

FRANKLIN ELECTRONIC PUBLISHERS INC  
 Form 4  
 January 20, 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 \*  
 Saunders Acquisition Corp

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)  
 2 BRIARWOOD COURT  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/07/2009

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

PRINCETON JUNCTION, NJ 08850  
 (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/07/2009		J <sup>(1)</sup>		1,900	A	\$ 2.5
Common Stock	12/17/2009		J <sup>(2)</sup>		100	A	\$ 2.5
Common Stock	12/29/2009		J <sup>(3)</sup>		39,000	A	\$ 2.5
Common Stock	12/30/2009		J <sup>(4)</sup>		117,000	A	\$ 2.5
Common Stock	01/05/2010		J <sup>(5)</sup>		2,714	A	\$ 2.5

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 Beneficially Owned (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
Saunders Acquisition Corp 2 BRIARWOOD COURT PRINCETON JUNCTION, NJ 08850		X		

## Signatures

/s/ Barry J. Lipsky, President of Saunders Acquisition Corp. 01/20/2010

\_\_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).

Represents shares of the Issuer's common stock, par value \$0.01 per share (the "Common Stock"), acquired by the Reporting Person pursuant to the certain exchange agreement between the Reporting Person and Frank A. Musto, Chief Financial Officer of the Issuer and Treasurer of the Reporting Person. In consideration of such contribution, Mr. Musto received a number of shares of the Reporting Person's Series A Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), equal to the number of shares of Common Stock contributed to the Reporting Person by Mr. Musto.

(2) Represents share of Common Stock acquired by the Reporting Person pursuant to that certain exchange agreement between the Reporting Person and Toshihide Hokari, Chief Operating Officer of the Issuer and Secretary of the Reporting Person. In consideration of such contribution, Mr. Hokari received a number of shares of Series A Preferred Stock equal to the number of shares Common Stock contributed to the Reporting Person by Mr. Hokari.

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- Represents shares of Common Stock acquired by the Reporting Person pursuant to that certain exchange agreement between the
- (3) Reporting Person and Julien David, a shareholder of the Issuer. In consideration of such contribution, Mr. David received a number of shares of Series A Preferred Stock equal to the number of shares of Common Stock contributed to the Reporting Person by Mr. David.
- Represents shares of Common Stock acquired by the Reporting Person pursuant to that certain exchange agreement between the
- (4) Reporting Person and Morton David, a shareholder of the Issuer. In consideration of such contribution, Mr. David received a number of shares of Series A Preferred Stock equal to the number of shares of Common Stock contributed to the Reporting Person by Mr. David.
- Represents additional shares of Common Stock acquired by the Reporting Person pursuant to the above-referenced exchange agreements between the Reporting Person and each of Messrs. Musto and Hokari. In consideration of such contributions, Messrs. Musto and Hokari each received a number of shares of Series A Preferred Stock equal to the number of additional shares of Common Stock contributed to the Reporting Person by him.
- (5)

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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