

SCHUBEL JERRY R

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 \*  
SCHUBEL JERRY R

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)  
225 WEST THIRD STREET, APT/  
132

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

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

(Street)  
LONG BEACH, CA 90802

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)
Common Stock	02/24/2010		D	(A) or (D) Code V Amount Price (1) 14,813 \$ 2.5	0	D	

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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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Options	\$ 9.875	02/24/2010		D	2,038	<u>(3)</u>	07/19/2010	Common Stock		2,038
Options	\$ 4.813	02/24/2010		D	6,234	<u>(3)</u>	01/04/2011	Common Stock		6,234
Options	\$ 1.4	02/24/2010		D	21,429	<u>(2)</u>	01/02/2012	Common Stock		21,429
Options	\$ 3.5	02/24/2010		D	16,226	<u>(3)</u>	03/11/2012	Common Stock		16,226
Options	\$ 1.63	02/24/2010		D	18,405	<u>(2)</u>	01/02/2013	Common Stock		18,405
Options	\$ 3.81	02/24/2010		D	7,874	<u>(3)</u>	01/02/2014	Common Stock		7,874
Options	\$ 4.31	02/24/2010		D	6,960	<u>(3)</u>	01/07/2015	Common Stock		6,960
Options	\$ 3.78	02/24/2010		D	7,936	<u>(3)</u>	01/03/2016	Common Stock		7,936
Options	\$ 2.1	02/24/2010		D	14,285	<u>(2)</u>	01/03/2017	Common Stock		14,285
Options	\$ 3.14	02/24/2010		D	9,554	<u>(3)</u>	01/02/2018	Common Stock		9,554
Options	\$ 0.89	02/24/2010		D	33,708	<u>(2)</u>	01/02/2019	Common Stock		33,708

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUBEL JERRY R 225 WEST THIRD STREET APT/ 132 LONG BEACH, CA 90802	X			

## Signatures

/s/ Jerry Schubel

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) Represents shares of common stock that were cancelled with the merger (the "Merger") of Saunders Acquisition Corporation with and into the Issuer in exchange for a cash payment of \$2.50 per share.
- (2) 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.
- (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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