

FRANKLIN ELECTRONIC PUBLISHERS INC
Form 15-12B
February 24, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 1-13198

Franklin Electronic Publishers, Incorporated

(Exact name of registrant as specified in its charter)

One Franklin Plaza, Burlington, New Jersey 08016

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, Par Value \$0.01

(Title of each class of securities covered by this Form)

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: 10

Pursuant to the requirements of the Securities Exchange Act of 1934, Franklin Electronic Publishers, Incorporated has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

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Date: February 24, 2010

By:

/s/ FRANK A. MUSTO

Name:

Frank A. Musto

Title:

Vice President, Chief Financial Officer