

FRANKLIN ELECTRONIC PUBLISHERS INC
 Form 3/A
 June 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	
Â Schillings Walter			10/01/2004	FRANKLIN ELECTRONIC PUBLISHERS INC [FEP]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
				(Check all applicable)	05/27/2005
C/O FRANKLIN ELECTRONIC PUBLISHERS INC.,Â ONE FRANKLIN PLAZA				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
BURLINGTON,Â NJÂ 08016-4907				Managing Director	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(I)
(Instr. 5)

Option/Right to buy	Â <u>(1)</u>	06/03/2007	Common Stock, \$.01 par value	5,000	\$ 10.125	D	Â
Option/Right to buy	Â <u>(2)</u>	11/23/2008	Common Stock, \$.01 par value	4,000	\$ 8.75	D	Â
Options/Right to buy	Â <u>(3)</u>	07/28/2009	Common Stock, \$.01 par value	7,500	\$ 4	D	Â
Options/Right to buy	Â <u>(4)</u>	10/22/2009	Common Stock, \$.01 par value	10,000	\$ 4.875	D	Â
Options/Right to buy	Â <u>(5)</u>	06/23/2010	Common Stock, \$.01 par value	5,000	\$ 7.5	D	Â
Options/Right to buy	Â <u>(6)</u>	06/20/2011	Common Stock, \$.01 par value	5,000	\$ 2.8	D	Â
Options/Right to buy	Â <u>(7)</u>	03/11/2012	Common Stock, \$.01 par value	9,952	\$ 3.5	D	Â
Options/Right to buy	Â <u>(8)</u>	06/26/2012	Common Stock, \$.01 par value	3,000	\$ 1.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schillings Walter C/O FRANKLIN ELECTRONIC PUBLISHERS INC. ONE FRANKLIN PLAZA BURLINGTON,Â NJÂ 08016-4907	Â	Â	Â Managing Director	Â

Signatures

Walter
Schillings

06/06/2005

 **Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) An option to purchase 5,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of June 3, 1998, June 3, 1999, June 3, 2000 and June 3, 2001.

(2) An option to purchase 4,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of November 23, 1999, November 23, 2000, November 23, 2001 and November 23, 2002.

(3) An option to purchase 7,500 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of July 28, 2000, July 28, 2001, July 28, 2002 and July 28, 2003.

(4) An option to purchase 10,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of October 22, 2000, October 22, 2001, October 22, 2002, October 22, 2003.

(5) An option to purchase 5,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of June 23, 2001, June 23, 2002, June 23, 2003 and June 23, 2004.

(6) An option to purchase 5,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of June 20, 2002, June 20, 2003 and June 20, 2004. The balance of such option becomes exercisable in one-fourth on June 20, 2005.

(7) An option to purchase 9,952 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of March 11, 2003, March 11, 2004 and March 11, 2005. The balance of such option becomes exercisable in one-fourth on March 11, 2006.

(8) An option to purchase 3,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Amended and Restated Stock Option Plan. One fourth of such option became exercisable on each of June 26, 2003 and June 26, 2004. The balance of such option becomes exercisable in one-fourth on each of June 26, 2005 and June 26, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.