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Form

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th: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price common stock11/27/2012 M 19,950 A \$ 28.82 258,704 D common
stock11/27/2012 M 45,001 A \$ 17.34 303,705 D common stock11/27/2012 F 39,875 D \$ 60.08 263,830 ⁽¹⁾ D

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

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 control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| option | \$ 28.82 | 11/27/2012 | | M | 19,950 | ⁽²⁾ 02/22/2020 | common stock | 19,950 |
| option | \$ 17.34 | 11/27/2012 | | M | 45,001 | ⁽²⁾ 03/05/2019 | common stock | 45,001 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TRUMBULL R SCOTT
FRANKLIN ELECTRIC CO., INC.
400 E SPRING STREET
BLUFFTON, IN 46714

Chairman and CEO

Signatures

R. Scott
Trumbull

11/28/2012

__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).

includes 13971 restricted stock units that vest 4 years after the 5/4/2012 grant date, 12500 restricted shares that vest 4 years after the
(1) 2/22/2010 grant date, 13564 restricted shares that vest 4 years after the 3/2/2011 grant date, 907 restricted shares that vest in 3 equal installments of 1/3 each beginning on the first anniversary of the 2/22/2010 grant date, and 222,888 shares owned outright.

(2) The options became exercisable in four equal installments of 1/4 each year, beginning on the first anniversary of the 2/22/2010 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.