Edgar Filing: CROCKER CHARLES - Form 4

CROCKER	CHARLES										
Form 4											
July 30, 201	12										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							PPROVAL				
	UNITED	STATES					E COMMISSION		3235-0287		
Check t	his box		VV ž	shington	i, D.C. 20	1549		Number:	January 31,		
if no longer STATEMENT OF CHANCES IN RENEFICIAL OWNERSHIP OF				Expires:	2005						
subject Section	10				RITIES				Estimated average		
Form 4					response	burden hours per response 0.5					
Form 5	Filed put	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						1000000	. 0.0		
obligati may cor	ons Section 170						et of 1935 or Section	on			
See Inst		30(h)	of the I	nvestmen	t Compar	ny Act of	1940				
1(b).											
(Drint or Tune	Decemences)										
(Print or Type	Responses)										
1. Name and	Address of Reporting	Person *	2 Issu	er Name an	d Ticker o	r Trading	5. Relationship o	f Reporting Per	cson(s) to		
	R CHARLES	-	8				Issuer	Issuer			
			FRANKLIN RESOURCES INC								
			[BEN]				(Che	ck all applicabl	e)		
(Last)	(First) (Middle)	3. Date of	of Earliest T	Transaction		_X_ Director	109	% Owner		
			(Month/	Day/Year)			Officer (give below)	e title Oth below)	ner (specify		
	KLIN RESOUR	CES,	07/27/2	2012			below)	Delow)			
	E FRANKLIN										
PARKWA	Y										
(Street) 4			4. If Amendment, Date Original			6. Individual or J	6. Individual or Joint/Group Filing(Check				
			Filed(Mo	onth/Day/Yea	ar)		Applicable Line) _X_ Form filed by	One Penerting P	arcon		
SANMAT	ЕО, CA 94403-19	006						More than One R			
SAN MAI	EO, CA 94403-12	900					Person				
(City)	(State)	(Zip)	Tal	ole I - Non-J	Derivative	Securities	Acquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemo	ed	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if					Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)					•	(D) or Indirect (I)	Beneficial Ownership		
			(y/ 1 ear)	(11150. 0)	(111501.5,	4 and 3)		(I) (Instr. 4)	(Instr. 4)		
						(A)	Reported				
						(A) or	Transaction(s)				
				Code V	Amount	(D) Price	e (Instr. 3 and 4)				
Densin 1 D		- f 1 - 1			£: _: _11						
Kenninder: Re	port on a separate line	e for each cl	ass of sec	untiles bene	inclarity ow	neu urrectly	of maneeuty.				

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if TransactionDe any Code Se (Month/Day/Year) (Instr. 8) Ac or (D (Intrianal Code) (Instr. 8) (D) (Instr. 8) (5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,			7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nui of S	
Deferred Director's Fees (FRI)	<u>(1)</u>	07/27/2012		A	6.6839	04/20/2015 <u>(2)</u>	01/20/2020(2)	Common Stock, par value \$.10	6.6	

Reporting Owners

Reporting Owner Name / Address					
Toporting C when	Director	10% Owner	Officer	Other	
CROCKER CHARI C/O FRANKLIN RI ONE FRANKLIN P SAN MATEO, CA	X				
Signatures					
/s/ Charles Crocker	07/30/2012				
<u>**</u> 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) Not Applicable.
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the March following the director's 75th birthday. See footnote below.

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.