

Schillings Walter  
Form 4  
February 25, 2010

**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 \*  
Schillings Walter

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)  
02/24/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Managing Director

C/O FRANKLIN ELECTRONIC PUBLISHERS, INC., ONE FRANKLIN PLAZA  
(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

BURLINGTON, NJ 08016-4907  
(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                                                   |                                   |

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)**

## Edgar Filing: Schillings Walter - Form 4

| 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. F. Derivative Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                        | Amount or Number of Shares |
| Options                                    | \$ 7.5                                                 | 02/24/2010                           |                                                    | D                              |                                                                                         | 5,000                                                    | <u>(3)</u> 06/23/2010                                         | Common Stock                                 | 5,000                      |
| Options                                    | \$ 3.5                                                 | 02/24/2010                           |                                                    | D                              |                                                                                         | 9,952                                                    | <u>(2)</u> 03/11/2012                                         | Common Stock                                 | 9,952                      |
| Options                                    | \$ 1.2                                                 | 02/24/2010                           |                                                    | D                              |                                                                                         | 750                                                      | <u>(1)</u> 02/26/2012                                         | Common Stock                                 | 750                        |
| Options                                    | \$ 2.7                                                 | 02/24/2010                           |                                                    | D                              |                                                                                         | 3,000                                                    | <u>(2)</u> 10/08/2013                                         | Common Stock                                 | 3,000                      |
| Options                                    | \$ 3.84                                                | 02/24/2010                           |                                                    | D                              |                                                                                         | 5,000                                                    | <u>(2)</u> 10/04/2014                                         | Common Stock                                 | 5,000                      |
| Options                                    | \$ 3.8                                                 | 02/24/2010                           |                                                    | D                              |                                                                                         | 5,000                                                    | <u>(2)</u> 10/31/2015                                         | Common Stock                                 | 5,000                      |
| Options                                    | \$ 3.82                                                | 02/24/2010                           |                                                    | D                              |                                                                                         | 7,500                                                    | <u>(2)</u> 10/01/2017                                         | Common Stock                                 | 7,500                      |
| Options                                    | \$ 1.4                                                 | 02/24/2010                           |                                                    | D                              |                                                                                         | 1,250                                                    | <u>(1)</u> 10/07/2018                                         | Common Stock                                 | 1,250                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                   | Relationships |           |                   |       |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                                  | Director      | 10% Owner | Officer           | Other |
| Schillings Walter<br>C/O FRANKLIN ELECTRONIC PUBLISHERS, INC.<br>ONE FRANKLIN PLAZA<br>BURLINGTON, NJ 08016-4907 |               |           | Managing Director |       |

## Signatures

/s/ Walter Schillings                      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) These options were cancelled in connection with the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$2.50.
- (2) These options were cancelled without consideration in connection with the Merger.
- (3) These options were cancelled without consideration in connection with the merger (the "Merger") of Saunders Acquisition Corporation with and into the Issuer.

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.