

FRANKLIN ELECTRIC CO INC
Form 4
August 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
TRUMBULL R SCOTT

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)

FRANKLIN ELECTRIC CO.,
INC., 400 E SPRING STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Chairman & CEO

BLUFFTON, IN 46714

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
common stock					16,100 ⁽¹⁾	D	
common stock					739.231	I	401 (K) ⁽²⁾
common stock					732.674	I	ESOP ⁽³⁾
common stock					116,870	D	
common stock	08/14/2008		M	90,000 A \$ 24.005	206,870	D	

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common stock	08/14/2008	S	13,112	D	\$ 46.041	193,758	D
common stock	08/15/2008	S	21,876	D	\$ 46	171,882	D
common stock	08/18/2008	S	8,100	D	\$ 46.1142	163,782	D

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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option	\$ 24.9755							(4)	04/19/2012	common stock	20,000
option	\$ 24.005	08/14/2008		M		90,000		(5)	01/01/2013	common stock	80,430
option	\$ 29.95							(5)	02/13/2014	common stock	60,800
option	\$ 40.93							(6)	02/10/2008	common stock	30,200
option	\$ 45.9							(6)	02/17/2008	common stock	18,500
option	\$ 48.87							(6)	02/09/2017	common stock	14,500
option	\$ 32.19							(6)	02/28/2018	common stock	57,300
option	(7)							(7)	(7)	common stock	5.92

