-rata portion of her 2015 Board of Directors stock award and retainer in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until she retires or otherwise leaves the Board of Directors (e.g. Stock Units). On September 8, 2015, Ms. Peterson was credited with 3,951.15 Stock Units for the pro-rata portion of her 2015 annual stock award & retainer. At distribution, Ms. Peterson may elect pursuant to the terms of the Plan to receive her deferred compensation either in shares of Franklin common stock or in cash.

09/09/2015

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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