

FRANKLIN ELECTRIC CO INC
Form S-8
December 19, 2003

Registration No. 333-_____

ROBERT J. REGAN
SCHIFF HARDIN & WAITE
6600 SEARS TOWER
CHICAGO, ILLINOIS 60606-6473
(312) 258-5500

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2) (3)	PROPOSED	PROPOSED	R
		MAXIMUM	MAXIMUM	
		OFFERING PRICE PER SHARE (1) (2)	AGGREGATE OFFERING PRICE (1) (2)	
Common Stock, par value \$.10 per share, including related Common Stock Purchase Rights	334,000	\$59.40	\$19,839,600	
(1)	The 334,000 shares being registered under the Franklin Electric Co., Inc. Stock Option Plan) were previously registered on a registration statement on Form S-8 (File No. remained unissued under the Franklin Electric Co., Inc. Amended and Restated 1996 Nonemployee Director Stock Option Plan (the Nonemployee Director Plan). As explained below, the Director Plan was merged with and into the Plan on April 25, 2003. The Registrant's registration fee of \$3,700.62 for the shares covered by the registration statement Nonemployee Director Plan, of which \$2,942.81 relates to the 334,000 unissued shares is concurrently filing a post-effective amendment to that registration statement to 334,000 shares, and is hereby carrying forward those shares and the associated registration fee previously paid with respect to those shares to this Registration Statement. Because the amount being carried forward exceeds the filing fee calculated for this Registration Statement, no additional filing fee is being paid at this time.			
(2)	Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, as amended, on the basis of \$59.40 per share, the average low sales prices of the Common Stock reported on the National Association of Securities Dealers Automated Quotation System on December 12, 2003, with respect to 334,000 shares. Because the fee being carried over as described above in Note 1 exceeds the filing fee calculated for this Registration Statement, no additional fee is due with respect to this Registration Statement.			
(3)	Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also covers any additional shares of Common Stock which become issuable under the Plan by any stock dividend, stock split, recapitalization or any other similar transaction without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.			

EXPLANATORY NOTE

The Nonemployee Director Plan was merged with and into the Franklin Electric Co., Inc. 1996 Employee Stock Option Plan, effective April 25, 2003. In connection therewith, the name of the merged plan was changed to the "Franklin Electric Co., Inc. Stock Option Plan."

STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

The contents of the Registration Statement on Form S-8 (File No.

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333-01959), filed by the Registrant with the Securities and Exchange Commission on March 26, 1996, registering shares of its Common Stock, par value \$0.10 per share issuable under the Franklin Electric Co., Inc. 1996 Employee Stock Option Plan (which, as explained above, is now known as the Franklin Electric Co., Inc. Stock Option Plan), are hereby incorporated by reference. SEE footnote (1) above with respect to 334,000 shares carried forward to this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this Registration Statement (other than the exhibits and the signature page) is set forth in the Registration Statement on Form S-8 (File No. 333-01959), as described above, and is incorporated herein by reference.

ITEM 8. EXHIBITS.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this registration statement.

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 Bluffton, State of Indiana, on this 12th day of December, 2003.

FRANKLIN ELECTRIC CO., INC.

By: /s/ R. Scott Trumbull

R. Scott Trumbull
Chairman of the Board and
Chief Executive Officer

Each person whose signature appears below appoints each of R. Scott Trumbull and Gregg C. Sengstack as such person's true and lawful attorney to execute in the name of each such person, and to file, any amendments to this registration statement that such attorney deems necessary or desirable to enable the Registrant to comply with the Securities Act of 1933, and any rules, regulations, and requirements of the Commission with respect thereto, in connection with the registration of the shares of Common Stock (and the related Common Stock Purchase Rights attached thereto) that are subject to this registration statement, which amendments may make such changes in such registration statement as the above-named attorneys deem appropriate, and to comply with the undertakings of the Registrant made in connection with this registration statement, and each of the

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undersigned hereby ratifies all that said attorneys will 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 and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ R. Scott Trumbull ----- R. Scott Trumbull	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December 12, 2003
/s/ Gregg C. Sengstack ----- Gregg C. Sengstack	Senior Vice President Financial Officer and Secretary (Principal Financial and Accounting Officer)	December 12, 2003
/s/ Jerome D. Brady ----- Jerome D. Brady	Director	December 12, 2003
/s/ David A. Roberts ----- David A. Roberts	Director	December 16, 2003
/s/ Robert H. Little ----- Robert H. Little	Director	December 12, 2003
/s/ Patricia Schaefer ----- Patricia Schaefer	Director	December 12, 2003
/s/ Donald J. Schneider ----- Donald J. Schneider	Director	December 12, 2003
/s/ Howard B. Witt ----- Howard B. Witt	Director	December 12, 2003

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EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT -----
4.1	Amended and Restated Articles of Incorporation of Franklin Electric Co, Inc. (incorporated herein by reference to the Company's Form 10-Q for the quarter ended April 3, 1999)
4.2	By-laws of Franklin Electric Co., Inc. as amended to date (incorporated herein by reference to the Company's Form 10-K for the year ended December 28, 2002)
4.3	Rights Agreement dated as of October 15, 1999 between Franklin Electric Co., Inc. and Illinois Stock Transfer Company (incorporated herein by reference to the Company's registration statement on Form 8-A dated October 15, 1999)
5	Opinion of Schiff Hardin & Waite
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Schiff Hardin & Waite (contained in its opinion filed herein as Exhibit 5)
24	Powers of Attorney (as set forth in the signature pages hereto)