

MORGAN HOWARD L
Form 4
November 20, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN HOWARD L

2. Issuer Name and Ticker or Trading Symbol
FRANKLIN ELECTRONIC PUBLISHERS INC [FEP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
764 MT. MORO ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

VILLANOVA, PA 19085
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	11/18/2009		M		21,429	A	\$ 1.4	55,429	D	
Common Stock \$0.01 par value	11/18/2009		F		12,195	D	\$ 2.46	43,234	D	
Common Stock \$0.01 par value	11/18/2009		M		18,405	A	\$ 1.63	61,639	D	
	11/18/2009		F		12,195	D		49,444	D	

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Common Stock \$0.01 par value					\$	2.46		
Common Stock \$0.01 par value	11/18/2009		M	14,285	A	\$ 2.1	63,729	D
Common Stock \$0.01 par value	11/18/2009		F	12,194	D	\$ 2.46	51,535	D
Common Stock \$0.01 par value	11/18/2009		M	33,708	A	\$ 0.89	85,243	D
Common Stock \$0.01 par value	11/18/2009		F	12,195	D	\$ 2.46	73,048	D
Common Stock \$0.01 par value							5,250	I
								Held for Dr. Morgans children ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 1.4	11/18/2009		M	21,429	06/02/2002	01/02/2012	Common Stock, par value \$0.01 per share	21,429
Options (right to	\$ 1.63	11/18/2009		M	18,405	06/03/2003	01/03/2013	Common Stock, par	18,405

buy)								value \$0.01 per share	
Options (right to buy)	\$ 2.1	11/18/2009	M	14,285	06/03/2007	01/03/2017	Common Stock, par value \$0.01 per share	14,285	
Options (right to buy)	\$ 0.89	11/18/2009	M	33,708	06/02/2009	01/02/2019	Common Stock, par value \$0.01 per share	33,708	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN HOWARD L 764 MT. MORO ROAD VILLANOVA, PA 19085		X		

Signatures

/s/ Howard L.
Morgan

11/20/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are held directly by Dr. Morgans' children. Dr. Morgan disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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