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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. 333-93121
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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.
EMPLOYEE STOCK OWNERSHIP 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

Pursuant to Item 512(a)(3), this Post-Effective Amendment No. 1 to Form S-8 Registration Statement is filed in order to deregister securities remaining unsold under Registration Statement No. 333-93121, filed on December 20, 1999.

Registration Statement No. 333-93121 covered 50,000 shares of Common Stock, par value \$.10 per share, of Franklin Electric Co., Inc. ("Common Stock") issuable under the Franklin Electric Co., Inc. Employee Stock Ownership Plan (the "Plan") and an indeterminate number of interests in the Plan. This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and withdraw from registration all shares of Common Stock and participation interests in the Plan that remain unissued as of the date hereof.

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 this 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 -----	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	December

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Accounting Officer)

/s/ Jerome D. Brady*

Director

Decembe

Jerome D. Brady

Director

Robert H. Little

/s/ Patricia Schaefer*

Director

Decembe

Patricia Schaefer

Director

Donald J. Schneider

/s/ Howard B. Witt*

Director

Decembe

Howard B. Witt

*By: /s/ Gregg C. Sengstack

Gregg C. Sengstack
Attorney-In-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bluffton, State of Indiana, on December 17, 2003.

FRANKLIN ELECTRIC EMPLOYEE STOCK
OWNERSHIP PLAN

By: /s/ Gregg C. Sengstack

Gregg C. Sengstack
Member, Employee Benefits Committee

By: /s/ R. Scott Trumbull

R. Scott Trumbull
Member, Employee Benefits Committee

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By: /s/ Gary D. Ward

Gary D. Ward
Member, Employee Benefits Committee