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WITT HOWARD B
Form 4
April 15, 2003

FORM 4
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[X] STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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(f) OF THE INVESTMENT COMPANY ACT OF 1940

Name and Address of Reporting Person*

Howard B. Witt
93A Bateman Road
Barrington Hills, IL 60010

Issuer Name and Ticker or Trading Symbol

Franklin Electric Co., Inc. (FELE)

IRS or Social Security Number of Reporting Person (Voluntary)

Statement for Month/Day/Year

04/15/03

If Amendment, Date of Original (Month/Day/Year)

Relationship of Reporting Person(s) to Issuer
(Check all Applicable)

X Director 10% Owner

Officer (Give Title Below) Other (Specify Below)

Individual or Joint/Group Filing
(Check Applicable Line)

X Filed by One Reporting Person

Filed by More Than One Reporting Person

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

| 1 | 2 | 2A | 3 | | 4 | | | 5 | 6 |
|-----------------------------|-------------------|----------------------------------|----------------------------|---|--------|--------|-------|---|--|
| Title of Security (Instr 3) | Tran Date (M/D/Y) | Deemed Exec Date, if any (M/D/Y) | Transaction Code (Instr 8) | V | Amount | A or D | Price | Amount of Securities Beneficially Owned follow Report Trans (Instr 3 & 4) | Ownership: Form: Dir (D) or Indirect (I) (Instr 4) |
| Common St | 4/14/03 | | M | | 6000 | A | 15.50 | | |
| Common St | 4/14/03 | | M | | 6000 | A | 18.50 | 13300 | D |

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Table II Derivative Securities Acquired, Disposed Of, or Beneficially Owned (Puts, Calls, Warrants, Options, Convertible Securities)

| 1 | 2 | 3 | 3A | 4 | 5 | 6 | 7 | 8 |
|--------------------------------------|---|--------------------------|--------------------------------|--------------------------|---|--|---|-------------------------------------|
| Title of Derivative Security (Ins 3) | Conversion or Exercise Price of Derivative Security | Transaction Date (M/D/Y) | Deem Exec Date, if any (M/D/Y) | Transaction Code (Ins 8) | Number of Derivative Securities Acquired (A) or Disposed of (D) (Ins 3,4,5) | Date Exercisable & Expiration Date (M/D/Y) | Title & Amount of Underlying Securities (Instr 3 & 4) | Priority of Derivative Security (In |

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| | Code | V | (A) | (D) | Date Exer | Expir Date | Title | Num of Shrs | |
|-----------------------|------|---|-----|------|--------------|---------------|---------|-------------------|------|
| Option (right to buy) | | | | | | | | | |
| \$15.50 | | | | 6000 | | 8/15/04 | C Stock | 6000 | \$15 |
| Option (right to buy) | | | | | | | | | |
| \$18.50 | | | | 6000 | | 4/12/06 | C Stock | 6000 | \$18 |

/s/ Gregg C. Sengstack, Power of Attorney for Howard B. Witt

April 15, 2003

Signature of Reporting Person

Date

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