FRANKLIN ELECTRIC CO INC

Form 4

August 31, 2016

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 * **BROWN DAVID T**

2. Issuer Name and Ticker or Trading

Issuer

Symbol

FRANKLIN ELECTRIC CO INC

[FELE]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

below)

10% Owner Other (specify

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Month/Day/Year)

10858 EAST WILDCAT HILL RD. 08/18/2016

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Director

Officer (give title

Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

SCOTTSDALE, AZ 85262

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Code

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

4. Securities

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

Following

Reported Transaction(s) (Instr. 3 and 4)

(A)

Code V Amount (D) Price

or

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

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SEC 1474 (9-02)

(Instr. 4)

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

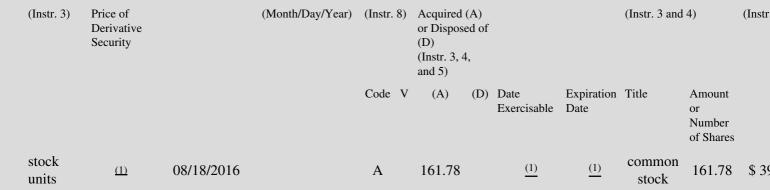
4. 5. Number of TransactionDerivative Code Securities

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

BROWN DAVID T 10858 EAST WILDCAT HILL RD. X SCOTTSDALE, AZ 85262

Signatures

John J. Haines, power of attorney for David T.
Brown

08/31/2016

**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. Brown elected to receive his 2008-2016 Board of Directors retainer, meeting fees and stock award 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 August 18, 2016, Mr. Brown was credited with 161.78 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Brown 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.

Reporting Owners 2