FRANKLIN RESOURCES INC

Form 4 May 30, 2007

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Section 16. Form 4 or Form 5 obligations SECURITIES

burden hours per response... 0.5

obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

Stock, par

value \$.10

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> JOHNSON GREGORY E

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FRANKLIN RESOURCES INC [BEN]

(Check all applicable)

[BE

(Middle)

(Zip)

DENJ

X Director _____ 10% Owner ____ X__ Officer (give title _____ Other (specify

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

05/25/2007

below) below)
CEO and President

C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY

(Street)

(State)

05/25/2007

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

S

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

D

Person

\$ 134.1 568,824 (1)

Table I. Non-Devineting Councities Assuring Disposed of an Development

SAN MATEO, CA 944031906

(City)	(Billie)	Tab	le I - No	n-L	Derivative S	Securi	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securiti nor Disposo (Instr. 3, 4	ed of (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.10	11/29/2006		G	V	208	A	\$ 0	522,924 (1)	D	
Common Stock, par value \$.10	05/25/2007		M		50,000	A	\$ 33.5	572,924 (1)	D	
Common										

4,100

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 134.09	568,524 (1)	D
Common Stock, par value \$.10	05/25/2007	S	1,000	D	\$ 134.05	567,524 (1)	D
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 134.04	567,224 (1)	D
Common Stock, par value \$.10	05/25/2007	S	1,100	D	\$ 134.03	566,124 (1)	D
Common Stock, par value \$.10	05/25/2007	S	1,600	D	\$ 134.01	564,524 (1)	D
Common Stock, par value \$.10	05/25/2007	S	900	D	\$ 134	563,624 (1)	D
Common Stock, par value \$.10	05/25/2007	S	1,500	D	\$ 133.98	562,124 (1)	D
Common Stock, par value \$.10	05/25/2007	S	1,500	D	\$ 133.95	560,624 (1)	D
Common Stock, par value \$.10	05/25/2007	S	2,800	D	\$ 133.94	557,824 (1)	D
Common Stock, par value \$.10	05/25/2007	S	800	D	\$ 133.93	557,024 (1)	D
Common Stock, par value \$.10	05/25/2007	S	5,200	D	\$ 133.92	551,824 (1)	D
Common Stock, par value \$.10	05/25/2007	S	6,000	D	\$ 133.9	545,824 (1)	D
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.89	545,524 (1)	D
Common Stock, par value \$.10	05/25/2007	S	600	D	\$ 133.87	544,924 (1)	D
Common Stock, par	05/25/2007	S	200	D	\$ 133.86	544,724 (1)	D

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

value \$.10									
Common Stock, par value \$.10	05/25/2007	S		3,100	D	\$ 133.85	541,624 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		100	D	\$ 133.83	541,524 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		1,100	D	\$ 133.82	540,424 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		1,300	D	\$ 133.81	539,124 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		3,500	D	\$ 133.8	535,624 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		600	D	\$ 133.79	535,024 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		200	D	\$ 133.78	534,824 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		200	D	\$ 133.77	534,624 (1)	D	
Common Stock, par value \$.10	05/25/2007	S		300	D	\$ 133.75	534,324 (1)	D	
Common Stock, par value \$.10	11/29/2006	G	V	416	A	\$0	16,148	I	As a Trustee for Minor Child
Common Stock, par value \$.10	11/29/2006	G	V	208	A	\$ 0	3,816	I	By Spouse
Common Stock, par value \$.10							1,377.46 (2)	I	By 401(k)

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

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.

SEC 1474 (9-02)

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

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. Transactic Code (Instr. 8)	Securities		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.5 (3)	05/25/2007		M		,000) (4)	09/28/2001	12/15/2010	Common Stock, par value \$.10	50,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
JOHNSON GREGORY E								
C/O FRANKLIN RESOURCES, INC.	X		CEO and					
ONE FRANKLIN PARKWAY	Λ		President					
SAN MATEO, CA 944031906								

Signatures

By: Maria Gray, Attorney-In-Fact

**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) Of the amount of securities beneficially owned, 80,228 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of March 15, 2007.
- (3) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
- (4) This report reflects the exercise of options originally granted on December 15, 2000.

Remarks:

This Form 4 is one of two Form 4s filed to report transactions on May 25, 2007.

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.

Reporting Owners 4