

Haines John J
Form 4
October 10, 2012

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 *
Haines John 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)
11129 CARNOUSTIE LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2012

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

FORT WAYNE, IN 46814

(City) (State) (Zip)

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

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	(A) or (D)	Price
common stock	09/13/2012		M		7,684	A	\$ 17.34
common stock	09/13/2012		M		10,000	A	\$ 40.45
common stock	09/13/2012		F		12,230	D	\$ 58.37

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

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SEC 1474 (9-02)

number.

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	\$ 17.34	09/13/2012		M	7,684	⁽¹⁾ 03/05/2019	common stock	7,684
option	\$ 40.45	09/13/2012		M	10,000	⁽³⁾ 05/01/2018	common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haines John J 11129 CARNOUSTIE LANE FORT WAYNE, IN 46814			Vice President and CFO	

Signatures

John J. Haines 10/10/2012
 **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) option becomes exercisable in 4 equal installments of 1/4 each beginning with the first anniversary of the 3/5/2009 grant date
- (2) includes 3343 restricted shares that vest 4 years after the 5/4/ 2012 grant date, 4000 restricted shares that vest 4 years after the 2/22/2010 grant date, 3156 restricted shares that vest 4 years after the 3/2/2011 grant date and 13,216 shares owned outright.
- (3) option became exercisable 4 equal installments of 1/4 each beginning with the anniversary of the 5/1/2008 grant date
- (4) includes 3343 restricted shares that vest 4 years after the 5/4/2012 grant date, 4000 restricted shares that vest 4 years after the 2/22/2010 grant date, 3156 shares that vest 4 years after the 3/2/2011 grant date and 23,216 shares owned outright.
- (5) includes 3343 restricted shares that vest 4 years after the 5/4/2012 grant date, 4000 restricted shares that vest 4 years after the 2/22/2010 grant date, 3156 restricted shares that vest after the 3/2/2011 grant date and 10,986 owned outright.

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.