

Strupp Thomas J  
Form 4/A  
October 20, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
Strupp Thomas 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)  
10/20/2010

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

FRANKLIN ELECTRIC CO  
INC, 400 EAST SPRING STREET  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/05/2010

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)<br>Code V Amount (D) Price                             |   |  |                                   |
| common stock                    |                                      |  |                                |   | 2,300 <sup>(5)</sup>  | D  |                                   |
| common stock                    |                                      |  |                                |   | 321 <sup>(1)</sup>  | I  | 401(K)                            |
| common stock                    |                                      |  |                                |   | 101 <sup>(2)</sup>  | I  | ESOP                              |
| common stock                    |                                      |  |                                |   | 1,700 <sup>(6)</sup>  | D  |                                   |
| common stock                    |                                      |  |                                |   | 6,800 <sup>(3)</sup>  | 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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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. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| option                                     | \$ 44.505  |                                      |  |                                |   | (4)  | 07/25/2015  | common stock                               | 7,000                      |
| option                                     | \$ 49.5  |                                      |  |                                |   | (4)  | 02/17/2016  | common stock                               | 3,900                      |
| option                                     | \$ 48.87   |                                      |  |                                |   | (4)  | 02/09/2017  | common stock                               | 3,600                      |
| option                                     | \$ 32.19   |                                      |  |                                |   | (4)  | 02/28/2018  | common stock                               | 15,300                     |
| option                                     | \$ 17.34   |                                      |  |                                |   | (4)  | 03/05/2019  | common stock                               | 16,940                     |
| option                                     | \$ 17.34   |                                      |  |                                |   | (4)  | 03/05/2019  | common stock                               | 3,552                      |
| option                                     | \$ 28.82   |                                      |  |                                |   | (4)  | 02/22/2020  | common stock                               | 5,300                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Strupp Thomas J<br>FRANKLIN ELECTRIC CO INC<br>400 EAST SPRING STREET<br>BLUFFTON, IN 46714 |               |           | Vice President |       |

## Signatures

Thomas J.  
Strupp

08/05/2010

\_\_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) Holdings within the Franklin Electric Co., Inc. Directed Investment Salary Plan Trust. The information reported herein is based on a plan statement as of December 31, 2009.
- (2) Allocation of shares under the Franklin Electric Co., Inc. Employee Stock Ownership Plan Trust. The information reported herein was provided by the trustee for holdings as of December 31, 2009.
- (3) Previously reported amount of 13297 is adjusted for the following: (1800) shares withheld for taxes 3/5/2009 (1543) shares withheld for taxes 7/25/2010 (3154) math error
- (4) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.
- (5) 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.
- (6) The shares vest at the end of four years.

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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