

TURNER WILLIAM H

Form 4

February 25, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TURNER WILLIAM 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)

15 KIPS RIDGE

(Street)

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

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

MONTCLAIR, NJ 07042

(City) (State) (Zip)

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

**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 (D) Price			

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  
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 9.875	02/24/2010	D		2,038	(2)	07/29/2010		Common Stock	2,038
Options	\$ 4.813	02/24/2010	D		6,234	(3)	01/01/2011		Common Stock	6,234
Options	\$ 1.4	02/24/2010	D		21,429	(1)	01/02/2012		Common Stock	21,429
Options	\$ 3.5	02/24/2010	D		11,210	(3)	03/11/2012		Common Stock	11,210
Options	\$ 1.63	02/24/2010	D		18,405	(1)	01/02/2013		Common Stock	18,405
Options	\$ 3.81	02/24/2010	D		7,874	(3)	01/02/2014		Common Stock	7,874
Options	\$ 4.31	02/24/2010	D		6,960	(3)	01/07/2015		Common Stock	6,960
Options	\$ 3.78	02/24/2010	D		7,936	(3)	01/03/2016		Common Stock	7,936
Options	\$ 2.1	02/24/2010	D		14,285	(1)	01/03/2017		Common Stock	14,285
Options	\$ 3.14	02/24/2010	D		9,554	(3)	01/02/2018		Common Stock	9,554
Options	\$ 0.89	02/24/2010	D		33,708	(1)	01/02/2019		Common Stock	33,708

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER WILLIAM H 15 KIPS RIDGE MONTCLAIR, NJ 07042	X			

## Signatures

/s/ William  
Turner  
02/24/2010  
Date

Signature of  
Reporting Person

## 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 (the "Merger") of Saunders Acquisition Corporation with and into the Issuer.
- (3) These options were cancelled without consideration in connection with the Merger.

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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