FRANKLIN ELECTRIC CO INC

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

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).

DRIVE

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

BRADY JEROME D

2. Issuer Name and Ticker or Trading Symbol

FRANKLIN ELECTRIC CO INC

[fele]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 08/23/2012

5. Relationship of Reporting Person(s) to

Issuer

below)

X_ Director

Officer (give title

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

725 N. WEST TORCH LAKE

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

(A)

or

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

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

KEWADIN, MI 49648

(City) (State) (Zip) 1. Title of

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

4. If Amendment, Date Original

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

Other (specify

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

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Derivative Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying

8. Price Derivat

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	Securities (Instr. 3 and	4)	Security (Instr. 5	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
stock units	<u>(1)</u>	08/23/2012		A		14.98		<u>(1)</u>	<u>(1)</u>	common stock	14.98	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
BRADY JEROME D 725 N. WEST TORCH LAKE DRIVE KEWADIN, MI 49648	X					

Signatures

Angela M. Hughes, power of attorney for Jerome D.
Brady
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. Brady elected to receive his 2000-2002 board of directors retainer 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. Brady was credited with 14.98 Stock Units for dividends that would have been paid on such deferred shares. At distribution, Mr. Brady 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. es arising under the Securities Act of 1933, as amended, may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the Securities and Exchange Commission that such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption From Registration Claimed.

Inapplicable.

Item 8. Exhibits.

Exhibit No. Description

4 Seacoast Banking Corporation of Florida 2008 Long-Term Incentive Plan (incorporated by

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- reference to Exhibit A to the proxy statement in connection with the Company s 2008 annual meeting of stockholders, filed with the Commission in definitive form on March 18, 2008).
- *5 Opinion of Crary, Buchanan, Bowdish, Bovie, Beres, Elder & Williamson, Chartered regarding validity.
- Consent of Crary, Buchanan, Bowdish, Bovie, Beres, Elder & Williamson, Chartered (included in Exhibit 5).
- *23.2 Consent of KPMG LLP.
 - 24 Powers of Attorney (included as part of signature page).
- * filed herewith.

Item 9. Undertakings.

- (a) The undersigned registrant hereby undertakes:
 - (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

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- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *Provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;
 - (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
 - (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1934, each filing of the registrant s annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan s annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stuart, State of Florida, on this 11th day of August, 2008.

SEACOAST BANKING CORPORATION OF FLORIDA

By: /s/ Dennis S. Hudson, III Name: Dennis S. Hudson, III

Title: Chairman and Chief Executive

Officer

Each person whose signature appears below constitutes and appoints Dennis S. Hudson III as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to cause the same to be filed, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby granting to said attorney-in-fact and agent full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all acts and things that said attorney-in-fact and agent, or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of August 11, 2008.

Signature	Capacity				
/s/ Dennis S. Hudson, III	Chairman of the Board, Chief Executive Officer and Direct (Principal Executive Officer)				
Dennis S. Hudson, III /s/ Dale M. Hudson	Vice-Chairman of the Board and Director				
Dale M. Hudson /s/ A. Douglas Gilbert	President, Chief Operating & Credit Officer and Director				
A. Douglas Gilbert /s/ William R. Hahl	Executive Vice President and Chief Financial Officer (Principal Financial Officer)				
William R. Hahl /s/ Stephen E. Bohner	Director				
Stephen E. Bohner /s/ Jeffrey C. Bruner	Director				
Jeffrey C. Bruner /s/ John H. Crane	Director				
John H. Crane /s/ T. Michael Crook	Director				

T. Michael Crook

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Signature	C	apacity
/s/ Christopher E. Fogal	Director	
Christopher E. Fogal /s/ Jeffrey S. Furst	Director	
Jeffrey S. Furst /s/ Dennis S. Hudson, Jr.	Director	
Dennis S. Hudson, Jr. /s/ Thomas E. Rossin	Director	
Thomas E. Rossin /s/ John R. Santarsiero, Jr.	Director	
John R. Santarsiero, Jr. /s/ Thomas H. Thurlow, Jr.	Director	
Thomas H. Thurlow, Jr. /s/ Edwin E. Walpole, III	Director	
Edwin E. Walpole, III		
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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5	Opinion of Crary, Buchanan, Bowdish, Bovie, Beres, Elder & Williamson, Chartered regarding validity.
23.2	Consent of KPMG LLP.
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