

REED PATRICIA STACEY  
Form 4  
January 07, 2011

**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 \*  
REED PATRICIA STACEY

2. Issuer Name and Ticker or Trading Symbol  
SPICY PICKLE FRANCHISING INC [SPKL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

90 MADISON STREET, #700

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

(Street)

DENVER, CO 80206

(City) (State) (Zip)

**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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					20,052,544	D	
Common Stock					1,146,408	I	Presley Reed 1999 Family Trust

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

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SEC 1474 (9-02)

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**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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount
Warrants	\$ 0.2					12/14/2009	09/22/2014	Common Stock	900
Warrants	\$ 0.19					09/22/2009	09/22/2014	Common Stock	6,150
Convertible Note due 5/1/13	\$ 0.13					09/30/2009	05/01/2013	Common Stock	3,910
Convertible Note due 5/1/13	<u>(1)</u>					09/30/2009	05/01/2013	Warrants	250
Convertible Note due 5/1/13	\$ 0.105					05/10/2010	05/01/2013	Common Stock	
Convertible Note due 5/1/13	<u>(2)</u>					<u>(2)</u>	05/01/2013	Warrants	
Stock Options (Common Stock)	\$ 0.085	12/31/2010		A	200,000	12/31/2010	12/31/2015	Common Stock	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED PATRICIA STACEY 90 MADISON STREET, #700 DENVER, CO 80206	X	X		

## Signatures

Patricia Stacey  
Reed

01/07/2011

\*\*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).

(1) On May 10, 2010, Mrs. Reed became a holder of a convertible note for \$509,594.79 from the Issuer. The note is convertible at any time into shares at the rate of \$0.13 per share. In addition, for every \$2.00 converted, the note holders will receive a warrant to purchase 1 share of common stock with the exercise price to be 120% of the average of the volume weighted average prices for the 10 trading days preceding conversion.

(2) On May 10, 2010, Mrs. Reed was issued a convertible note for a \$2,000,000 revolving line of credit from the Issuer. The note is convertible at any time into shares at the rate of \$0.105 per share. In addition, for every 2 shares of common stock issued on conversion, Mrs. Reed will receive a warrant to purchase 1 share of common stock with the exercise price to be 120% of the average of the value weighted average prices for the 10 trading days preceding conversion.

(3) On 12/31/10 the Reporting Person was granted an incentive stock option under the Issuer's 2006 Option Plan to purchase 200,000 shares of common stock at an exercise price of \$0.085 per share. The options are fully vested on grant date.

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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