

# 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**

SEC Accession No. **000038725-05-000055**

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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

#### WITT HOWARD B

CIK: **1185250**  
Type: **4** | Act: **34** | File No.: **000-00362** | Film No.: **05791747**

Mailing Address  
93A BATEMAN ROAD  
BARRINGTON HILLS IL 60010

Business Address  
800 EAST NORTHWEST  
HIGHWAY  
DES PLAINES IL 60016

# 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

### 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>WITT HOWARD B</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>					
93A BATEMAN ROAD			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)								
BARRINGTON HILLS, IL 60010								
(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								17,800	D	
Common Stock	04/29/2005		A		2,249	A	\$35.56	20,049	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	\$15.985					(1)	04/16/2009	Common Stock	12,000		12,000	D	
Option	\$17.375					(1)	04/14/2010	Common Stock	20,000		32,000	D	
Option	\$17					(1)	04/20/2011	Common Stock	20,000		52,000	D	

Option	\$24.9755						(L)	04/19/2012	Common Stock	20,000		72,000	D	
Option	\$25.225						(L)	04/25/2013	Common Stock	8,000		80,000	D	
Option	\$32.51						(L)	05/05/2014	Common Stock	8,000		88,000	D	

**Explanation of Responses:**

- The options become exercisable in three equal installments of 1/3 each year, beginning on the first anniversary of the grant date.

**Signatures**

Gregg C. Sengstack, Power of Attorney for Howard B. Witt

\*\* 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.**