

SENGSTACK GREGG C  
Form 4  
June 21, 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 \*  
SENGSTACK GREGG C

2. Issuer Name and Ticker or Trading Symbol  
FRANKLIN ELECTRIC CO INC  
[fele]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. Vice President

(Last) (First) (Middle)  
  
FRANKLIN ELECTRIC CO  
INC, 400 EAST SPRING ST  
  
(Street)  
  
BLUFFTON, IN 46714  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
06/17/2010  
  
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)
				(A) or (D)	Price		
common stock					6,501	I	401(K) <sup>(1)</sup>
common stock					7,506	I	ESOP <sup>(2)</sup>
common stock					2,300 <sup>(3)</sup>	D	
common stock					4,000 <sup>(4)</sup>	D	
common stock					4,000 <sup>(5)</sup>	D	

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common stock      06/17/2010      G      400 <sup>(6)</sup> D      \$ 31.67      165,135      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      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	\$ 19.64					<u>(7)</u>	12/13/2011	common stock	26,000
option	\$ 24.08					<u>(7)</u>	12/13/2012	common stock	16,000
option	\$ 29.95					<u>(8)</u>	02/12/2014	common stock	16,000
option	\$ 40.93					<u>(8)</u>	02/10/2015	common stock	9,000
option	\$ 45.9					<u>(8)</u>	02/17/2016	common stock	3,900
option	\$ 48.87					<u>(8)</u>	02/19/2017	common stock	3,600
option	\$ 32.19					<u>(8)</u>	02/28/2018	common stock	15,300
option	\$ 17.34					<u>(8)</u>	03/05/2019	common stock	31,724
option	\$ 28.82					<u>(8)</u>	02/22/2020	common stock	12,800

