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

As filed with the Securities and Exchange Commission on December 19, 2003

Registration No. 333-01957

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FRANKLIN ELECTRIC CO., INC.
(Exact name of registrant as specified in its charter)

INDIANA	35-0827455
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

400 East Spring Street
Bluffton, Indiana 46714
(Address of principal executive offices)

FRANKLIN ELECTRIC CO., INC.
1996 NONEMPLOYEE DIRECTOR STOCK OPTION PLAN
(Full title of the plan)

GREGG C. SENGSTACK
SENIOR VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND SECRETARY
FRANKLIN ELECTRIC CO., INC.
400 EAST SPRING STREET
BLUFFTON, INDIANA 46714
(260) 824-2900

(Name, address and telephone number, including area code,
of agent for service)

WITH A COPY TO:

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

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EXPLANATORY NOTE

Franklin Electric Co., Inc. (the "Registrant") filed a Registration Statement on Form S-8 on March 26, 1996 (File No. 333-01957) which registered 90,000 shares of Common Stock, par value \$.10 per share ("Common Stock"), of the Registrant for issuance pursuant to the Franklin Electric Co., Inc. 1996 Nonemployee Director Stock Option Plan (the "Plan").

The Registrant hereby files this Post-Effective Amendment No. 1 to terminate Registration Statement No. 333-01957 to reflect that all of the securities registered under this Registration Statement have been issued in accordance with and pursuant to the Plan.

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 a Post-Effective Amendment No. 1 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bluffton, State of Indiana on this 17th day of December, 2003.

FRANKLIN ELECTRIC CO., INC.

By: /s/ R. Scott Trumbull

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	
/s/ R. Scott Trumbull ----- R. Scott Trumbull	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December
/s/ Gregg C. Sengstack ----- Gregg C. Sengstack	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	December

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Jerome D. Brady

Director

/s/ Robert H. Little*

Robert H. Little

Director

December

/s/ Patricia Schaefer*

Patricia Schaefer

Director

December

/s/ Donald J. Schneider*

Donald J. Schneider

Director

December

/s/ Howard B. Witt*

Howard B. Witt

Director

December

*By: /s/ Jess B. Ford

Jess B. Ford
Attorney-In-Fact