

FRANKLIN ELECTRONIC PUBLISHERS INC

Form 4

December 08, 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
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 *
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)

800 THIRD AVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2009

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

NEW YORK, NY 10022

(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) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common Stock, \$0.01 par value | 12/04/2009 | | J ⁽¹⁾ | 1,684,640 | D <u>(2)</u> 0 | I | By Bermuda Trust Company Limited ⁽³⁾ |
| Common Stock, \$0.01 par value | | | | | 4,701 | I | Held by Dr. Simons' child ⁽⁴⁾ |
| Common Stock, \$0.01 par value | | | | | 4,701 | I | Held by Dr. Simons as custodian ⁽⁵⁾ |

| | | | |
|---|-------|---|--|
| Common Stock, \$0.01 par value | 4,701 | I | Held by Dr. Simons as administrator (6) |
| Common Stock, \$0.01 par value | 850 | I | Held by Dr. Simons' wife (7) |
| Common Stock, \$0.01 par value | 2,001 | I | Held by Dr. Simons' child (8) |
| Common Stock, \$0.01 par value | 53 | I | Held by Renaissance Ventures Ltd. (9) |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMONS JAMES H 800 THIRD AVE | X | | | |

NEW YORK, NY 10022

Signatures

/s/ James H.

12/08/2009

Simons

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 a capital contribution of such shares to Saunders Acquisition Corporation ("Saunders").
- (2) Disposed of pursuant to an Exchange Agreement with Saunders in exchange for 1,684,640 shares of Saunders' Series A Preferred Stock.
- (3) These Shares were 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.
- (4) 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.
- (5) 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.
- (6) These shares are held directly by Dr. Simons as administrator of the estate of Nicholas Simons.
- (7) These shares are held directly by Dr. Simons' wife. Dr. Simons disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Exchange Act of 1934.
- (8) 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.
- (9) 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.

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