FRANKLIN ELECTRIC CO INC
Form 4/A
February 10, 2005

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORD JESS B

(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)
02/04/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/08/2005

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	02/04/2005		M		8,500 (1)	A	$ 16.125 (1)	8,500 (1)	D	
Common Stock	02/04/2005		S		2,500 (1)	D	$ 43.42	6,000 (1)	D	
Common Stock	02/04/2005		S		2,500 (1)	D	$ 43.7	3,500 (1)	D	
Common Stock	02/04/2005		S		3,500 (1)	D	$ 43	0 (1)	D	
								1,474 (1)	I	401 (k) (2)

Common Stock					
Common Stock		3,345 (1)	I	ESOP (3)	

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

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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. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	$ 16.125 (1)	02/04/2005		M			8,500 (1)	(4)	07/28/2010	Common Stock	32,000 (1)	$
Option	$ 19.6375 (1)							(4)	12/13/2011	Common Stock	18,000 (1)	
Option	$ 29.95 (1)							(4)	02/12/2014	Common Stock	16,000 (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD JESS B FRANKLIN ELECTRIC CO INC 400 EAST SPRING ST BLUFFTON, IN 46714			Senior Vice President	

Signatures

Gregg C. Sengstack, Power of Attorney for Jess B. Ford	02/10/2005
**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) Information about securities and derivative securities share amounts and prices presented in the attached Form 4 reflect the impact of a two-for-one stock split. The stock slit was effected in the form of a 100% stock distribution of one additional share of Franklin Electric Co., Inc. Common Stock for each share of Common Stock held of record on May 28, 2004. The additional shares were distributed on June 15, 2004.

(2) Holdings within the Franklin Electric Directed Investment Salary Plan ("401k Plan") Trust. The information reported herein is based on a plan statement reporting December 31, 2004 holdings under the 401k Plan.

(3) Allocation of shares under the Franklin Co., Inc. Employee Stock Ownership Plan ("ESOP") Trust. The information reported herein was provided by the trustee for holdings as of December 31, 2004.

(4) The options become exercisable in five equal installments of 1/5 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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