

MORGAN HOWARD L

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

OMB  
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(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

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 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 55,429
Common Stock \$0.01 par value	11/18/2009		F		12,195	D	\$ 2.46 43,234
Common Stock \$0.01 par value	11/18/2009		M		18,405	A	\$ 1.63 61,639
	11/18/2009		F		12,195	D	49,444

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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 <sup>(1)</sup>

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)			
				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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