

COHEN EDWARD H
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 *
COHEN EDWARD 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)
6404 DESERT WIND CIRCLE
(Street)

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

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

TUSCON, AZ 85750
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/24/2010 | | D | 5,086 | D \$ 2.5 | 0 (1) | D |

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)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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> 01/04/2016 | 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 |
| COHEN EDWARD H 6404 DESERT WIND CIRCLE TUSCON, AZ 85750 | | X | | |

Signatures

/s/ Edward
Cohen

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 in connection 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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