FRANKLIN ELECTRIC CO INC

Form 4 May 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

FRANKLIN ELECTRIC CO INC

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wathen David M

(Last) (First)

5155 INKSTER ROAD

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 05/20/2016

Symbol

[FELE]

(Middle)

(Zip)

Filed(Month/Day/Year)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X Director

BLOOMFIELD HILLS, MI 48302 (State)

2. Transaction Date 2A. Deemed 1.Title of

(City)

Security

(Instr. 3)

Execution Date, if (Month/Day/Year)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership Form: Direct (D) or Indirect Beneficial (I)

(Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

10% Owner

Other (specify

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

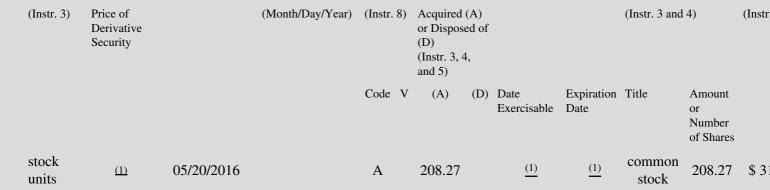
7. Title and Amount of Underlying Securities

8. Pri

Deriv

Secur

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wathen David M 5155 INKSTER ROAD X BLOOMFIELD HILLS, MI 48302

Signatures

Angela M. Hughes, power of attorney for David M.
Wathen
05/23/2016

**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).

Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the Board of Directors on February 11, 2000 and amended and restated on April 28, 2006, Mr. Wathen elected to receive his 2005-2016 Board of Directors retainer, stock award, and meeting fees in Franklin Electric Co., Inc. common stock, issuance of such shares deferred until he retires or otherwise leaves the Board of Directors (e.g. Stock Units). On May 20, 2016, Mr. Wathen was credited with 208.27 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Wathen may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

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.

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