

davis delancey w  
Form 4  
March 13, 2018

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
davis delancey w

2. Issuer Name **and** Ticker or Trading  
Symbol

FRANKLIN ELECTRIC CO INC  
[FELE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

FRANKLIN ELECTRIC CO.,  
INC., 9255 COVERDALE ROAD

(Street)

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

03/09/2018

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

President, Headwater Companies

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

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

FORT WAYNE, IN 46809

(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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
common stock	03/09/2018		S	1,595 D \$ 42.65	16,333	D	
common stock	03/09/2018		M	3,572 A \$ 36.67	19,905	D	
common stock	03/09/2018		S	3,572 D \$ 42.9	16,333	D	
common stock	03/09/2018		M	5,004 A \$ 29.08	21,337	D	
common stock	03/09/2018		S	5,004 D \$ 42.9	16,333 <sup>(2)</sup>	D	

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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. 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 Underlying Securities (Instr. 3 and 4)	8. P
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option	\$ 36.67	03/09/2018		M	3,572	(1)	02/26/2025	common stock	3,572
option	\$ 29.08	03/09/2018		M	5,004	(1)	02/25/2026	common stock	5,004

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
davis delancey w FRANKLIN ELECTRIC CO., INC. 9255 COVERDALE ROAD FORT WAYNE, IN 46809	President, Headwater Companies

## Signatures

DeLancey W.  
Davis 03/13/2018

\*\*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).
- (1) The options become exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the grant date.
- (2) Includes 3,086 restricted stock units that vest 4 years after the 2/22/2018 grant date, 2,858 restricted stock units that vest 4 years after the 2/23/2017 grant date, 4,023 restricted shares that vest 4 years after the 2/25/2016 grant date, 3,092 restricted shares that vest 4 years after

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the 2/26/2015 grant date, and 3,274 shares owned outright.

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

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