

LEWIS MARCY  
Form 4  
September 16, 2009

**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 \*  
**LEWIS MARCY**

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)  
**11111 BISCAYNE BLVD.**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/02/2009**

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

**N. MIAMI, FL 33181**

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2009		P		2,000	A	\$ 0.9 949,016
Common Stock	01/06/2009		P		5,801	A	\$ 0.88 954,817
Common Stock	01/07/2009		P		5,183	A	\$ 0.97 960,000
Common Stock	01/08/2009		P		3,039	A	\$ 0.93 963,039
Common Stock	01/13/2009		P		3,000	A	\$ 0.96 966,039

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Common Stock	01/15/2009	P	5,000	A	\$ 1.04	971,039	D
Common Stock	01/20/2009	S	900	D	\$ 0.99	970,139	D
Common Stock	01/23/2009	S	10,000	D	\$ 0.9	960,139	D
Common Stock	01/27/2009	S	19,800	D	\$ 0.9	940,339	D
Common Stock	02/02/2009	S	20,800	D	\$ 0.8	919,539	D
Common Stock	02/03/2009	P	3,800	A	\$ 0.85	923,339	D
Common Stock	02/04/2009	P	1,000	A	\$ 0.81	924,339	D
Common Stock	02/06/2009	P	7,500	A	\$ 0.95	931,839	D
Common Stock	02/09/2009	P	12,100	A	\$ 1.09	943,939	D
Common Stock	02/10/2009	P	100	A	\$ 1	944,039	D
Common Stock	02/11/2009	P	1,000	A	\$ 1.11	945,039	D
Common Stock	02/17/2009	S	100	D	\$ 0.91	944,939	D
Common Stock	02/20/2009	P	1,011	A	\$ 0.92	945,950	D
Common Stock	02/24/2009	P	100	A	\$ 0.99	946,050	D
Common Stock	02/26/2009	P	1,000	A	\$ 0.88	947,050	D
Common Stock	03/10/2009	P	700	A	\$ 0.89	947,750	D
Common Stock	03/11/2009	P	1,000	A	\$ 0.79	948,750	D
Common Stock	03/12/2009	P	1,000	A	\$ 0.91	949,750	D
Common Stock	03/18/2009	P	2,000	A	\$ 0.71	951,750	D
Common Stock	03/23/2009	S	5,850	D	\$ 0.8	945,900	D
	04/17/2009	P	200	A		946,100	D

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Common Stock					\$			
					0.84			
Common Stock	04/22/2009		P	2,000	A	\$	948,100	D
						0.87		
Common Stock	04/30/2009		S	2,750	D	\$	945,350	D
						0.81		

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

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(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 Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS MARCY 11111 BISCAYNE BLVD. N. MIAMI, FL 33181		X		

## Signatures

Marcy Lewis                      09/15/2009  
 \*\*Signature of                      Date  
 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).

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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