Wathen David M Form 4 August 27, 2012

FORM 4

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

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 OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wathen David M

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Middle)

(First)

5155 INKSTER ROAD

(Street)

BLOOMFIELD HILLS, MI 48302

(State)

(Month/Day/Year)

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

FRANKLIN ELECTRIC CO INC [fele]

3. Date of Earliest Transaction

08/23/2012

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

3. 4. Securities

> TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported (A) Transaction(s) or

Code V Amount (D) Price

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transactionof

Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

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

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

(Instr. 3 and 4)

X Director

Applicable Line)

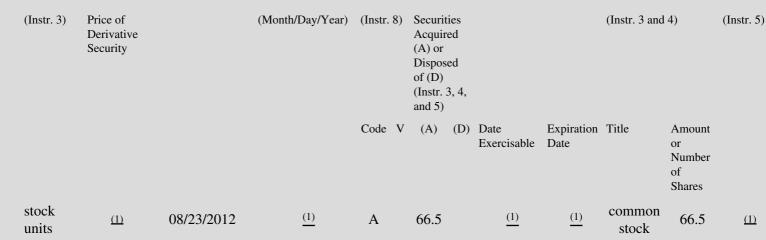
Officer (give title

Estimated average

burden hours per

8. Price of Derivativ Security

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Wathen David M					
5155 INKSTER ROAD	X				
BLOOMFIELD HILLS, MI 48302					

Signatures

Angela M. Hughes, power of attorney for David M Wathen

08/27/2012

**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. Wathen elected to receive his 2005-2012 board of directors retainer, stock award, and meeting fees 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 23, 2012, Mr. Wathen was credited with 66.50 Stock Units for payment of board dividends, which would have been paid on such deferred shares. At distribution, Mr. Wathen 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.

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