

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-29**  
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### ISSUER

#### FRANKLIN ELECTRIC CO INC

CIK: **38725** | IRS No.: **350827455** | State of Incorporation: **IN** | Fiscal Year End: **0103**  
SIC: **3621** Motors & generators

Mailing Address  
400 E SPRING STREET  
BLUFFTON IN 46714

Business Address  
400 E SPRING ST  
BLUFFTON IN 46714  
2608242900

### REPORTING OWNER

#### SCHNEIDER DONALD J

CIK: **1194920**  
Type: **4** | Act: **34** | File No.: **000-00362** | Film No.: **05791531**

Mailing Address  
3101 S PACKERLAND DR.  
GREENBAY WI 54313

Business Address  
920 592 3904

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 0.5

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

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. Name and Address of Reporting Person <b>SCNEIDER DONALD J</b>			2. Issuer Name and Ticker or Trading Symbol <b>FRANKLIN ELECTRIC CO INC [FELE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/29/2005</b>					
3101 S PACKERLAND DR.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
GREENBAY, WI 54313								
(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	(A) or (D)	Price			
Common Stock								158,084 <sup>(1)</sup>	D	
Common Stock	04/29/2005		A		2,249	A	\$35.56	160,333	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Option	\$17.625					(2)	04/17/2008	Common Stock	12,000		12,000	D	
Option	\$17.375					(2)	04/14/2010	Common Stock	20,000		32,000	D	
Option	\$17					(2)	04/19/2011	Common Stock	20,000		52,000	D	
Option	\$24.9755					(2)	04/19/2012	Common Stock	20,000		72,000	D	

Option	\$25.225						(2)	04/25/2013	Common Stock	8,000		80,000	D	
Option	\$32.51						(2)	05/05/2014	Common Stock	8,000		88,000	D	
Stock Units	(3)	04/29/2005		<u>A</u>		1,019	(3)	(3)	Common Stock	1,019	(3)	4,923	D	

### Explanation of Responses:

- Information about securities and derivative securities share amounts and prices presented in the attached Form 4 reflect the impact of a two-for-one stock split. The stock split was effected in the form of a 100% stock distribution of one additional share of Franklin Electric Co., Inc. Common Stock for each share of Common Stock held of record on May 28, 2004. The additional shares were distributed on June 15, 2004.
- The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.
- Pursuant to terms of the Nonemployee Directors' Deferred Compensation Plan approved by the board of directors on February 11, 2000, Mr. Schneider elected to receive his 2002, 2003, 2004 and 2005 board of directors retainer 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 April 29, 2005, Mr. Schneider was also credited with 35 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Schneider may elect pursuant to the terms of the Plan to receive his deferred compensation either in shares of Franklin common stock or in cash.

### Signatures

Gregg C. Sengstack, Power of Attorney for Donald J. Schneider

\*\* Signature of Reporting Person

05/02/2005

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**