

FRANKLIN ELECTRONIC PUBLISHERS INC
 Form 3/A
 June 07, 2005

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

OMB APPROVAL

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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	3. Issuer Name and Ticker or Trading Symbol	
Â Crincoli Michael		(Month/Day/Year)	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)
		10/01/2003		05/27/2005
FRANKLIN ELECTRONIC PUBLISHERS, INC., Â ONE FRANKLIN PLAZA			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President, NA Operations	
BURLINGTON, Â NJ Â 08016				
(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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares			or Indirect (I) (Instr. 5)
Options/Right to buy	01/31/2001 ⁽¹⁾	01/31/2010	Common Stock, \$.01 par value	15,000	\$ 6		D Â
Options/Right to buy	06/20/2001 ⁽²⁾	06/20/2011	Common Stock, \$.01 par value	2,000	\$ 2.8		D Â
Options/Right to buy	03/11/2002 ⁽³⁾	03/11/2012	Common Stock, \$.01 par value	2,952	\$ 3.5		D Â
Options/Right to buy	06/26/2002 ⁽⁴⁾	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
Crincoli Michael FRANKLIN ELECTRONIC PUBLISHERS, INC. ONE FRANKLIN PLAZA BURLINGTON, NJ 08016	Â	Â	Â Vice President, NA Operations	Â

Signatures

Michael Crincoli 06/07/2005

**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).

An option to purchase 15,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan as amended and restated. One fourth of such option became exercisable on each of January 31, 2001, January 31, 2002, January 31, 2003 and January 31, 2004.

An option to purchase 2,000 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan as amended and restated. 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.

An option to purchase 2,952 shares of the Issuer's common stock, par value \$.01 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan as amended and restated. 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.

(4)

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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 Stock Option Plan as amended and restated. 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.