

FRANKLIN ELECTRIC CO INC
Form 4
February 27, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STONE ROBERT 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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

FRANKLIN ELECTRIC CO.,
INC., 9255 COVERDALE ROAD

(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

FORT WAYNE, IN 46809

(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)
			Code	V	Amount or Price		
common stock	02/23/2017		D		4,797 (1) \$ 0	D	
common stock	02/23/2017		A		4,797 (1) (2) \$ 0	D	
common stock	02/23/2017		A		3,412 (3) \$ 0	D	
common stock						I	401K Shares
					24,267		

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. Amount or Number of Shares
option	\$ 42.2	02/23/2017		A	15,689	⁽⁵⁾ 02/23/2027	common stock	15,689

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE ROBERT J FRANKLIN ELECTRIC CO., INC. 9255 COVERDALE ROAD FORT WAYNE, IN 46809			Sr. Vice President	

Signatures

Robert J. Stone 02/27/2017
 __Signature of Date
 Reporting Person

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) Conversion from restricted shares to restricted units
- (2) Newly issued restricted stock units vest on 2/25/2020, which is the same vesting date as the previously issued restricted shares.
- (3) Restricted stock units vest 4 years after the 2/23/2017 grant date.

Includes 3,412 restricted stock units that vest 4 years after the 2/23/2017 grant date, 4,797 restricted stock units that vest 3 years after the 2/23/2017 reissued grant date, 3,681 restricted shares that vest 4 years after the 2/26/2015 grant date, 3,030 restricted shares that vest 4 years after the 3/4/2014 grant date, 3,910 restricted shares that vest 4 years after the 3/6/2013 grant date, and 10,941 shares held outright.

- (5) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 2/23/2017 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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