

Frawley Michael
Form SC 13D
February 28, 2007

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. ____)***

**FRAWLEY CORPORATION
(Name of Issuer)**

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

355540204
(CUSIP Number)

Michael P. Frawley
5737 Kanan Road, PMB 188
Agoura Hills, CA 91301
Telephone: (818) 735-6640

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 28, 2007
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 355540204

CUSIP No. 355540204

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Michael P. Frawley

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) ☐
 (b) ☐

3. SEC Use Only

4. Source of Funds (See Instructions)

PF, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of Shares	133,683

- | | |
|--|------------------------|
| Beneficially
Owned by
Each
Reporting
Person With | 8. Shared Voting Power |
| | 0 |
| <hr/> | |

9. Sole Dispositive Power

10.9%

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

133,683

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13. Percent of Class Represented by Amount in Row (11)

10.9%

14. Type of Reporting Person (See Instructions)

IN

Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$1.00 per share (the “Common Stock”) of Frawley Corporation, a Delaware corporation (the “Company”). The principal executive offices of the Company are located at 5737 Kanan Road, PMB 188, Agoura Hills, CA 91301.

Item 2. Identity and Background

This statement is being filed by Michael P. Frawley. Mr. Frawley is currently employed by Frawley Corporation, located at 5737 Kanan Rd., #188, Agoura Hills, CA 91301. Mr. Frawley is a citizen of the United States.

During the last five years, Michael P. Frawley has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Michael P. Frawley has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The source of Mr. Frawley’s consideration for his purchase of the Company’s Common Stock was personal funds. Mr. Frawley purchased 81,318 shares of the Company’s Common Stock for \$.20 per share. Mr. Frawley was the beneficiary of 52,365 shares that were distributed to him from the trust of his deceased parents on October 3, 2003.

Item 4. Purpose of Transaction

Michael P. Frawley acquired the securities of the Company for investment purposes. The Company was delisted from the Pacific Stock Exchange in 1992 and is currently traded on the Pink Sheets. As Chief Executive Officer and one of the largest stockholders of the Company, Mr. Frawley intends to exercise control over the affairs of the Company.

Mr. Frawley will continue to evaluate his ownership and voting position in the Company and may consider the following future courses of action: (i) continuing to hold the Common Stock for investment; (ii) disposing of all or a portion of the Common Stock in open market sales or in privately-negotiated transactions; or (iii) acquiring additional shares of Common Stock in open market or in privately-negotiated transactions. Mr. Frawley has not yet determined which of the courses of actions specified in this paragraph he may ultimately take, although Mr. Frawley has no present intent to dispose of any of the acquired securities of the Company.

Mr. Frawley will continue to evaluate whether it is in the best interest of the Company to sell or transfer a material amount of assets of the Company or any of its subsidiaries

in the ordinary course of business. Except as set forth herein, Mr. Frawley has no present intent or proposals that relate to or would result in: (i) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (iii) any change in the present Board of Directors or management of the Company, including any plans or proposals to change the number or term of Directors or to fill any vacancies on the Board; (iv) any material change in the present capitalization or dividend policy of the Company; (v) any other material change in the Company's business or corporate structure; (vi) changes in the Company's charter, bylaws or instruments corresponding thereto or actions which may impede the acquisition of control of the Company by any person; (vii) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (viii) any action similar to those enumerated above.

Mr. Frawley reserves the right to determine in the future whether to change the purpose or purposes described above or whether to adopt plans or proposals of the type specified above.

Item 5. Interest in Securities of the Issuer

(a) Michael P. Frawley is the beneficial owner of an aggregate of 133,683 shares of Common Stock, representing approximately 10.9% of the total issued and outstanding shares of Common Stock of the Company.

(b) Michael P. Frawley has the sole power to vote or to direct the vote, and sole power to dispose or direct the disposition of 133,683 shares of Common Stock beneficially owned by Mr. Frawley.

(c) Michael P. Frawley has not effected any transactions in the Common Stock of the Company in the past 60 days.

(d) To the knowledge of Michael P. Frawley, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to be Filed as Exhibits

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 28, 2007

By: /s/ Michael P. Frawley

Michael P. Frawley
