#### FRANKLIN ELECTRIC CO INC

Form 4

February 10, 2005

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations **SECURITIES** 

burden hours per response... 0.5

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 \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

STONE ROBERT J

FRANKLIN ELECTRIC CO INC [FELE]

(Check all applicable)

Vice President

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

02/08/2005

Director 10% Owner X\_ Officer (give title Other (specify below)

FRANKLIN ELECTRIC CO., INC., 400 E SPRING STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BLUFFTON, IN 46714

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit omr Dispos (Instr. 3,	sed of		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)
Common Stock	02/08/2005		Code V M	Amount 23,460 (1)	(D)	Price \$ 10.5 (1)	23,460 (1)	D	
Common Stock	02/08/2005		S	9,900 (1)	D	\$ 43.086	13,560 (1)	D	
Common Stock	02/08/2005		S	13,560 (1)	D	\$ 43	0 (1)	D	
Common Stock							6,230 (1)	I	401 (k) (2)
Common Stock							4,208 (1)	I	ESOP (3)

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

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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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 10.5 <u>(1)</u>	02/08/2005		M		23,460 (1)	<u>(4)</u>	12/13/2006	Common Stock	30,000 (1)
Option	\$ 17.625 (1)						<u>(4)</u>	04/17/2008	Common Stock	10,000 (1)
Option	\$ 18 <u>(1)</u>						<u>(4)</u>	07/15/2009	Common Stock	40,000 (1)
Option	\$ 16.125 (1)						<u>(4)</u>	07/28/2010	Common Stock	40,000 (1)
Option	\$ 29.95						<u>(4)</u>	02/12/2014	Common Stock	7,200 (1)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STONE ROBERT J FRANKLIN ELECTRIC CO., INC. 400 E SPRING STREET BLUFFTON, IN 46714			Vice President				

# **Signatures**

Gregg C. Sengstack, Power of Attorney for Robert J.  Stone	02/10/2005	
**Signature of Reporting Person	Date	

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## **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).
- 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.
- (2) Holdings within the Franklin Electric Directed Investment Salary Plan ("401k Plan") Trust. The information reported herein is based on a plan statement reporting December 31, 2004 holdings under the 401k Plan.
- (3) Allocation of shares under the Franklin Co., Inc. Employee Stock Ownership Plan ("ESOP") Trust. The information reported herein was provided by the trustee for holdings as of December 31, 2004.
- (4) The options become exercisable in five equal installments of 1/5 each year, beginning on the first anniversary of the grant date.

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.