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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 (I.R.S. Employer  
incorporation or organization) 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

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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 -----	DATE
/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\*  
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Robert H. Little

Director

Decembe

/s/ Patricia Schaefer\*  
-----  
Patricia Schaefer

Director

Decembe

/s/ Donald J. Schneider\*  
-----  
Donald J. Schneider

Director

Decembe

/s/ Howard B. Witt\*  
-----  
Howard B. Witt

Director

Decembe

\*By: /s/ Jess B. Ford  
-----  
Jess B. Ford  
Attorney-In-Fact