

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-02-10**  
SEC Accession No. **0000950131-94-000136**

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### SUBJECT COMPANY

#### **NORWEST CORP**

CIK: **72971** | IRS No.: **410449260** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-19921** | Film No.: **94505924**  
SIC: **6021** National commercial banks

Mailing Address  
*NORWEST TOWER  
SIXTH & MARQUETTE  
MINNEAPOLIS MN 55479*

Business Address  
*NORWEST CTR  
SIXTH & MARQUETTE  
MINNEAPOLIS MN 55479  
6126671234*

### FILED BY

#### **NORWEST CORP**

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6126671234*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

Franklin Electric Company, Inc.

-----

(Name of Issuer)

Common Stock

-----

(Title of Class of Securities)

353514 10 2

-----

(CUSIP Number)

Check the following if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent of such class.) (See Rule 13d-7.)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 353514 10 2 13G

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE LINE IF A MEMBER OF A GROUP\* (A) \_\_\_\_\_  
(B) \_\_\_\_\_

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES  
578,377  
BENEFICIALLY  
SHARED VOTING POWER  
OWNED BY 6  
0  
EACH  
7 SOLE DISPOSITIVE POWER  
REPORTING  
600,075  
PERSON 8  
SHARED DISPOSITIVE POWER  
WITH  
236

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,311

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

12 TYPE OF REPORTING PERSON\*

HC

CUSIP NO. 353514 10 2

13G

-----  
 1 NAME OR REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Norwest Indiana, Inc.  
 Tax Identification No. 35-1161894

-----  
 2 CHECK THE APPROPRIATE LINE IF A MEMBER OF A GROUP\*

(A) \_\_\_\_\_

(B) \_\_\_\_\_

-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Indiana

-----  
 NUMBER OF 5 SOLE VOTING POWER

SHARES 578,377

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 600,075

PERSON 8 SHARED DISPOSITIVE POWER

WITH 236

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,311

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

12 TYPE OF REPORTING PERSON\*

HC

3

CUSIP NO. 353514 10 2

13G

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Norwest Bank Fort Wayne, National Association  
Tax Identification No. 35-1161897

2 CHECK THE APPROPRIATE LINE IF A MEMBER OF A GROUP\*

(A) \_\_\_\_\_

(B) \_\_\_\_\_

SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5 SOLE VOTING POWER

SHARES 578,377

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 600,075

PERSON 8 SHARED DISPOSITIVE POWER

WITH 236

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,311

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES[\_]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

-----  
12 TYPE OF REPORTING PERSON\*

BK  
-----

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)

Item 1(a) Name of Issuer:  
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Franklin Electric Company, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:  
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400 E. Spring St.  
Bluffton, IN 46714

Item 2(a) Name of Person Filing:  
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1. Norwest Corporation
2. Norwest Indiana, Inc. ("NII")
3. Norwest Bank Fort Wayne, National Association ("NBFW")

This statement is filed by Norwest Corporation on behalf of all of the persons listed above pursuant to Rule 13d-1(b). Attached is an agreement among the persons listed above to that effect. NII is a direct subsidiary of Norwest

Item 2 (b) Address of Principal Business Office(s):  
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1. Norwest Corporation  
Norwest Center  
Sixth and Marquette  
Minneapolis, MN 55479-1000
2. Norwest Indiana, Inc.  
P.O. Box 960  
Fort Wayne, IN 46801-6616
3. Norwest Bank Fort Wayne, National Association  
P.O. Box 960  
Fort Wayne, IN 46801-6616

Item 2 (c) Citizenship:  
-----

1. Norwest Corporation is a Delaware corporation.
2. NII is an Indiana corporation.
3. NBFW is a national banking association.

Item 2 (d) Title of Class of Securities:  
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Common Stock

Item 2 (e) CUSIP Number:  
-----

353514 10 2

Item 3 Type of Person:  
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- (g) Parent holding company for Norwest Corporation
- (g) Parent holding company for NII
- (b) Bank for NBFW

Item 4 Ownership:  
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1. Norwest Corporation

(a) Amount Beneficially Owned. At December 31, 1993, Norwest Corporation was deemed to own, indirectly through subsidiaries, 600,311 shares, consisting solely of the shares reported below as held by NII and by NBFW. Norwest Corporation has no other

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rights to acquire additional shares through the exercise of options or otherwise.

(b) Percent of Class: 9.6%

(c) Number of shares as to which Norwest Corporation, indirectly through its subsidiaries, has:

(i) Sole power to vote or direct the vote: 578,377

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 600,075

(iv) Shared power to dispose or direct the disposition of: 236

## 2. NII

(a) Amount Beneficially Owned. At December 31, 1993, NII was deemed to own, indirectly through its subsidiary NBFW, 600,311 shares. NII has no other rights to acquire additional shares through the exercise of options or otherwise.

(b) Percent of Class: 9.6%

(c) Number of shares as to which NII, indirectly through its subsidiary NBFW, has:

(i) Sole power to vote or direct the vote: 578,377

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 600,075

(iv) Shared power to dispose or direct the disposition of: 236

## 3. NBFW

(a) Amount Beneficially Owned. At December 31, 1993, NBFW was deemed to own 600,311 shares. NBFW has no other rights to acquire additional shares through the exercise of options or otherwise.



(b) Percent of Class: 9.6%

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(c) Number of shares as to which NBFW has:

(i) Sole power to vote or direct the vote: 578,377

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 600,075

(iv) Shared power to dispose or direct the disposition of: 236

The persons filing disclaim beneficial ownership of, and the filing of this statement shall not be construed as an admission that the persons filing are beneficial owners of, the shares covered by this statement for purposes of Sections 13, 14, or 16 of the Act.

Item 5 Ownership of Five Percent or Less of Class:  
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Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
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Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired  
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the Security Being Reported on by the Parent Holding Company:  
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See Exhibit A

Item 8 Identification and Classification of Members of the Group:  
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Not Applicable

Item 9 Notice of Dissolution of Group:  
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Not Applicable

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Item 10 Certification:  
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By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature:  
-----

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: February 10, 1994

NORWEST CORPORATION

By /s/ Laurel A. Holschuh  
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Laurel A. Holschuh, Senior Vice President  
and Secretary

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EXHIBIT A  
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(Attached to and forming a part of Schedule 13G filed by Norwest Corporation on its own behalf and on behalf of Norwest Indiana, Inc. and Norwest Bank Fort Wayne, National Association regarding Franklin Electric Company, Inc. Common Stock.)

Item 7  
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- (a) Norwest Bank Fort Wayne, National Association is a bank - Item 3(b)
- (b) Norwest Indiana, Inc. is a parent holding company - Item 3(g)

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AGREEMENT

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The undersigned hereby agree that the statement on Schedule 13G to which this Agreement is attached shall be filed on behalf of Norwest Indiana, Inc. and Norwest Bank Fort Wayne, National Association by Norwest Corporation, which directly holds 100% of the outstanding capital stock of Norwest Indiana, Inc. and indirectly holds 100% of the outstanding capital stock of Norwest Bank Fort Wayne, National Association.

Dated: February 10, 1994

NORWEST CORPORATION

By: /s/ Laurel A. Holschuh

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Laurel A. Holschuh, Senior Vice President  
and Secretary

NORWEST INDIANA, INC.

By: /s/ Thomas W. Allen

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Thomas W. Allen, Senior Vice President

NORWEST BANK FORT WAYNE, NATIONAL ASSOCIATION

By: /s/ Thomas W. Allen

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Thomas W. Allen, Senior Vice President