

FRANKLIN ELECTRONIC PUBLISHERS INC
 Form 4
 February 24, 2010

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2010

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

NEW YORK, NY 10022

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, \$0.01 par value | 02/24/2010 | | J ⁽¹⁾ | 4,701 D | \$ 2.5 | 0 | I Held by Dr. Simons' child ⁽²⁾ |
| Common Stock, \$0.01 par value | 02/24/2010 | | J ⁽¹⁾ | 4,701 D | \$ 2.5 | 0 | I Held by Dr. Simons as custodian ⁽³⁾ |
| Common Stock, \$0.01 par value | 02/24/2010 | | J ⁽¹⁾ | 4,701 D | \$ 2.5 | 0 | I Held by Dr. Simons as administrator ⁽⁴⁾ |

| | | | | | | | | |
|--------------------------------|------------|------------------|-------|---|--------|---|---|--|
| Common Stock, \$0.01 par value | 02/24/2010 | J ⁽¹⁾ | 850 | D | \$ 2.5 | 0 | I | Held by Dr. Simons' wife ⁽⁵⁾ |
| Common Stock, \$0.01 par value | 02/24/2010 | J ⁽¹⁾ | 2,001 | D | \$ 2.5 | 0 | I | Held by Dr. Simons' child ⁽⁶⁾ |
| Common Stock, \$0.01 par value | 02/24/2010 | J ⁽¹⁾ | 53 | D | \$ 2.5 | 0 | I | Held by Renaissance Ventures Ltd. ⁽⁷⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 H.
Simons

02/24/2010

__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) Such shares of common stock were cancelled in connection with the merger of Saunders Acquisition Corporation with and into the Issuer in exchange for a cash payment of \$2.50 per share.
 - (2) These shares were 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 were 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 were held directly by Dr. Simons as administrator of the estate of Nicholas Simons.
 - (5) These shares were 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 were 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 were 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.