

FRANKLIN ELECTRONIC PUBLISHERS INC

Form 4

November 20, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMONS JAMES H

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)

800 THIRD AVE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

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

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. Transaction 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 Indirect Beneficial 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
					431,429	D	
Common Stock, \$0.01 par value	11/18/2009		F		12,195	D	\$ 2.46
					419,234	D	
Common Stock, \$0.01 par value	11/18/2009		M		18,405	A	\$ 1.63
					437,639	D	

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Common Stock, \$0.01 par value	11/18/2009	F	12,195	D	\$ 2.46	425,444	D	
Common Stock, \$0.01 par value	11/18/2009	M	14,285	A	\$ 2.1	439,729	D	
Common Stock, \$0.01 par value	11/18/2009	F	12,194	D	\$ 2.46	427,535	D	
Common Stock, \$0.01 par value	11/18/2009	M	33,708	A	\$ 0.89	461,243	D	
Common Stock, \$0.01 par value	11/18/2009	F	12,195	D	\$ 2.46	449,048	D	
Common Stock, \$0.01 par value						1,684,640	I	By Bermuda Trust Company Limited ⁽¹⁾
Common Stock, \$0.01 par value						4,701	I	Held by Dr. Simons' child ⁽²⁾
Common Stock, \$0.01 par value						4,701	I	Held by Dr. Simons as custodian ⁽³⁾
Common Stock, \$0.01 par value						4,701	I	Held by Dr. Simons as administrator ⁽⁴⁾
Common Stock, \$0.01 par value						850	I	Held by Dr. Simons' wife ⁽⁵⁾
Common Stock, \$0.01 par value						2,001	I	Held by Dr. Simons' child ⁽⁶⁾
						53	I	

Common
Stock,
\$0.01 par
value

Held by
Renaissance
Ventures Ltd.
(7)

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 buy)	\$ 1.63	11/18/2009		M		18,405		06/03/2003	01/03/2013	Common Stock, par value \$0.01 per share	18,405
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
SIMONS JAMES H 800 THIRD AVE NEW YORK, NY 10022	X

Signatures

/s/ James
Simons

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 by Bermuda Trust Company Limited, as Trustee of the Lord Jim Trust, a trust created under the laws of the Islands of Bermuda (the "Trust"). The principal beneficiaries of the Trust are Dr. Simons and his parents and children.
- (2) These shares are held directly by Dr. Simons' child, Nathaniel Simons. Dr. Simons disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Exchange Act of 1934.
- (3) These shares are held directly by Dr. Simons' child, Audrey Simons. Dr. Simons disclaims beneficial ownership of these shares for the purposes of Section 16 of the Securities Exchange Act of 1934.
- (4) These shares are held directly by Dr. Simons as administrator of the estate of Nicholas Simons.
- (5) These shares are held directly by Dr. Simons' wife. Dr. Simons disclaims beneficial ownership of these shares for puposes of Section 16 of the Securities Exchange Act of 1934.
- (6) These shares are held directly by Dr. Simons' child, Elizabeth Simons. Dr. Simons disclaims beneficial ownership of these shares for the purposes of Section 16 of the Securities Exchange Act of 1934.
- (7) These shares are held by Renaissance Ventures Ltd., a New York corporation of which Dr. Simons is the sole shareholder.

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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