

FRANKLIN ELECTRONIC PUBLISHERS INC  
 Form 4  
 November 20, 2009

**FORM 4**

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

OMB APPROVAL

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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)

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

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

800 THIRD AVE  
 (Street)

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

NEW YORK, NY 10022

(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)
			Code	V	Amount or 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 <sup>(1)</sup>
Common Stock, \$0.01 par value						4,701	I	Held by Dr. Simons' child <sup>(2)</sup>
Common Stock, \$0.01 par value						4,701	I	Held by Dr. Simons as custodian <sup>(3)</sup>
Common Stock, \$0.01 par value						4,701	I	Held by Dr. Simons as administrator <sup>(4)</sup>
Common Stock, \$0.01 par value						850	I	Held by Dr. Simons' wife <sup>(5)</sup>
Common Stock, \$0.01 par value						2,001	I	Held by Dr. Simons' child <sup>(6)</sup>
						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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(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. 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.