

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN RESOURCES INC
Form 13F-HR
November 09, 2012

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA, US 94403-1906

Form 13F File Number: 028-00734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Rosselot
Title: Assistant Secretary
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT Fort Lauderdale, FL November 5, 2012
[Signature] [City,State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 14
 Form 13F Information Table Entry Total: 3266
 Form 13F Information Table Value Total: 154,722,793
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-03877	Fiduciary Trust Company International
4	028-12948	Fiduciary International, Inc.
5	028-06154	Franklin Mutual Advisers, LLC
6	028-11855	Franklin Templeton Investments (Asia) Ltd.
7	028-11753	Franklin Templeton Investments Australia Limited
8	028-06143	Franklin Templeton Investments Corp.
9	028-12310	Franklin Templeton Institutional, LLC
10	028-11761	Franklin Templeton Investment Management Limited
11	028-06174	Franklin Templeton Portfolio Advisors, Inc.
12	028-11763	Templeton Asset Management Ltd.
13	028-05454	Templeton Global Advisors Limited
14	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 09/30/2012
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION	
3M CO	COM	88579Y101	3096	33500	SH		DEFIN	
3M CO	COM	88579Y101	105359	1140000	SH		DEFIN	
3M CO	COM	88579Y101	22635	244919	SH		DEFIN	

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

3M CO	COM	88579Y101	23563	254960	SH	DEFINE
7 DAYS GROUP HLDGS LTD	ADR	81783J101	612	52686	SH	DEFINE
AAR CORP	COM	000361105	59847	3644741	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	28050	1500000	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	9678	517527	SH	DEFINE
ABBOTT LABS	COM	002824100	321922	4695482	SH	DEFINE
ABBOTT LABS	COM	002824100	134616	1963470	SH	DEFINE
ABBOTT LABS	COM	002824100	55705	812498	SH	DEFINE
ABBOTT LABS	COM	002824100	1337	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	34202	498860	SH	DEFINE
ABBOTT LABS	COM	002824100	9223	134520	SH	DEFINE
ABBOTT LABS	COM	002824100	39071	569884	SH	DEFINE
ABBOTT LABS	COM	002824100	2714	39580	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	2012	59315	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	11	325	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	4212	124180	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	4617	136110	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	8594	253360	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	3413	100500	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	4977	146740	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	55128	1625250	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	25572	753904	SH	DEFINE
ABM INDS INC	COM	000957100	72119	3809784	SH	DEFINE
ABM INDS INC	COM	000957100	60	3175	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2652	37872	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14768	210876	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	9038	129056	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2879	41115	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4016	57340	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	106194	1516411	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	21156	302099	SH	DEFINE
ACE LTD	SHS	H0023R105	48633	643300	SH	DEFINE
ACE LTD	SHS	H0023R105	27797	367685	SH	DEFINE
ACE LTD	SHS	H0023R105	1444	19100	SH	DEFINE
ACE LTD	SHS	H0023R105	827546	10946363	SH	DEFINE
ACE LTD	SHS	H0023R105	6024	79686	SH	DEFINE
ACE LTD	SHS	H0023R105	4756	62915	SH	DEFINE
ACE LTD	SHS	H0023R105	5556	73489	SH	DEFINE
ACE LTD	SHS	H0023R105	5282	69870	SH	DEFINE
ACE LTD	SHS	H0023R105	65394	865002	SH	DEFINE
ACE LTD	SHS	H0023R105	139677	1847576	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	7465	717100	SH	DEFINE
ACME PACKET INC	COM	004764106	86363	5050463	SH	DEFINE
ACME PACKET INC	COM	004764106	431	25200	SH	DEFINE
ACME PACKET INC	COM	004764106	159	9280	SH	DEFINE
ACME PACKET INC	COM	004764106	2090	122198	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	656	58175	SH	DEFINE
ADOBE SYS INC	COM	00724F101	3612	111275	SH	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	10565	2823100	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	7162	291500	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	558	22700	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	17970	375700	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	636	13300	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	2930	61250	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	11111	749700	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	213	14400	SH	DEFINE
AETNA INC NEW	COM	00817Y108	36842	930350	SH	DEFINE
AETNA INC NEW	COM	00817Y108	344	8694	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	69655	566300	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2218	18035	SH	DEFINE
AFLAC INC	COM	001055102	56994	1190349	SH	DEFINE
AFLAC INC	COM	001055102	103373	2159000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AFLAC INC	COM	001055102	22036	460233	SH	DEFINE
AFLAC INC	COM	001055102	350	7313	SH	DEFINE
AFLAC INC	COM	001055102	48	1000	SH	DEFINE
AGCO CORP	COM	001084102	1946	40993	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	89938	2339100	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	8222	213829	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	12	300	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1776	46200	SH	DEFINE
AGL RES INC	COM	001204106	180858	4420870	SH	DEFINE
AGL RES INC	COM	001204106	103	2513	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	12109	233400	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	519	10000	SH	DEFINE
AGRIUM INC	COM	008916108	122	1175	SH	DEFINE
AGRIUM INC	COM	008916108	99	960	SH	DEFINE
AGRIUM INC	COM	008916108	101442	977966	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	390022	4716102	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	47966	580000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	13291	160709	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	12	150	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1753	21200	SH	DEFINE
AIRGAS INC	COM	009363102	68997	838350	SH	DEFINE
AIRGAS INC	COM	009363102	165	2000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	6198	162000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	409	10683	SH	DEFINE
ALAMO GROUP INC	COM	011311107	7432	220000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	56096	1600000	SH	DEFINE
ALBEMARLE CORP	COM	012653101	327574	6218180	SH	DEFINE
ALCO STORES INC	COM	001600105	1661	238000	SH	DEFINE
ALCOA INC	COM	013817101	3563	402600	SH	DEFINE
ALCOA INC	COM	013817101	1207	136400	SH	DEFINE
ALCOA INC	COM	013817101	248	28002	SH	DEFINE
ALCOA INC	COM	013817101	5166	583770	SH	DEFINE
ALCOA INC	COM	013817101	14282	1613820	SH	DEFINE
ALCOA INC	COM	013817101	2137	241450	SH	DEFINE
ALCOA INC	COM	013817101	3939	445090	SH	DEFINE
ALEXANDER & BALDWIN INC NEW	COM	014491104	787	26655	SH	DEFINE
ALEXANDERS INC	COM	014752109	222504	520489	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	7173	97560	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	134896	1179160	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	504	4409	SH	DEFINE
ALIGN TECHNOLOGY INC	COM	016255101	1849	50000	SH	DEFINE
ALKERMES PLC	SHS	G01767105	8059	388400	SH	DEFINE
ALKERMES PLC	SHS	G01767105	477	22980	SH	DEFINE
ALKERMES PLC	SHS	G01767105	634	30570	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	38	110	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	268657	778851	SH	DEFINE
ALLEGiant TRAVEL CO	COM	01748X102	75089	1185108	SH	DEFINE
ALLEGiant TRAVEL CO	COM	01748X102	750	11845	SH	DEFINE
ALLEGiant TRAVEL CO	COM	01748X102	228	3600	SH	DEFINE
ALLEGiant TRAVEL CO	COM	01748X102	3159	49854	SH	DEFINE
ALLERGAN INC	COM	018490102	219982	2402060	SH	DEFINE
ALLERGAN INC	COM	018490102	38049	415475	SH	DEFINE
ALLERGAN INC	COM	018490102	591	6450	SH	DEFINE
ALLETE INC	COM NEW	018522300	41740	1000000	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	42537	299660	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	7	46	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE 1.750% 8/00	018581AD0	27352	15070000	PRN	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	64443	4181918	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	11275	731637	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	68248	1572900	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	90	2070	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	13673	1100000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	3	250	SH	DEFINE
ALLSTATE CORP	COM	020002101	5747	145100	SH	DEFINE
ALLSTATE CORP	COM	020002101	2093	52835	SH	DEFINE
ALLSTATE CORP	COM	020002101	3631	91670	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	7863	1196850	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	5	708	SH	DEFINE
ALPS ETF TR	ALERIAN MLP	00162Q866	587	35450	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	7260	398900	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	577	31700	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	2482	136357	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7844	234930	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	11110	332741	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	477430	14298562	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	5342	160000	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	32072	2545340	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	270	21400	SH	DEFINE
AMAZON COM INC	COM	023135106	222959	876680	SH	DEFINE
AMAZON COM INC	COM	023135106	48683	191424	SH	DEFINE
AMAZON COM INC	COM	023135106	1729	6800	SH	DEFINE
AMAZON COM INC	COM	023135106	636	2500	SH	DEFINE
AMAZON COM INC	COM	023135106	2213	8700	SH	DEFINE
AMAZON COM INC	COM	023135106	31154	122500	SH	DEFINE
AMAZON COM INC	COM	023135106	1017	4000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	13193	518600	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	21868	859577	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	229113	9006008	SH	DEFINE
AMERICAN ASSETS TR INC	COM	024013104	8262	308400	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	902372	20536460	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	9245	210404	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	47016	826870	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	62865	1105619	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	1638	28800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	12965	228011	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	7066	124270	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4985	87670	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	495	8710	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	11222	197370	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8780	154421	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	322505	5671922	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	54668	961453	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	224	6843	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	761968	23237806	SH	DEFINE
AMERICAN NATL INS CO	COM	028591105	31246	435000	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	7229	607000	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	154468	2163720	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	48685	681955	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	2070	29000	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	27892	390700	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	964	13500	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	23944	1198980	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	107474	2900000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	6794	183325	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2274	40107	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	2417	62445	SH	DEFINE
AMETEK INC NEW	COM	031100100	69056	1947995	SH	DEFINE
AMETEK INC NEW	COM	031100100	6561	185080	SH	DEFINE
AMGEN INC	COM	031162100	138283	1639976	SH	DEFINE
AMGEN INC	COM	031162100	5967	70765	SH	DEFINE
AMGEN INC	COM	031162100	193463	2294383	SH	DEFINE
AMGEN INC	COM	031162100	14243	168921	SH	DEFINE
AMGEN INC	COM	031162100	8613	102149	SH	DEFINE
AMGEN INC	COM	031162100	60395	716259	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMGEN INC	COM	031162100	854	10130	SH	DEFINE
AMGEN INC	COM	031162100	30066	356473	SH	DEFINE
AMGEN INC	COM	031162100	3315	39320	SH	DEFINE
AMGEN INC	COM	031162100	15434	183040	SH	DEFINE
AMGEN INC	COM	031162100	768124	9109630	SH	DEFINE
AMGEN INC	COM	031162100	83207	986806	SH	DEFINE
ANACOR PHARMACEUTICALS INC	COM	032420101	6444	979285	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	174352	2493586	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	34668	495821	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	1650	23600	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	245	3500	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	33445	853400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3280	83700	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	133084	3199892	PRN	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	379	9110	PRN	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	298833	8525904	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	90	2580	SH	DEFINE
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	564	6566	SH	DEFINE
ANIKA THERAPEUTICS INC	COM	035255108	300	20000	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	2089	124050	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	792	47026	SH	DEFINE
ANNIES INC	COM	03600T104	803	17915	SH	DEFINE
ANSYS INC	COM	03662Q105	113898	1551750	SH	DEFINE
ANTHERA PHARMACEUTICALS INC	COM	03674U102	3313	3333100	SH	DEFINE
AON PLC	SHS CL A	G0408V102	34	657	SH	DEFINE
AON PLC	SHS CL A	G0408V102	1940	37100	SH	DEFINE
APACHE CORP	COM	037411105	3022	34950	SH	DEFINE
APACHE CORP	COM	037411105	27372	316550	SH	DEFINE
APACHE CORP	COM	037411105	21107	244093	SH	DEFINE
APACHE CORP	COM	037411105	725983	8395766	SH	DEFINE
APACHE CORP	COM	037411105	821	9500	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	96017	1973625	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	5578	114665	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	75	2893	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	12215	470000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	50003	2548578	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	17055	587090	SH	DEFINE
APPLE INC	COM	037833100	1072565	1607410	SH	DEFINE
APPLE INC	COM	037833100	332931	498954	SH	DEFINE
APPLE INC	COM	037833100	5371	8050	SH	DEFINE
APPLE INC	COM	037833100	1968	2950	SH	DEFINE
APPLE INC	COM	037833100	2202	3300	SH	DEFINE
APPLE INC	COM	037833100	3320	4976	SH	DEFINE
APPLE INC	COM	037833100	30307	45420	SH	DEFINE
APPLE INC	COM	037833100	1068	1600	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	25152	607090	SH	DEFINE
APPLIED MATLS INC	COM	038222105	202	18122	SH	DEFINE
APPLIED MATLS INC	COM	038222105	669	59940	SH	DEFINE
APPLIED MATLS INC	COM	038222105	1	110	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2941	263260	SH	DEFINE
APPLIED MATLS INC	COM	038222105	640	57303	SH	DEFINE
APPLIED MATLS INC	COM	038222105	7136	639140	SH	DEFINE
APPLIED MATLS INC	COM	038222105	27166	2433130	SH	DEFINE
APTARGROUP INC	COM	038336103	12236	236630	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	1791	300000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/1	103938LAK0	10309	10098000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	19370	464737	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	703	16870	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	46031	1104400	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	273839	10075010	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	1712	62999	SH	DEFINE
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	795	51540	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ARGO GROUP INTL HLDGS LTD	COM	G0464B107	3700	114242	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	26575	1097000	SH	DEFINE
ARIBA INC	COM NEW	04033V203	448	10000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	2059	260000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	7171	905450	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	25182	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	56	2000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	399	14260	SH	DEFINE
ARQULE INC	COM	04269E107	4215	824909	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	928	27540	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	474	14050	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	702	20820	SH	DEFINE
ASHLAND INC NEW	COM	044209104	21423	299200	SH	DEFINE
ASHLAND INC NEW	COM	044209104	280	3912	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	13688	255000	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	1707	31791	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	54102	1774430	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	3830	125616	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	12925	500000	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	259	10000	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	4153	315352	SH	DEFINE
ASSURANT INC	COM	04621X108	28236	757000	SH	DEFINE
ASTEC INDS INC	COM	046224101	43850	1387223	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	143	14453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	837	17490	SH	DEFINE
AT&T INC	COM	00206R102	973368	25818791	SH	DEFINE
AT&T INC	COM	00206R102	42298	1121967	SH	DEFINE
AT&T INC	COM	00206R102	1653	43851	SH	DEFINE
AT&T INC	COM	00206R102	16	420	SH	DEFINE
AT&T INC	COM	00206R102	164	4340	SH	DEFINE
AT&T INC	COM	00206R102	625	16570	SH	DEFINE
AT&T INC	COM	00206R102	2275	60340	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	1092	11904	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	3010	32800	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2976	69236	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	42	975	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	67811	1492000	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	100	2200	SH	DEFINE
AURICO GOLD INC	COM	05155C105	10499	1494100	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	8321	1585800	SH	DEFINE
AUTODESK INC	COM	052769106	26696	800000	SH	DEFINE
AUTODESK INC	COM	052769106	9251	277219	SH	DEFINE
AUTODESK INC	COM	052769106	2403	72000	SH	DEFINE
AUTODESK INC	COM	052769106	33871	1015000	SH	DEFINE
AUTODESK INC	COM	052769106	1101	33000	SH	DEFINE
AUTOLIV INC	COM	052800109	66044	1065736	SH	DEFINE
AUTOLIV INC	COM	052800109	901	14540	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	41062	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	23915	407686	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	15026	614300	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	269	11000	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	71514	2051160	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	2449	70240	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	242	6950	SH	DEFINE
AVALON RARE METALS INC	COM	053470100	1	22600	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	341	2511	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	15106	111082	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	14701	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	199	6268	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	10	300	SH	DEFINE
AVISTA CORP	COM	05379B107	15637	607500	SH	DEFINE
AVISTA CORP	COM	05379B107	84	3250	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AVIVA PLC	ADR	05382A104	11	1041	SH	DEFINE
AVIVA PLC	ADR	05382A104	8729	838561	SH	DEFINE
AVON PRODS INC	COM	054303102	6271	393144	SH	DEFINE
AVON PRODS INC	COM	054303102	6	400	SH	OTHER
AVON PRODS INC	COM	054303102	163346	10241087	SH	DEFINE
AVON PRODS INC	COM	054303102	43523	2728696	SH	DEFINE
AXIS CAPITAL HOLDINGS INV	SHS	G0692U109	3	99	SH	DEFINE
AXIS CAPITAL HOLDINGS INV	SHS	G0692U109	35472	1015800	SH	DEFINE
B/E AEROSPACE INC	COM	073302101	29794	707700	SH	DEFINE
B/E AEROSPACE INC	COM	073302101	7	175	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	1831	71900	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	1	58	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	5149	202040	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	53532	458240	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	7002	59941	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	34672	296800	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	724	6173	SH	DEFINE
BAKER HUGHES INC	COM	057224107	3238	71600	SH	DEFINE
BAKER HUGHES INC	COM	057224107	15067	333127	SH	DEFINE
BAKER HUGHES INC	COM	057224107	480	10623	SH	DEFINE
BAKER HUGHES INC	COM	057224107	460503	10181356	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1339	29600	SH	DEFINE
BAKER HUGHES INC	COM	057224107	4742	104840	SH	DEFINE
BAKER HUGHES INC	COM	057224107	37266	823924	SH	DEFINE
BAKER HUGHES INC	COM	057224107	476	10520	SH	DEFINE
BAKER HUGHES INC	COM	057224107	32070	708835	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1499	33141	SH	DEFINE
BAKER HUGHES INC	COM	057224107	13288	293790	SH	DEFINE
BAKER HUGHES INC	COM	057224107	605428	13385540	SH	DEFINE
BAKER HUGHES INC	COM	057224107	60708	1342196	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6767	283000	SH	DEFINE
BALL CORP	COM	058498106	681	16100	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	16	1000	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	300633	18707569	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	13615	847247	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	3	212	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	5340	376574	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	3	467	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	3752	502903	SH	DEFINE
BANCOLOMBIA S A	SPON ADR PEF	05968L102	65872	1103202	SH	DEFINE
BANK HAWAII CORP	COM	062540109	299	6550	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	139	2350	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	826	13998	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	248786	4210728	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	303	5525	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	10168	185454	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	2247	41000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	439588	8016850	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	100002	1824100	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1057	19278	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1069	19500	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1514	171500	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	325356	36846691	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2635	298417	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	10085	1142073	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1253	141858	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	101242	11465654	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	10325	1169330	SH	DEFINE
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	968869	888871	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	4867	215158	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	4160	183894	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5161	228160	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BANK OF NEW YORK MELLON CORP	COM	064058100	6344	280440	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	16327	721775	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	972	42983	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1093	48333	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	6015	265930	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	6464	285760	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	27527	1216939	SH	DEFINE
BANRO CORP	COM	066800103	48194	10362000	SH	DEFINE
BANRO CORP	COM	066800103	2537	545900	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	5641	156768	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		1335	30205	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		3714	84016	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	3	250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	224	16133	SH	DEFINE
BARD C R INC	COM	067383109	10465	100000	SH	DEFINE
BARD C R INC	COM	067383109	1199	11457	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	419579	10047400	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	843	20180	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	10818	258956	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	1793	144000	SH	DEFINE
BAXTER INTL INC	COM	071813109	24104	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3568	59209	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	1225	25800	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	34418	724412	SH	DEFINE
BAZAARVOICE INC	COM	073271108	2273	150000	SH	DEFINE
BB&T CORP	COM	054937107	197	5950	SH	DEFINE
BB&T CORP	COM	054937107	6218	187520	SH	DEFINE
BB&T CORP	COM	054937107	7963	240150	SH	DEFINE
BB&T CORP	COM	054937107	1200	36180	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	3612	880972	SH	DEFINE
BCE INC	COM NEW	05534B760	2715	61795	SH	DEFINE
BCE INC	COM NEW	05534B760	123576	2809684	SH	DEFINE
BEAM INC	COM	073730103	1157	20100	SH	DEFINE
BEAM INC	COM	073730103	565	9818	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	327128	4164054	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	6995	89045	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	385	4895	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	47	600	SH	DEFINE
BEMIS INC	COM	081437105	76647	2435549	SH	DEFINE
BEMIS INC	COM	081437105	5033	159915	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	95260	6238370	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1860	49600	SH	DEFINE
BERKLEY W R CORP	COM	084423102	446	11908	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1327	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	24417	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4910	37	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	28593	324189	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	88	1000	SH	DEFINE
BEST BUY INC	COM	086516101	251	14575	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	33434	487300	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	5341	77839	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	27333	437610	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	248630	1666081	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2239	15001	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	466	3120	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	8117	201565	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	15243	7300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	3858	198650	SH	DEFINE
BLACKROCK INC	COM	09247X101	448802	2517108	SH	DEFINE
BLACKROCK INC	COM	09247X101	40134	225095	SH	DEFINE
BLACKROCK INC	COM	09247X101	1872	10500	SH	DEFINE
BLACKROCK INC	COM	09247X101	492	2760	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BLACKROCK INC	COM	09247X101	445	2494	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	203	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	178	11772	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	612	36750	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	4	250	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	61721	4322164	SH	DEFINE
BLUE NILE INC	COM	09578R103	12066	325308	SH	DEFINE
BLUE NILE INC	COM	09578R103	404	10900	SH	DEFINE
BLUE NILE INC	COM	09578R103	1141	30760	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	373	9002	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	7536	270109	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	558	20000	SH	DEFINE
BOEING CO	COM	097023105	129989	1867120	SH	DEFINE
BOEING CO	COM	097023105	6048	86873	SH	DEFINE
BOEING CO	COM	097023105	637	9143	SH	DEFINE
BORGWARNER INC	COM	099724106	643	9300	SH	DEFINE
BORGWARNER INC	COM	099724106	245443	3551463	SH	DEFINE
BORGWARNER INC	COM	099724106	20239	292849	SH	DEFINE
BORGWARNER INC	COM	099724106	1382	20000	SH	DEFINE
BORGWARNER INC	COM	099724106	496	7171	SH	DEFINE
BOSTON BEER INC	CL A	100557107	81961	731990	SH	DEFINE
BOSTON BEER INC	CL A	100557107	750	6700	SH	DEFINE
BOSTON BEER INC	CL A	100557107	222	1980	SH	DEFINE
BOSTON BEER INC	CL A	100557107	3571	31896	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	534	4830	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	35470	320680	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	265675	46284785	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	54898	2223493	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	948	38400	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	8239	333712	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	1045533	24682075	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	4040	95362	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	279	6587	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	11918	281342	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7450	175870	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	3820	40707	SH	DEFINE
BRADY CORP	CL A	104674106	152757	5217097	SH	DEFINE
BRADY CORP	CL A	104674106	29	1000	SH	DEFINE
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	10991	901600	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	38849	2080800	SH	DEFINE
BRIGHTCOVE INC	COM	10921T101	2814	240898	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	23207	687627	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	121719	2407885	SH	DEFINE
BROADCOM CORP	CL A	111320107	26045	753180	SH	DEFINE
BROADCOM CORP	CL A	111320107	5134	148478	SH	DEFINE
BROADCOM CORP	CL A	111320107	10	300	SH	OTHER
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	228	9754	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	2132	91400	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	7035	1189320	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	34281	5795572	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	461	77970	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	28594	4832731	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1022	172724	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	6436	1088090	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	216981	36683120	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	26414	4465570	SH	DEFINE
BROOKDALE SR LIVING INC	NOTE 2.750% 6/	1112463AA2	27648	25120000	PRN	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	3563	103295	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1484	43015	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	204054	5912103	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	2742	165093	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BROOKFIELD OFFICE PPTYS INC	COM	112900105	1564	94100	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	5640	339440	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	58922	3675758	SH	DEFINE
BRUNSWICK CORP	COM	117043109	39786	1758100	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	406	8462	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	88849	1036249	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	840	9800	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	231	2700	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	3740	43626	SH	DEFINE
BUNGE LIMITED	COM	G16962105	811	12094	SH	DEFINE
BUNGE LIMITED	COM	G16962105	31035	462870	SH	DEFINE
BUNGE LIMITED	COM	G16962105	10036	149672	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	17114	292300	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	12930	649750	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	448	22500	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	1779	89414	SH	DEFINE
CA INC	COM	12673P105	236	9172	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1095	69075	SH	DEFINE
CABOT CORP	COM	127055101	42377	1158800	SH	DEFINE
CABOT CORP	COM	127055101	84	2300	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	15178	338050	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	455	10125	SH	DEFINE
CAE INC	COM	124765108	6006	560896	SH	DEFINE
CAESARS ENTMT CORP	COM	127686103	2109	310091	SH	DEFINE
CALIFORNIA WTR SVC GROUP	COM	130788102	216	11600	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	10131	1650000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	21095	3435723	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	32821	5336818	SH	DEFINE
CALPINE CORP	COM NEW	131347304	33286	1924060	SH	DEFINE
CALPINE CORP	COM NEW	131347304	9	503	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	87	1351	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	16044	248790	SH	DEFINE
CAMECO CORP	COM	13321L108	195	10045	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	125620	2240400	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	6197	110516	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	521	9300	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	245	7040	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	20331	659204	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	68	2220	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	186717	6053671	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	3613	117200	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	44429	503550	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	8072	91488	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	224707	2540125	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	41445	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	2246	27091	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	57509	693119	SH	DEFINE
CANON INC	ADR	138006309	991	30955	SH	DEFINE
CANON INC	ADR	138006309	284	8859	SH	DEFINE
CAPE BANCORP INC	COM	139209100	14	1500	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2477	264663	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	5149	90310	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	670	11745	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	11691	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	608	15604	SH	DEFINE
CAREFUSION CORP	COM	14170T101	40591	1429760	SH	DEFINE
CAREFUSION CORP	COM	14170T101	1	18	SH	DEFINE
CARLISLE COS INC	COM	142339100	87994	1694794	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	43728	1200000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	229	6290	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	4460	1042117	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	4903	85800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CASEYS GEN STORES INC	COM		147528103	560	9800	SH	DEFINE
CASUAL MALE RETAIL GRP INC	COM NEW		148711302	1482	320000	SH	DEFINE
CATAMARAN CORP	COM		148887102	21243	216830	SH	DEFINE
CATAMARAN CORP	COM		148887102	388	3963	SH	DEFINE
CATAMARAN CORP	COM		148887102	170	1740	SH	DEFINE
CATAMARAN CORP	COM		148887102	2832	28900	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	67976	790050	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	22636	263084	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	11	125	SH	DEFINE
CATO CORP NEW	CL A		149205106	46182	1554422	SH	DEFINE
CBL & ASSOC PPTYS INC	COM		124830100	8419	394500	SH	DEFINE
CBRE GROUP INC	CL A		12504L109	22497	1221990	SH	DEFINE
CBRE GROUP INC	CL A		12504L109	227	12350	SH	DEFINE
CBS CORP NEW	CL B		124857202	46	1279	SH	DEFINE
CBS CORP NEW	CL B		124857202	518163	14262665	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	2961	37864	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	604	7720	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	405858	5186496	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	1134	29900	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	137010	3614060	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	4129	108923	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	392	10340	SH	DEFINE
CELGENE CORP	COM		151020104	128508	1682040	SH	DEFINE
CELGENE CORP	COM		151020104	87557	1146035	SH	DEFINE
CELGENE CORP	COM		151020104	1650	21600	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM		15117B103	5946	943840	SH	DEFINE
CEMEX SAB DE CV	NOTE	3.250% 3/1151290BB8		75397	76015000	PRN	DEFINE
CEMEX SAB DE CV	NOTE	3.750% 3/1151290BC6		97601	98400000	PRN	DEFINE
CENOVUS ENERGY INC	COM		15135U109	155	4450	SH	DEFINE
CENOVUS ENERGY INC	COM		15135U109	1008	28910	SH	DEFINE
CENOVUS ENERGY INC	COM		15135U109	40	1140	SH	DEFINE
CENOVUS ENERGY INC	COM		15135U109	119557	3426600	SH	DEFINE
CENOVUS ENERGY INC	COM		15135U109	3624	103939	SH	DEFINE
CENTERPOINT ENERGY INC	COM		15189T107	97337	4569800	SH	DEFINE
CENTERPOINT ENERGY INC	COM		15189T107	47	2200	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR		15234Q207	3	450	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR		15234Q207	2515	424062	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR		15234Q207	112	18970	SH	DEFINE
CENTRAL EUROPEAN MEDIA	NOTE	5.000%11/1153443AH9		9595	10100000	PRN	DEFINE
CENTRAL GOLDTRUST	TR UNIT		153546106	841	12341	SH	DEFINE
CENTURYLINK INC	COM		156700106	239956	5939500	SH	DEFINE
CENTURYLINK INC	COM		156700106	23474	581045	SH	DEFINE
CEPHEID	COM		15670R107	3451	100000	SH	DEFINE
CERADYNE INC	COM		156710105	48897	2001500	SH	DEFINE
CERNER CORP	COM		156782104	144632	1868390	SH	DEFINE
CERNER CORP	COM		156782104	7965	102900	SH	DEFINE
CF INDS HLDGS INC	COM		125269100	5116	23020	SH	DEFINE
CF INDS HLDGS INC	COM		125269100	3358	15110	SH	DEFINE
CHART INDS INC	COM PAR \$0.01		16115Q308	1846	25000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD		M22465104	107353	2229100	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD		M22465104	2480	51500	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD		M22465104	1849	38399	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD		M22465104	104551	2170900	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD		M22465104	9871	204953	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD		M22465104	1108	23000	SH	DEFINE
CHEMICAL FINL CORP	COM		163731102	31257	1291628	SH	DEFINE
CHEMOCENTRYX INC	COM		16383L106	4975	427734	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM		165167107	30995	1642563	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM		165167107	283	15000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM		165167107	5148	272804	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM		165167107	2664	141190	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM		165167107	27403	1452200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHESAPEAKE ENERGY CORP	COM	165167107	25113	1330406	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	5726	303437	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	220127	11665470	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	17783	942370	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	548683	4707300	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	866197	7431343	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	100865	865349	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1818	15600	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6901	59209	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5178	44421	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	57730	495285	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	593	5090	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	18484	158576	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1429	12260	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	23376	200550	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	417032	3577834	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	56224	482361	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	2393	62825	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	23	525	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	9	219	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	8018	184871	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	12681	229068	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	17	304	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8176	147683	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	2257	102880	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	15	254	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	13656	235572	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	72233	1246040	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	108708	342340	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	7055	22218	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	318	1000	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	432	1360	SH	DEFINE
CHOICE HOTELS INTL INC	COM	169905106	9597	300000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	11128	3170450	SH	DEFINE
CHUBB CORP	COM	171232101	73816	967700	SH	DEFINE
CHUBB CORP	COM	171232101	24456	320611	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	13769	255026	SH	DEFINE
CIBER INC	COM	17163B102	4874	1404700	SH	DEFINE
CIBER INC	COM	17163B102	399	114900	SH	DEFINE
CIENA CORP	COM NEW	171779309	263	19315	SH	DEFINE
CIGNA CORPORATION	COM	125509109	1950	41348	SH	DEFINE
CIGNA CORPORATION	COM	125509109	666408	14127788	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	10858	185450	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	831	14190	SH	DEFINE
CINTAS CORP	COM	172908105	55705	1343898	SH	DEFINE
CINTAS CORP	COM	172908105	249	6000	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	18475	489408	SH	DEFINE
CISCO SYS INC	COM	17275R102	113326	5936390	SH	DEFINE
CISCO SYS INC	COM	17275R102	23164	1213389	SH	DEFINE
CISCO SYS INC	COM	17275R102	497812	26077096	SH	DEFINE
CISCO SYS INC	COM	17275R102	10048	526357	SH	DEFINE
CISCO SYS INC	COM	17275R102	7730	404950	SH	DEFINE
CISCO SYS INC	COM	17275R102	39123	2049377	SH	DEFINE
CISCO SYS INC	COM	17275R102	532	27850	SH	DEFINE
CISCO SYS INC	COM	17275R102	36005	1885550	SH	DEFINE
CISCO SYS INC	COM	17275R102	1750	91670	SH	DEFINE
CISCO SYS INC	COM	17275R102	13120	687270	SH	DEFINE
CISCO SYS INC	COM	17275R102	737372	38626070	SH	DEFINE
CISCO SYS INC	COM	17275R102	80539	4218926	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	347369	8818710	SH	DEFINE
CITI TRENDS INC	COM	17306X102	4424	352400	SH	DEFINE
CITI TRENDS INC	COM	17306X102	334	26600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CITI TRENDS INC	COM	17306X102	1575	125481	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	22305	230000	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	495	5105	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	10	100	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	30053	918500	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	10834	331112	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	221	6756	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	475260	14525035	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	12671	387257	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	5394	164860	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	46356	1416756	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	446	13628	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	29966	915564	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	1656	50601	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	8167	249590	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	488899	14941904	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	51647	1578451	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	841	143700	SH	DEFINE
CITRIX SYS INC	COM	177376100	177893	2323250	SH	DEFINE
CITRIX SYS INC	COM	177376100	19080	249178	SH	DEFINE
CITRIX SYS INC	COM	177376100	168	2200	SH	DEFINE
CITRIX SYS INC	COM	177376100	491	6410	SH	DEFINE
CLARCOR INC	COM	179895107	2215	49620	SH	DEFINE
CLECO CORP NEW	COM	12561W105	29386	700000	SH	DEFINE
CLECO CORP NEW	COM	12561W105	126	3000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	7783	198900	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	51	1300	SH	DEFINE
CLOROX CO DEL	COM	189054109	3008	41746	SH	DEFINE
CME GROUP INC	COM	12572Q105	19527	340780	SH	DEFINE
CME GROUP INC	COM	12572Q105	232	4050	SH	DEFINE
CMS ENERGY CORP	COM	125896100	70650	3000000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	0	9	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	20535	12000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	12096	312000	SH	DEFINE
CNO FINL GROUP INC	COM	12621E103	58289	6040302	SH	DEFINE
COACH INC	COM	189754104	4155	74165	SH	DEFINE
COAST DISTR SYS	COM	190345108	100	47700	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	11297	507260	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	2307	455000	SH	DEFINE
COCA COLA CO	COM	191216100	76884	2026990	SH	DEFINE
COCA COLA CO	COM	191216100	44197	1165213	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	435834	13937765	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	9215	400837	SH	DEFINE
COGNEX CORP	COM	192422103	8424	243600	SH	DEFINE
COGNEX CORP	COM	192422103	664	19200	SH	DEFINE
COGNEX CORP	COM	192422103	2120	61308	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	68601	981130	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1052	15045	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4916	70000	SH	DEFINE
COHERENT INC	COM	192479103	38	825	SH	DEFINE
COHERENT INC	COM	192479103	2123	46303	SH	DEFINE
COHU INC	COM	192576106	24777	2638630	SH	DEFINE
COINSTAR INC	COM	19259P300	8551	190100	SH	DEFINE
COINSTAR INC	COM	19259P300	643	14300	SH	DEFINE
COINSTAR INC	COM	19259P300	2953	65654	SH	DEFINE
COINSTAR INC	NOTE 4.000% 9/01	19259PAF9	18358	14000000	PRN	DEFINE
COLFAX CORP	COM	194014106	7580	206700	SH	DEFINE
COLFAX CORP	COM	194014106	620	16900	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	115968	1081586	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	14403	134329	SH	DEFINE
COLUMBIA SPORTSWEAR CO	COM	198516106	6157	114020	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	112517	3145558	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMCAST CORP NEW	CL A	20030N101	7601	212506	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	14	400	SH	OTHER
COMCAST CORP NEW	CL A	20030N101	2416	67540	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	523	14625	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	9439	263880	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	43208	1207940	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	5036	144703	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3018	86734	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	200423	5759285	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	8890	255462	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1643	47200	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1839	52839	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	531	15270	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	16357	469783	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1256	36094	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	8032	230815	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	699029	20087028	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	57519	1652836	SH	DEFINE
COMERICA INC	COM	200340107	18056	581500	SH	DEFINE
COMERICA INC	COM	200340107	76042	2449010	SH	DEFINE
COMERICA INC	COM	200340107	29	939	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	31912	2417600	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	115217	3953918	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	48945	833821	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	523	8910	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	80928	1134563	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	113742	2919460	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	5620	101169	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	45094	1400000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	196	6100	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1169	36290	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	7079	219790	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	4139	150000	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	181	6550	SH	DEFINE
CONCHO RES INC	COM	20605P101	7719	81470	SH	DEFINE
CONCHO RES INC	COM	20605P101	24	250	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1899	25755	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	10550	184500	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	700445	12249820	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	27382	478874	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4925	86140	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	27	466	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	532101	17707172	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	62405	1042000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	838	13989	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	952	29437	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1642	129700	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	461	6000	SH	DEFINE
CON-WAY INC	COM	205944101	488	17812	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	397	4880	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	113785	1400084	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	7896	65000	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	18	150	SH	DEFINE
CORESITE RLTY CORP	COM	21870Q105	3219	119500	SH	DEFINE
CORNERSTONE ONDEMAND INC	COM	21925Y103	2300	75000	SH	DEFINE
CORNING INC	COM	219350105	24886	1892500	SH	DEFINE
CORNING INC	COM	219350105	30862	2346890	SH	DEFINE
CORNING INC	COM	219350105	7070	537620	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	53093	530265	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	1202	12000	SH	DEFINE
COVANCE INC	COM	222816100	9338	200000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COVANCE INC	COM	222816100	2	50	SH	DEFINE
COVANTA HLDG CORP	COM	22282E102	448	26100	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	775	18600	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1301	21900	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	25254	425000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	22625	380765	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	12	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F113	2824	47520	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	22517	378940	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	183860	1467590	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	21	971	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	19162	905982	SH	DEFINE
CREE INC	COM	225447101	3266	127937	SH	DEFINE
CRH PLC	ADR	12626K203	10	502	SH	DEFINE
CRH PLC	ADR	12626K203	9021	469827	SH	DEFINE
CRH PLC	ADR	12626K203	214	11150	SH	DEFINE
CROSS A T CO	CL A	227478104	5870	588800	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	16133	251680	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	6	100	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	166	2590	SH	DEFINE
CSX CORP	COM	126408103	3055	147226	SH	DEFINE
CTC MEDIA INC	COM	12642X106	37786	4147726	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	243	14415	SH	DEFINE
CUBESMART	COM	229663109	2573	199900	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	345	6000	SH	DEFINE
CUMMINS INC	COM	231021106	45881	497560	SH	DEFINE
CUMMINS INC	COM	231021106	42308	458820	SH	DEFINE
CUMMINS INC	COM	231021106	1706	18500	SH	DEFINE
CUMMINS INC	COM	231021106	302	3270	SH	DEFINE
CURIS INC	COM	231269101	3437	830300	SH	DEFINE
CUTWATER SELECT INCOME FD	COM	232229104	413	20000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	64271	1327364	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10642	219793	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	909425	18781983	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10441	215630	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	5898	121810	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	26003	537020	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	681	14070	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3764	77740	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1280	26442	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	13286	274390	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	544562	11246632	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	79120	1634031	SH	DEFINE
CYTEC INDS INC	COM	232820100	23	350	SH	DEFINE
CYTEC INDS INC	COM	232820100	7378	112600	SH	DEFINE
CYTEC INDS INC	COM	232820100	253	3860	SH	DEFINE
CYTEC INDS INC	COM	232820100	483	7370	SH	DEFINE
CYTOKINETICS INC	COM	23282W100	717	861200	SH	DEFINE
DANAHER CORP DEL	COM	235851102	100632	1824700	SH	DEFINE
DANAHER CORP DEL	COM	235851102	30276	548973	SH	DEFINE
DANAHER CORP DEL	COM	235851102	2316	42000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	31424	569800	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1020	18500	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	18302	328292	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	1617	29000	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	3173	56910	SH	DEFINE
DAVITA INC	COM	23918K108	92446	892250	SH	DEFINE
DCP MIDSTREAM PARTNERS LP	COM UT LTD PTN	23311P100	729	15700	SH	DEFINE
DDR CORP	COM	23317H102	18557	1208142	SH	DEFINE
DEERE & CO	COM	244199105	16498	200000	SH	DEFINE
DEERE & CO	COM	244199105	16023	194240	SH	DEFINE
DELL INC	COM	24702R101	14411	1461587	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DELL INC	COM	24702R101	168	17000	SH	DEFINE
DELL INC	COM	24702R101	3896	395163	SH	DEFINE
DELL INC	COM	24702R101	3382	343050	SH	DEFINE
DELL INC	COM	24702R101	15285	1550205	SH	DEFINE
DELL INC	COM	24702R101	344	34930	SH	DEFINE
DELL INC	COM	24702R101	21800	2210449	SH	DEFINE
DELL INC	COM	24702R101	712	72174	SH	DEFINE
DELL INC	COM	24702R101	6270	635870	SH	DEFINE
DELL INC	COM	24702R101	121710	12343806	SH	DEFINE
DELL INC	COM	24702R101	19008	1927820	SH	DEFINE
DELTA APPAREL INC	COM	247368103	10241	743700	SH	DEFINE
DEMANDWARE INC	COM	24802Y105	1588	50000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	284	7450	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	2970	339200	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2795	46200	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	88395	1461080	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	20495	338754	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	12	200	SH	OTHER
DEVON ENERGY CORP NEW	COM	25179M103	1252	20700	SH	DEFINE
DEVRY INC DEL	COM	251893103	6536	287180	SH	DEFINE
DEX ONE CORP	COM	25212W100	16860	13488053	SH	DEFINE
DEXCOM INC	COM	252131107	15724	1046200	SH	DEFINE
DEXCOM INC	COM	252131107	863	57400	SH	DEFINE
DEXCOM INC	COM	252131107	2992	199043	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	35262	312800	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	78538	696690	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2108	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	6214	55125	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	6581	100000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	211	3200	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	111625	2152840	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	93	1800	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	16924	242292	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	7858	112500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	9399	460960	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	37	1800	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	13	656	SH	DEFINE
DIRECTV	COM	25490A309	51758	986610	SH	DEFINE
DIRECTV	COM	25490A309	1438	27407	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	337	8472	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	38296	642230	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	577	9670	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	86878	1550280	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	49	870	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	174500	3337792	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	68382	1308000	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	4420	84537	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	812	15530	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	242344	4635506	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	12906	246860	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1924	530000	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	182471	3540367	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	68	1315	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	340	6600	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	722	8300	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	559232	10563510	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5086	96065	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	109441	1397889	SH	DEFINE
DONALDSON INC	COM	257651109	49800	1434740	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	9065	392950	SH	DEFINE
DOVER CORP	COM	260003108	382576	6430936	SH	DEFINE
DOVER CORP	COM	260003108	3061	51452	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DOW CHEM CO	COM	260543103	853254	29463180	SH	DEFINE
DOW CHEM CO	COM	260543103	4869	168122	SH	DEFINE
DOW CHEM CO	COM	260543103	7216	249180	SH	DEFINE
DOW CHEM CO	COM	260543103	14338	495100	SH	DEFINE
DOW CHEM CO	COM	260543103	18277	630765	SH	DEFINE
DOW CHEM CO	COM	260543103	6200	214090	SH	DEFINE
DOW CHEM CO	COM	260543103	21465	741210	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	543	12200	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	293131	6582775	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	11476	208240	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	28053	928600	SH	DEFINE
DRIL-QUIP INC	COM	262037104	11095	154360	SH	DEFINE
DTE ENERGY CO	COM	233331107	1217	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	192108	3205000	SH	DEFINE
DTE ENERGY CO	COM	233331107	208	3465	SH	DEFINE
DTS INC	COM	23335C101	3115	133800	SH	DEFINE
DTS INC	COM	23335C101	254	10900	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	446898	8889960	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	62408	1241459	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	297	5900	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	972	19344	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	430	8560	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	6963	138520	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	3305	243000	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	1282681	19794466	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	11985	184960	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	474	7322	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	31848	400000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	102	1287	SH	DEFINE
DUSA PHARMACEUTICALS INC	COM	266898105	4706	693100	SH	DEFINE
DYNAVAX TECHNOLOGIES CORP	COM	268158102	5713	1200200	SH	DEFINE
E M C CORP MASS	COM	268648102	259842	9528430	SH	DEFINE
E M C CORP MASS	COM	268648102	79247	2906032	SH	DEFINE
E M C CORP MASS	COM	268648102	2253	82600	SH	DEFINE
E M C CORP MASS	COM	268648102	581	21320	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	24106	14000000	PRN	DEFINE
EASTMAN CHEM CO	COM	277432100	226	3964	SH	DEFINE
EATON CORP	COM	278058102	4863	102900	SH	DEFINE
EATON CORP	COM	278058102	3699	78265	SH	DEFINE
EBAY INC	COM	278642103	57378	1185250	SH	DEFINE
EBAY INC	COM	278642103	28984	598718	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	8263	481800	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	626	36500	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	1984	115665	SH	DEFINE
ECOLAB INC	COM	278865100	82121	1267100	SH	DEFINE
ECOLAB INC	COM	278865100	97159	1499130	SH	DEFINE
ECOLAB INC	COM	278865100	1003	15477	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	1764	144000	SH	DEFINE
ECOPETROL S A	SPONSORED ADS	279158109	21440	363823	SH	DEFINE
EDISON INTL	COM	281020107	315882	6913600	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	99923	930640	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	1287	11990	SH	DEFINE
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	1219	32750	SH	DEFINE
ELAN PLC	ADR	284131208	8676	809300	SH	DEFINE
ELAN PLC	ADR	284131208	182	16940	SH	DEFINE
ELAN PLC	ADR	284131208	60846	5675943	SH	DEFINE
ELAN PLC	ADR	284131208	184	17150	SH	DEFINE
ELAN PLC	ADR	284131208	31145	2904252	SH	DEFINE
ELAN PLC	ADR	284131208	112	10420	SH	DEFINE
ELAN PLC	ADR	284131208	65053	6068373	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	68168	4471850	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	35531	2799960	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ELECTRONIC ARTS INC	COM	285512109	4961	390900	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	2229	175630	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	190	14970	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	13038	1026720	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	265	20850	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	21194	1670140	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	13727	1081680	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	3	96	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	446	16770	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	2780	104443	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	119188	4477368	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	32446	1136855	SH	DEFINE
EMERSON ELEC CO	COM	291011104	92690	1920240	SH	DEFINE
EMERSON ELEC CO	COM	291011104	49830	1032308	SH	DEFINE
EMERSON ELEC CO	COM	291011104	14	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	1525	31600	SH	DEFINE
EMERSON ELEC CO	COM	291011104	442	9150	SH	DEFINE
ENBRIDGE INC	COM	29250N105	143	3650	SH	DEFINE
ENBRIDGE INC	COM	29250N105	53	1370	SH	DEFINE
ENBRIDGE INC	COM	29250N105	216061	5532917	SH	DEFINE
ENCANA CORP	COM	292505104	639	29185	SH	DEFINE
ENCANA CORP	COM	292505104	19361	884265	SH	DEFINE
ENCORE WIRE CORP	COM	292562105	16029	547800	SH	DEFINE
ENDO HEALTH SOLUTIONS INC	COM	29264F205	1361	42900	SH	DEFINE
ENERGEN CORP	COM	29265N108	45335	865010	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	508	6805	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	719	15900	SH	DEFINE
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	229	5375	SH	DEFINE
ENERPLUS CORP	COM	292766102	350	21047	SH	DEFINE
ENERPLUS CORP	COM	292766102	47	2835	SH	DEFINE
ENERSYS	COM	29275Y102	3582	101500	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	157	3575	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	15	353	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	14077	321107	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	114	2600	SH	DEFINE
ENPRO INDS INC	COM	29355X107	51226	1422548	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	28737	526696	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	22922	420132	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	1984	36357	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	196571	3602834	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	52	520	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	10936	109749	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	757437	10929830	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1568	22622	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	101674	1467161	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	20000	373134	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	9	175	SH	DEFINE
ENVESTNET INC	COM	29404K106	5009	428100	SH	DEFINE
ENVESTNET INC	COM	29404K106	397	33900	SH	DEFINE
EQUIFAX INC	COM	294429105	23290	500000	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	103927	504370	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	503	2440	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	8466	124280	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	8140	141485	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	30674	533174	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	1162	127220	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	17	1853	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	15945	1746435	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	31279	3425960	SH	DEFINE
ERIE INDY CO	CL A	29530P102	159346	2479325	SH	DEFINE
ERIE INDY CO	CL A	29530P102	26	400	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	15773	406000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ESPEY MFG & ELECTRS CORP	COM	296650104	2013	76500	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	14419	97270	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	314	5600	SH	DEFINE
ETFS GOLD TR	SHS	26922Y105	219	1250	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	12114	552650	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	7555	279800	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	618	22900	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	2319	85903	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	626	5850	SH	DEFINE
EXA CORP	COM	300614500	2984	275000	SH	DEFINE
EXELIS INC	COM	30162A108	614	59400	SH	DEFINE
EXELIS INC	COM	30162A108	129	12500	SH	DEFINE
EXELON CORP	COM	30161N101	916564	25760650	SH	DEFINE
EXELON CORP	COM	30161N101	244	6847	SH	DEFINE
EXELON CORP	COM	30161N101	475339	13359724	SH	DEFINE
EXPEDIA INC DEL	COM NEW	30212P303	11568	200000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	39727	1092590	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	714	19632	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	208676	3329738	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	56813	906541	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	3052	48700	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	693	11060	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	8924	268400	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	335320	3666700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	227847	2491494	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	295618	3232566	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2954	32300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	19450	212686	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	70	760	SH	DEFINE
F M C CORP	COM NEW	302491303	1	900	SH	DEFINE
F M C CORP	COM NEW	302491303	1153	20816	SH	DEFINE
F M C CORP	COM NEW	302491303	3180	57420	SH	DEFINE
F5 NETWORKS INC	COM	315616102	107362	1025410	SH	DEFINE
F5 NETWORKS INC	COM	315616102	16611	158651	SH	DEFINE
F5 NETWORKS INC	COM	315616102	447	4270	SH	DEFINE
FABRINET	SHS	G3323L100	4885	421523	SH	DEFINE
FABRINET	SHS	G3323L100	267	23000	SH	DEFINE
FABRINET	SHS	G3323L100	2496	215379	SH	DEFINE
FACEBOOK INC	CL A	30303M102	8660	400000	SH	DEFINE
FACEBOOK INC	CL A	30303M102	2414	111508	SH	DEFINE
FACEBOOK INC	CL A	30303M102	424	19600	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	48150	499380	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1070	11100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	346981	5233505	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	60	900	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	80	1200	SH	DEFINE
FARMER BROS CO	COM	307675108	488	51282	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	13231	320200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	698	16900	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	5619	135981	SH	DEFINE
FASTENAL CO	COM	311900104	96455	2243670	SH	DEFINE
FASTENAL CO	COM	311900104	1391	32354	SH	DEFINE
FASTENAL CO	COM	311900104	817	19000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	842	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	19228	182600	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	29957	4740079	SH	DEFINE
FEDEX CORP	COM	31428X106	71552	845557	SH	DEFINE
FEDEX CORP	COM	31428X106	6373	75315	SH	DEFINE
FEDEX CORP	COM	31428X106	3959	46784	SH	DEFINE
FEDEX CORP	COM	31428X106	335	3960	SH	DEFINE
FEDEX CORP	COM	31428X106	228	2700	SH	DEFINE
FEDEX CORP	COM	31428X106	630	7440	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FEDEX CORP	COM	31428X106	11766	139043	SH	DEFINE
FEDEX CORP	COM	31428X106	245377	2899749	SH	DEFINE
FEDEX CORP	COM	31428X106	26395	311920	SH	DEFINE
FEI CO	COM	30241L109	4484	83812	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	103702	3901500	SH	DEFINE
FERRO CORP	COM	315405100	38	11137	SH	DEFINE
FIFTH & PAC COS INC	COM	316645100	2435	190510	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	4039	234000	SH	DEFINE
FIRST MAJESTIC SILVER CORP	COM	32076V103	290	12500	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	644663	14618202	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	223	5046	SH	DEFINE
FISERV INC	COM	337738108	1116	15076	SH	DEFINE
FLEETCOR TECHNOLOGIES INC	COM	339041105	27821	621000	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	3763	181794	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3619	603113	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	620	103260	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2873	478800	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	31576	5262607	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	538	89670	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3879	646494	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	5935	989190	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	246711	41118525	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	128827	21471210	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	77050	603170	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	498	3900	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	324	2540	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	2999	23480	SH	DEFINE
FLUOR CORP NEW	COM	343412102	15912	282730	SH	DEFINE
FLUOR CORP NEW	COM	343412102	4826	85750	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	168604	3641540	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	9526	205750	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	406	8760	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	2361	51000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	880	19000	SH	DEFINE
FOOT LOCKER INC	COM	344849104	355	10000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	11832	1200000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	1755	177982	SH	DEFINE
FOREST CITY ENTERPRISES INC	NOTE 4.250% 8/1	345550AP2	57934	55110000	PRN	DEFINE
FOREST LABS INC	COM	345838106	207	5805	SH	DEFINE
FOREST LABS INC	COM	345838106	415	11650	SH	DEFINE
FOREST LABS INC	COM	345838106	9679	271810	SH	DEFINE
FOREST LABS INC	COM	345838106	26	720	SH	DEFINE
FOREST LABS INC	COM	345838106	34592	971410	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	2	100	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	36076	2165440	SH	DEFINE
FORTINET INC	COM	34959E109	83839	3473000	SH	DEFINE
FORTINET INC	COM	34959E109	97	4000	SH	DEFINE
FORTINET INC	COM	34959E109	154	6360	SH	DEFINE
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	864	32000	SH	DEFINE
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	252	9318	SH	DEFINE
FORUM ENERGY TECHNOLOGIES IN	COM	34984V100	8416	346050	SH	DEFINE
FORWARD AIR CORP	COM	349853101	15205	500000	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	19	800	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	4937	206070	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	387	16140	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	171	7120	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	1460	60940	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	8	616	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	7104	581317	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	99	8100	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	5059	414012	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	42343	699995	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN ELEC INC	COM	353514102	109	1800	SH	DEFINE
FRANKLIN RES INC	COM	354613101	58323	466322	SH	DEFINE
FREDS INC	CL A	356108100	19636	1379880	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	103077	2604268	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	20219	510837	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	161	4074	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	4367	220000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	153885	31405000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	497	101443	SH	DEFINE
FULLER H B CO	COM	359694106	23170	755200	SH	DEFINE
FULLER H B CO	COM	359694106	6811	222000	SH	DEFINE
FULLER H B CO	COM	359694106	682	22245	SH	DEFINE
FULLER H B CO	COM	359694106	2217	72259	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	88751	2477690	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	39	1100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	50276	2394100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	321	15300	SH	DEFINE
GAP INC DEL	COM	364760108	558	15590	SH	DEFINE
GAP INC DEL	COM	364760108	7305	204170	SH	DEFINE
GAP INC DEL	COM	364760108	2437	68100	SH	DEFINE
GAP INC DEL	COM	364760108	1741	48650	SH	DEFINE
GARDNER DENVER INC	COM	365558105	54161	896550	SH	DEFINE
GARTNER INC	COM	366651107	1152	25000	SH	DEFINE
GARTNER INC	COM	366651107	129	2800	SH	DEFINE
GENCORP INC	COM	368682100	29145	3071145	SH	DEFINE
GENCORP INC	SDCV	4.062%12/3368682AN0	1261	1000000	PRN	DEFINE
GENERAL CABLE CORP DEL NEW	COM	369300108	12431	423100	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	86220	1304000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	66120	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1727	26114	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2831	42810	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2918	128500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1457936	64197985	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	134495	5922261	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2378	104700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5579	245680	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	7176	315974	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	53666	2363083	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	341	15030	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	9236	406497	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	845	37196	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	7717	339820	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	293386	12918822	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	60717	2673572	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	1	71	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	15313	786070	SH	DEFINE
GENERAL MLS INC	COM	370334104	4037	101310	SH	DEFINE
GENERAL MLS INC	COM	370334104	216549	5434083	SH	DEFINE
GENERAL MLS INC	COM	370334104	24897	624763	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	13771	605316	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	33	1440	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	337757	14846425	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	37063	2689598	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	12144	881304	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	22216	2689598	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	9303	1126226	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	187392	5026600	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	2566	68826	SH	DEFINE
GENESE & WYO INC	CL A	371559105	52975	792320	SH	DEFINE
GENESE & WYO INC	CL A	371559105	35104	525030	SH	DEFINE
GENESE & WYO INC	CL A	371559105	281	4200	SH	DEFINE
GENESIS ENERGY L P	UNIT LTD PARTN	371927104	909	27015	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENON ENERGY INC	COM	37244E107	19035	7523842	SH	DEFINE
GENTEX CORP	COM	371901109	54873	3225900	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	5000	503517	SH	DEFINE
GENUINE PARTS CO	COM	372460105	182	2983	SH	DEFINE
GENUINE PARTS CO	COM	372460105	16197	265393	SH	DEFINE
GENUINE PARTS CO	COM	372460105	27	450	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	436	83300	SH	DEFINE
GERON CORP	COM	374163103	3393	1996169	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	43791	3415846	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	190	6000	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	137218	4328934	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2560	38600	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	199239	3003733	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	65456	986828	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1963	29600	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	12640	190555	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	5401	81420	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	44702	673940	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	16475	248380	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	12778	192650	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	25751	388230	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	63036	950340	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	26194	15000000	PRN	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1367	29568	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	414	8964	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	14792	319897	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	2376	108584	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	16529	395150	SH	DEFINE
GLOBAL X FDS	BRAZIL MID CAP	37950E788	226	14625	SH	DEFINE
GNC HLDGS INC	COM CL A	36191G107	30845	791500	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	19475	1515528	SH	DEFINE
GOLD RESOURCE CORP	COM	38068T105	247	11500	SH	DEFINE
GOLD RESOURCE CORP	COM	38068T105	3968	185000	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	469753	10243015	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	1413	30811	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	6455	140620	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	940	8271	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	3701	32560	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	447	3930	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2296	20200	SH	DEFINE
GOODYEAR TIRE & RUBR CO	PFD CONV	382550309	21997	498000	SH	DEFINE
GOOGLE INC	CL A	38259P508	305106	404380	SH	DEFINE
GOOGLE INC	CL A	38259P508	77262	102401	SH	DEFINE
GOOGLE INC	CL A	38259P508	3018	4000	SH	DEFINE
GOOGLE INC	CL A	38259P508	470534	623636	SH	DEFINE
GOOGLE INC	CL A	38259P508	527	698	SH	DEFINE
GRACO INC	COM	384109104	38157	758900	SH	DEFINE
GRACO INC	COM	384109104	509	10125	SH	DEFINE
GRACO INC	COM	384109104	65	1300	SH	DEFINE
GRAINGER W W INC	COM	384802104	583	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	114604	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	3007	14430	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	10890	2106370	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	10810	459400	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	864	36700	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	3826	162592	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	78607	2737012	SH	DEFINE
GRANITE REAL ESTATE INC	COM	387431109	15745	439600	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	723	17785700	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	14091	633000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	103198	4636048	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	4993	224325	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GREATBATCH INC	COM	39153L106	6421	263900	SH	DEFINE
GREATBATCH INC	COM	39153L106	491	20200	SH	DEFINE
GREATBATCH INC	COM	39153L106	5570	228917	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	4452	132000	SH	DEFINE
GRIFFON CORP	COM	398433102	1602	155500	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	103238	1714058	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	9860	367253	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	21684	10734591	SH	DEFINE
GUESS INC	COM	401617105	71744	2822310	SH	DEFINE
GUESS INC	COM	401617105	425	16730	SH	DEFINE
GUESS INC	COM	401617105	156	6120	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	1705	54900	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	174	5600	SH	DEFINE
HAEMONETICS CORP	COM	405024100	34085	425000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	5664	89900	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	433	6875	SH	DEFINE
HALLIBURTON CO	COM	406216101	91663	2720779	SH	DEFINE
HALLIBURTON CO	COM	406216101	413	12263	SH	DEFINE
HALLIBURTON CO	COM	406216101	7769	230613	SH	DEFINE
HALLIBURTON CO	COM	406216101	2280	67690	SH	DEFINE
HALLIBURTON CO	COM	406216101	17338	514642	SH	DEFINE
HALLIBURTON CO	COM	406216101	117	3460	SH	DEFINE
HALLIBURTON CO	COM	406216101	11982	355600	SH	DEFINE
HALLIBURTON CO	COM	406216101	388	11504	SH	DEFINE
HALLIBURTON CO	COM	406216101	10039	297970	SH	DEFINE
HALLIBURTON CO	COM	406216101	382905	11365528	SH	DEFINE
HALLIBURTON CO	COM	406216101	34305	1018260	SH	DEFINE
HALLMARK FINL SVCS INC	EC COM NEW	40624Q203	977	120000	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	36787	1188610	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2636	85156	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	50836	1364370	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	58	1545	SH	DEFINE
HARDINGE INC	COM	412324303	10763	1050000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1309	30900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	38688	913096	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	180	4246	SH	DEFINE
HARRIS & HARRIS GROUP INC	COM	413833104	45	12000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	212	4148	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	368	18926	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	11078	580000	SH	DEFINE
HASBRO INC	COM	418056107	1122	29400	SH	DEFINE
HASBRO INC	COM	418056107	118	3100	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	17211	1240000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	18417	700000	SH	DEFINE
HCC INS HLDGS INC	COM	404132102	42617	1257500	SH	DEFINE
HCP INC	COM	40414L109	34	762	SH	DEFINE
HCP INC	COM	40414L109	29880	671770	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	35	600	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	29078	503510	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	11435	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	8016	600000	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	30029	317800	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	539	5700	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	188	1990	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	2283	24163	SH	DEFINE
HEARTWARE INTL INC	NOTE 3.500%12/1	422368AA8	12354	10100000	PRN	DEFINE
HEICO CORP NEW	COM	422806109	1363	35217	SH	DEFINE
HEIDRICK & STRUGGLES INTL IN	COM	422819102	16518	1296550	SH	DEFINE
HEINZ H J CO	COM	423074103	17002	303872	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	53746	2941749	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	588	12350	SH	DEFINE
HERSHEY CO	COM	427866108	2278	32140	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HESS CORP	COM	42809H107	11816	219960	SH	DEFINE
HESS CORP	COM	42809H107	995	18520	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	23949	1403805	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	833	48833	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	354575	20783972	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	5080	297765	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	7297	427750	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	2873	168400	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	271026	15886640	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	11581	678840	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	56112	2336041	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	597	24849	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	250	10410	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	22736	382440	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	30950	2296003	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	418	31000	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	1084	80420	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	10993	337000	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	68241	2348275	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	8718	300000	SH	DEFINE
HILLENBRAND INC	COM	431571108	83549	4593142	SH	DEFINE
HILLENBRAND INC	COM	431571108	80	4400	SH	DEFINE
HILLENBRAND INC	COM	431571108	22	1200	SH	DEFINE
HILLSHIRE BRANDS CO	COM	432589109	379	14166	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	66754	1203430	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	6549	195900	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	4567	136600	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2244	67126	SH	DEFINE
HOLOGIC INC	COM	436440101	592	29250	SH	DEFINE
HOME DEPOT INC	COM	437076102	4232	70100	SH	DEFINE
HOME DEPOT INC	COM	437076102	51383	851133	SH	DEFINE
HOME DEPOT INC	COM	437076102	30	500	SH	OTHER
HOME DEPOT INC	COM	437076102	7471	123757	SH	DEFINE
HOME DEPOT INC	COM	437076102	2363	39150	SH	DEFINE
HOME DEPOT INC	COM	437076102	4061	67274	SH	DEFINE
HOME DEPOT INC	COM	437076102	517	8560	SH	DEFINE
HOME DEPOT INC	COM	437076102	951	15756	SH	DEFINE
HOME DEPOT INC	COM	437076102	5690	94250	SH	DEFINE
HOME DEPOT INC	COM	437076102	57508	952594	SH	DEFINE
HOME DEPOT INC	COM	437076102	17659	292510	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	20302	865760	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	349	14900	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	1655	70573	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1598	51725	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	45681	764540	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	33143	554694	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	391	6541	SH	DEFINE
HOOVER FURNITURE CORP	COM	439038100	16018	1233100	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	10295	280900	SH	DEFINE
HOSPIRA INC	COM	441060100	43992	1340410	SH	DEFINE
HOSPIRA INC	COM	441060100	63	1934	SH	DEFINE
HOSPIRA INC	COM	441060100	197979	6032247	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	16504	1028265	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	2245	48324	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	30	655	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	10621	228600	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	26056	560825	SH	DEFINE
HSN INC	COM	404303109	4905	100000	SH	DEFINE
HUB GROUP INC	CL A	443320106	39701	1337620	SH	DEFINE
HUB GROUP INC	CL A	443320106	516	17400	SH	DEFINE
HUB GROUP INC	CL A	443320106	1989	67025	SH	DEFINE
HUBBELL INC	CL B	443510201	836	10360	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HUBBAY MINERALS INC	COM	443628102	51917	5274060	SH	DEFINE
HUBBAY MINERALS INC	COM	443628102	899	91400	SH	DEFINE
HUBBAY MINERALS INC	COM	443628102	28764	2922090	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	1011	127000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1082	20800	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	51566	990900	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	21	410	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	7008	166666	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	187	4437	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	159825	3800821	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	8672	379000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	8643	248232	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	686	19700	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	3497	100436	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE 8.500% 1/1	448407AG1	445	755000	PRN	DEFINE
HYPERION THERAPEUTICS INC	COM	44915N101	1641	154352	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	15618	300000	SH	DEFINE
IAMGOLD CORP	COM	450913108	75175	4753650	SH	DEFINE
ICICI BK LTD	ADR	45104G104	1210	30150	SH	DEFINE
ICICI BK LTD	ADR	45104G104	5	113	SH	DEFINE
ICICI BK LTD	ADR	45104G104	567	14130	SH	DEFINE
ICICI BK LTD	ADR	45104G104	4850	120823	SH	DEFINE
ICICI BK LTD	ADR	45104G104	179231	4465142	SH	DEFINE
ICICI BK LTD	ADR	45104G104	90803	2262151	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	22859	1253220	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	564	30900	SH	DEFINE
IDACORP INC	COM	451107106	17715	409400	SH	DEFINE
IDACORP INC	COM	451107106	34616	800000	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	3923	858400	SH	DEFINE
IDEXX LABS INC	COM	45168D104	26318	264900	SH	DEFINE
IHS INC	CL A	451734107	89111	915360	SH	DEFINE
IHS INC	CL A	451734107	343	3520	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2052	34500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	59470	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2558	43013	SH	DEFINE
ILLUMINA INC	COM	452327109	45435	942630	SH	DEFINE
ILLUMINA INC	COM	452327109	285	5913	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	8956	345000	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	711	27400	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	6573	253180	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	350	7605	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	21659	470684	SH	DEFINE
IMPERVA INC	COM	45321L100	7398	200000	SH	DEFINE
INCYTE CORP	COM	45337C102	12640	700300	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	42816	1230000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	9321	267760	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	2541	73000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	33922	974500	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1114	32000	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	87	1800	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	22251	458400	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	37067	763636	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	1986	40920	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	4	475	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	20	2598	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	18622	2360165	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	201	25485	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	49302	1100000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	423	9442	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	44980	2953400	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	4	288	SH	DEFINE
INGREDION INC	COM	457187102	441	8000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INGREDION INC	COM	457187102	1158	20986	SH	DEFINE
INPHI CORP	COM	45772F107	330	31000	SH	DEFINE
INSPERITY INC	COM	45778Q107	27600	1093950	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1709	145723	SH	DEFINE
INTEL CORP	COM	458140100	485424	21403170	SH	DEFINE
INTEL CORP	COM	458140100	74518	3285613	SH	DEFINE
INTEL CORP	COM	458140100	1563	68900	SH	DEFINE
INTEL CORP	COM	458140100	22895	1009491	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	2294	2100000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	67810	508286	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	8882	66574	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2335	17500	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	31191	233800	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1067	8000	SH	DEFINE
INTERMUNE INC	COM	45884X103	13456	1500134	SH	DEFINE
INTERMUNE INC	COM	45884X103	213	23800	SH	DEFINE
INTERMUNE INC	NOTE	2.500% 9/145884XAE3	8491	11000000	PRN	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	543457	2619700	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	340080	1639330	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	238209	1148273	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1888	9100	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	346	1670	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	4705	22680	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	9560	730360	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	127	9740	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	NOTE	3.250% 5/0459902AQ5	22352	21300000	PRN	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	6056	359000	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	1136	60020	SH	DEFINE
INTERXION HOLDING N.V	SHS	N47279109	6930	305000	SH	DEFINE
INTL PAPER CO	COM	460146103	326	8970	SH	DEFINE
INTL PAPER CO	COM	460146103	383970	10571834	SH	DEFINE
INTUIT	COM	461202103	2005	34053	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	143010	288540	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	4481	9041	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	307	620	SH	DEFINE
INVENSENSE INC	COM	46123D205	2453	205300	SH	DEFINE
INVESCO LTD	SHS	G491BT108	8744	349900	SH	DEFINE
INVESCO LTD	SHS	G491BT108	10258	410495	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2249	90000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	31630	1265700	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1100	44000	SH	DEFINE
INVESCO VALUE MUN INCOME TR	COM	46132P108	303	18180	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	20705	2379900	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	2336	135280	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	160761	9308688	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	2435	102340	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	221	4080	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	355	11808	SH	DEFINE
ISHARES INC	MSCI CHILE INVES	464286640	300	4827	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	889	13318	SH	DEFINE
ISHARES INC	MSCI MEX INVEST	464286822	748	11444	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	36447	3978925	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	1349	40307	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	200	5975	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	4976	86267	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	24306	199621	SH	DEFINE
ISHARES TR	FTSE CHINA25 IDX	464287184	4511	130348	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	129591	897445	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	7456	51635	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	78502	698105	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	27	240	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	71030	1719029	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ISHARES TR	MSCI EMERG MKT	464287234	57171	1383621	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	26735	219555	SH	DEFINE
ISHARES TR	S&P500 GRW	464287309	470	6038	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	342	8655	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	1073	9894	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	914	10814	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	54663	1031370	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	25364	478574	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	25778	486386	SH	DEFINE
ISHARES TR	RUSSELL MIDCAP	464287499	620	5598	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	626	6341	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1619	24280	SH	DEFINE
ISHARES TR	RUSSELL 1000	464287622	1906	23993	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	11148	133578	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	14146	169500	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	609	7174	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	584	7575	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	2277	28821	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	2741	32795	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	254	5432	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	4400	113700	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	11583	299300	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	13697	148284	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	434	4700	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	117892	1057990	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	1003	9000	SH	DEFINE
ISHARES TR	BARCLYS 1-3YR CR	464288646	25847	244395	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	28797	722444	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	1539	38600	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	9289	660230	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	533	37900	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1912	135890	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	3263	231890	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	190838	190184000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1052	68835	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	480782	31464635	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	3382	221328	SH	DEFINE
ITRON INC	COM	465741106	583	13515	SH	DEFINE
ITT CORP NEW	COM NEW	450911201	598	29700	SH	DEFINE
ITT CORP NEW	COM NEW	450911201	178	8850	SH	DEFINE
IXIA	COM	45071R109	11318	704300	SH	DEFINE
IXIA	COM	45071R109	871	54200	SH	DEFINE
IXIA	COM	45071R109	3981	247735	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	7944	282600	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	632	22500	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	2797	99486	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	511	12633	SH	DEFINE
JAKKS PAC INC	COM	47012E106	19697	1351890	SH	DEFINE
JAMES RIVER COAL CO	NOTE	3.125% 3/1470355AH1	4279	12500000	PRN	DEFINE
JANUS CAP GROUP INC	COM	47102X105	19392	2054280	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	25730	2725650	SH	DEFINE
JARDEN CORP	COM	471109108	80079	1515500	SH	DEFINE
JAZZ PHARMACEUTICALS PLC	SHS USD	G50871105	19818	347631	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	4347	351000	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	0	6	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	88	18337	SH	DEFINE
JIVE SOFTWARE INC	COM	47760A108	4132	263000	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	754	46200	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	457427	6638040	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1129662	16393295	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	119385	1732482	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	34009	493531	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

JOHNSON & JOHNSON	COM	478160104	55	800	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	265370	9685043	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	175530	6406210	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	10973	400462	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	8	300	SH	OTHER
JOHNSON CTLS INC	COM	478366107	27	1000	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	25546	334593	SH	DEFINE
JOY GLOBAL INC	COM	481165108	8891	158590	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1064221	26290023	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	22857	564647	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	16	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	362603	8957583	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	8945	220973	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2984	73710	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	42021	1038075	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	597	14760	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	23750	586500	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1870	46192	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	8501	210009	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	278220	6873030	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	61670	1523470	SH	DEFINE
JUST ENERGY GROUP INC	COM	48213W101	14029	1285693	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	42625	730000	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	142277	1877483	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	275	3635	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	484	6390	SH	DEFINE
KAYDON CORP	COM	486587108	32236	1442979	SH	DEFINE
KAYDON CORP	COM	486587108	4	200	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	8	219	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	2254	63860	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	6794	192525	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	737	20891	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	10957	310485	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	84153	2384619	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	185992	5270389	SH	DEFINE
KCAP FINL INC	COM	48668E101	6981	753916	SH	DEFINE
KELLOGG CO	COM	487836108	125911	2437300	SH	DEFINE
KELLOGG CO	COM	487836108	2179	42181	SH	DEFINE
KELLOGG CO	COM	487836108	383	7417	SH	DEFINE
KELLY SVCS INC	CL A	488152208	27595	2190100	SH	DEFINE
KENNAMETAL INC	COM	489170100	53024	1429980	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	49800	7114230	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	468	66800	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	138	19660	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	1738	248315	SH	DEFINE
KEYCORP NEW	COM	493267108	27796	3180300	SH	DEFINE
KEYW HLDG CORP	COM	493723100	5826	466117	SH	DEFINE
KEYW HLDG CORP	COM	493723100	484	38687	SH	DEFINE
KID BRANDS INC	COM	49375T100	1316	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	15006	335110	SH	DEFINE
KIMBALL INTL INC	CL B	494274103	1436	117477	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	5604	65325	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	3543	41305	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	16366	807380	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	18856	228561	SH	DEFINE
KINDER MORGAN INC DEL	COM	49456B101	106560	3000000	SH	DEFINE
KINDER MORGAN INC DEL	COM	49456B101	546	15385	SH	DEFINE
KINDER MORGAN INC DEL	-W EXP 05/25/201	49456B119	59	16974	SH	DEFINE
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	242	3171	SH	DEFINE
KINGSWAY FINL SVCS INC	COM NEW	496904202	248	115676	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	74854	7316850	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	36	3490	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KINROSS GOLD CORP	COM NO PAR	496902404	2041	199500	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1650	109200	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	118	7800	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	54545	3609889	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	17452	1155000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	205	4300	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	7918	845900	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	324	34580	SH	DEFINE
KOHL'S CORP	COM	500255104	15727	307050	SH	DEFINE
KOHL'S CORP	COM	500255104	116	2270	SH	DEFINE
KOHL'S CORP	COM	500255104	350923	6851283	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	28	1200	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	9	392	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	8786	374678	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	11752	501146	SH	DEFINE
KOSMOS ENERGY LTD	SHS	G5315B107	7613	668400	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	897	21700	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	9675	233980	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	896330	21676648	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	6802	164510	SH	DEFINE
KROGER CO	COM	501044101	4	186	SH	DEFINE
KROGER CO	COM	501044101	297404	12633952	SH	DEFINE
KROGER CO	COM	501044101	3012	127940	SH	DEFINE
K-SWISS INC	CL A	482686102	4436	1293330	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	13307	850860	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2513	160000	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	968	13500	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2470	34450	SH	DEFINE
LA Z BOY INC	COM	505336107	59726	4082439	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1729	18700	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	14401	155735	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1720	18600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	11125	350000	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	32	1012	SH	DEFINE
LAN AIRLINES S A	SPONSORED ADR	501723100	7609	301000	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	30373	414642	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	29	400	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	41188	888230	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	190	4096	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	438	9450	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	7952	297940	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	12547	3276100	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	636	166100	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	2588	675601	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	3820	62039	SH	DEFINE
LAZARD LTD	SHS A	G54050102	31707	1084745	SH	DEFINE
LAZARD LTD	SHS A	G54050102	3491	119424	SH	DEFINE
LCNB CORP	COM	50181P100	639	48700	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	35978	3988670	SH	DEFINE
LEE ENTERPRISES INC	COM	523768109	2363	1596816	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	47415	1892834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	25	1000	SH	DEFINE
LENNAR CORP	CL B	526057302	10911	405000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	27288AX2	4093	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM	528872104	6321	2724395	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	420	6916	SH	DEFINE
LIBERTY GLOBAL INC	COM SER B	530555200	606	10000	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	30715AN1	3789	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	9463	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	1	1000	PRN	DEFINE
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	16240	155900	SH	DEFINE
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	76	728	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LIBERTY MEDIA CORPORATION	LIB CAP COM B	530322205	426	4100	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	5177	142850	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	5976	164900	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	16507	337700	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	950	19435	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	595	13900	SH	DEFINE
LILLY ELI & CO	COM	532457108	23705	500000	SH	DEFINE
LILLY ELI & CO	COM	532457108	7219	152261	SH	DEFINE
LILLY ELI & CO	COM	532457108	243316	5132166	SH	DEFINE
LILLY ELI & CO	COM	532457108	3438	72520	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	126416	2566300	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	55876	1430880	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	2342	96806	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	1290	40500	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	43588	362020	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	75	620	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	223	1850	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	2753	66755	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	5386	1530206	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	762	88491	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	19	7646	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	18074	7258800	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	46690	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	2503	26809	SH	DEFINE
LOEWS CORP	COM	540424108	583	14137	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1373	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	9266	1010970	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	8112	886510	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	11282	1233057	SH	DEFINE
LORILLARD INC	COM	544147101	390	3350	SH	DEFINE
LORILLARD INC	COM	544147101	475540	4083637	SH	DEFINE
LOWES COS INC	COM	548661107	27631	913717	SH	DEFINE
LOWES COS INC	COM	548661107	5166	170820	SH	DEFINE
LOWES COS INC	COM	548661107	1651	54600	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	82213	1111880	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	4297	58110	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	161	2180	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2302	65275	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	11	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3025	85800	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1202	34100	SH	DEFINE
LYDALL INC DEL	COM	550819106	7106	504300	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	289245	5599009	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	155	3000	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	9916	191950	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2881	55760	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	3499	67731	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	24417	472491	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1150	22258	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2255	43660	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	49068	949820	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	72610	1405540	SH	DEFINE
M & T BK CORP	COM	55261F104	262708	2760700	SH	DEFINE
M & T BK CORP	COM	55261F104	1038	10911	SH	DEFINE
M D C HLDGS INC	COM	552676108	28267	734021	SH	DEFINE
M/I HOMES INC	COM	55305B101	26132	1351166	SH	DEFINE
MA COM TECHNOLOGY SOLUTIONS	COM	55405Y100	2134	168000	SH	DEFINE
MACERICH CO	COM	554382101	12314	215173	SH	DEFINE
MACYS INC	COM	55616P104	365	9693	SH	DEFINE
MACYS INC	COM	55616P104	8640	229673	SH	DEFINE
MACYS INC	COM	55616P104	13551	360200	SH	DEFINE
MACYS INC	COM	55616P104	18712	497250	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MACYS INC	COM	55616P104	270	7190	SH	DEFINE
MACYS INC	COM	55616P104	26683	709280	SH	DEFINE
MACYS INC	COM	55616P104	29141	774620	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	25246	2087500	SH	DEFINE
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	1139	13025	SH	DEFINE
MAGNA INTL INC	COM	559222401	10257	237272	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	3581	402850	SH	DEFINE
MAIDENFORM BRANDS INC	COM	560305104	28264	1380060	SH	DEFINE
MANITOWOC INC	COM	563571108	37321	2797700	SH	DEFINE
MANITOWOC INC	COM	563571108	740	55440	SH	DEFINE
MANITOWOC INC	COM	563571108	3060	229393	SH	DEFINE
MANNING & NAPIER INC	CL A	56382Q102	3206	263000	SH	DEFINE
MANNING & NAPIER INC	CL A	56382Q102	239	19600	SH	DEFINE
MANPOWERGROUP INC	COM	56418H100	313	8500	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	8936	742200	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	3287	272941	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	181	15020	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	71168	5905704	SH	DEFINE
MARATHON OIL CORP	COM	565849106	23705	801660	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1858	62847	SH	DEFINE
MARATHON OIL CORP	COM	565849106	734874	24851984	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	25253	462599	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	1606	29415	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	177985	3260390	SH	DEFINE
MARKEL CORP	COM	570535104	8936	19491	SH	DEFINE
MARKEL CORP	COM	570535104	1696	3700	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	269	5200	SH	DEFINE
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	2923	53712	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	34099	872100	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	79	2008	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1221	36000	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	20253	596900	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1431	42185	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	173	5100	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	18646	225000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	343	4143	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	17934	1960014	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	260944	577970	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	22448	49720	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	2483	5500	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1011	2240	SH	DEFINE
MATSON INC	COM	57686G105	474	22656	SH	DEFINE
MATTEL INC	COM	577081102	3410	96110	SH	DEFINE
MATTHEWS INTL CORP	CL A	577128101	47226	1583700	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	6306	224000	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	501	17800	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	2075	73714	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	5883	221010	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	6300	319000	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	490	24800	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	175101	2822387	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	440	7100	SH	DEFINE
MCDONALDS CORP	COM	580135101	313583	3417799	SH	DEFINE
MCDONALDS CORP	COM	580135101	92853	1012010	SH	DEFINE
MCDONALDS CORP	COM	580135101	54905	598424	SH	DEFINE
MCDONALDS CORP	COM	580135101	335	3650	SH	DEFINE
MCDONALDS CORP	COM	580135101	33147	361273	SH	DEFINE
MCGRATH RENTCORP	COM	580589109	8539	327300	SH	DEFINE
MCGRATH RENTCORP	COM	580589109	18	700	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	3321	60833	SH	DEFINE
MCKESSON CORP	COM	58155Q103	42322	491940	SH	DEFINE
MCKESSON CORP	COM	58155Q103	820	9527	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MDU RES GROUP INC	COM	552690109	74674	3388100	SH	DEFINE
MDU RES GROUP INC	COM	552690109	118	5350	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	194579	2655260	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	47309	645597	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	1543	21050	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	550	7510	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	12035	393300	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	42	1365	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	170157	5560663	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	2128	302305	SH	DEFINE
MEDIVATION INC	COM	58501N101	92927	1648800	SH	DEFINE
MEDIVATION INC	COM	58501N101	56	1000	SH	DEFINE
MEDIVATION INC	COM	58501N101	367	6520	SH	DEFINE
MEDTRONIC INC	COM	585055106	367835	8530500	SH	DEFINE
MEDTRONIC INC	COM	585055106	9069	210309	SH	DEFINE
MEDTRONIC INC	COM	585055106	2669	61896	SH	DEFINE
MEDTRONIC INC	COM	585055106	763729	17711690	SH	DEFINE
MEDTRONIC INC	COM	585055106	8572	198790	SH	DEFINE
MEDTRONIC INC	COM	585055106	7289	169050	SH	DEFINE
MEDTRONIC INC	COM	585055106	41817	969780	SH	DEFINE
MEDTRONIC INC	COM	585055106	425	9860	SH	DEFINE
MEDTRONIC INC	COM	585055106	39060	905680	SH	DEFINE
MEDTRONIC INC	COM	585055106	1626	37706	SH	DEFINE
MEDTRONIC INC	COM	585055106	15718	364520	SH	DEFINE
MEDTRONIC INC	COM	585055106	416836	9666880	SH	DEFINE
MEDTRONIC INC	COM	585055106	67217	1558840	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	73566	2136688	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	8255	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	11582	140299	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2064	25000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	101140	1225200	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1164	14100	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	991	12000	SH	DEFINE
MERCER INTL INC	COM	588056101	2261	303030	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3991	88500	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1833741	40659438	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	97056	2152022	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	18	400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	1324930	29377565	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	12196	270416	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	6433	142637	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	44881	995141	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	41319	915916	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1573	34883	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	19679	436340	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	599506	13292823	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	82480	1828815	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	18100	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	12	300	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	27	700	SH	DEFINE
METHANEX CORP	COM	59151K108	248	8700	SH	DEFINE
METHANEX CORP	COM	59151K108	99345	3482734	SH	DEFINE
METLIFE INC	COM	59156R108	23147	671700	SH	DEFINE
METLIFE INC	COM	59156R108	6475	187890	SH	DEFINE
METLIFE INC	COM	59156R108	1332	38646	SH	DEFINE
METLIFE INC	COM	59156R108	381480	11070225	SH	DEFINE
METLIFE INC	COM	59156R108	251	7280	SH	DEFINE
METLIFE INC	UNIT 99/99/9999	59156R116	375433	5437900	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	102419	599854	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	6	38	SH	DEFINE
MGM RESORTS INTERNATIONAL	NOTE 4.250% 4/1	55303QAE0	13544	13000000	PRN	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	19368	364180	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MICHAEL KORS HLDGS LTD	SHS	G60754101	443	8325	SH	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	173	3260	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2861	87400	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	39972	1220890	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	28208	861575	SH	DEFINE
MICRON TECHNOLOGY INC	DEBT	1.875% 6/0595112AK9	17984	20000000	PRN	DEFINE
MICROSOFT CORP	COM	594918104	3446	115700	SH	DEFINE
MICROSOFT CORP	COM	594918104	71368	2396509	SH	DEFINE
MICROSOFT CORP	COM	594918104	49011	1645778	SH	DEFINE
MICROSOFT CORP	COM	594918104	1049717	35249013	SH	DEFINE
MICROSOFT CORP	COM	594918104	10372	348281	SH	DEFINE
MICROSOFT CORP	COM	594918104	8644	290266	SH	DEFINE
MICROSOFT CORP	COM	594918104	70040	2351922	SH	DEFINE
MICROSOFT CORP	COM	594918104	686	23040	SH	DEFINE
MICROSOFT CORP	COM	594918104	24755	831058	SH	DEFINE
MICROSOFT CORP	COM	594918104	1318	44243	SH	DEFINE
MICROSOFT CORP	COM	594918104	18411	618220	SH	DEFINE
MICROSOFT CORP	COM	594918104	754493	25335549	SH	DEFINE
MICROSOFT CORP	COM	594918104	75746	2543529	SH	DEFINE
MIDSOUTH BANCORP INC	COM	598039105	3643	225000	SH	DEFINE
MIDWAY GOLD CORP	COM	598153104	10049	6127200	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	5698	355000	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	564	16785	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	43211	1159400	SH	DEFINE
MOBILE MINI INC	COM	60740F105	9400	562560	SH	DEFINE
MOBILE MINI INC	COM	60740F105	705	42200	SH	DEFINE
MOBILE MINI INC	COM	60740F105	2589	154945	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	278	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	2229	127225	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	18030	1029090	SH	DEFINE
MOLEX INC	COM	608554101	1879	71483	SH	DEFINE
MOLEX INC	COM	608554101	3	100	SH	DEFINE
MOLEX INC	CL A	608554200	2891	133100	SH	DEFINE
MOLEX INC	CL A	608554200	174	8000	SH	DEFINE
MOLSON COORS BREWING CO	CL B	60871R209	681	15123	SH	DEFINE
MOLYCORP INC DEL	COM	608753109	1	8188	SH	DEFINE
MOLYCORP INC DEL	COM	608753109	169	14670	SH	DEFINE
MOLYCORP INC DEL	NOTE	6.000% 9/0608753AF6	78328	68000000	PRN	DEFINE
MONSANTO CO NEW	COM	61166W101	40198	441630	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	3935	43236	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	220	2420	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	184154	3400160	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	36710	677814	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	271	5000	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	460	8490	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	49541	2238650	SH	DEFINE
MOODYS CORP	COM	615369105	8834	200000	SH	DEFINE
MOODYS CORP	COM	615369105	149	3364	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5877	351075	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5956	355816	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1691	101000	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	436576	26079801	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	9449	564480	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5945	355150	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	43140	2577059	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	239	14260	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	25532	1524768	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1150	68700	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	7496	447800	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	334354	19973385	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	31129	1859540	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	399	6918	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MOTOROLA SOLUTIONS INC	COM NEW	620076307	2528	50000	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	68	1346	SH	DEFINE
MUELLER INDS INC	COM	624756102	75284	1655689	SH	DEFINE
MUELLER INDS INC	COM	624756102	455	10000	SH	DEFINE
MULTI FINELINE ELECTRONIX IN	COM	62541B101	24046	1066322	SH	DEFINE
MURPHY OIL CORP	COM	626717102	359	6690	SH	DEFINE
MURPHY OIL CORP	COM	626717102	250310	4662120	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	6571	61600	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	501	4700	SH	DEFINE
MYLAN INC	COM	628530107	15396	631004	SH	DEFINE
MYLAN INC	NOTE 3.750% 9/1	628530AJ6	20153	10500000	PRN	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	27	1145	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	520	22341	SH	SOLE
NATIONAL FUEL GAS CO N J	COM	636180101	419	7755	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	1105	19960	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	22955	912000	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	406	16150	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1405	55817	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	64211	801540	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	30232	377387	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	2447	30550	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	25	310	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	14051	175402	SH	DEFINE
NATIONAL PRESTO INDS INC	COM	637215104	364	5000	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	20511	143185	SH	DEFINE
NATIONSTAR MTG HLDGS INC	COM	63861C109	7094	213800	SH	DEFINE
NATIONSTAR MTG HLDGS INC	COM	63861C109	574	17300	SH	DEFINE
NATURAL GAS SERVICES GROUP	COM	63886Q109	4557	304800	SH	DEFINE
NAUTILUS INC	COM	63910B102	210	80000	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2861	135661	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	4495	213130	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3117	147797	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	17816	844741	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	8309	393780	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	457	21667	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3334	158080	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	221687	10511482	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	9466	448850	SH	DEFINE
NEKTAR THERAPEUTICS	COM	640268108	15887	1487500	SH	DEFINE
NEOGEN CORP	COM	640491106	6149	144000	SH	DEFINE
NEOGEN CORP	COM	640491106	491	11500	SH	DEFINE
NEOGEN CORP	COM	640491106	2375	55611	SH	DEFINE
NETAPP INC	COM	64110D104	7687	233775	SH	DEFINE
NETAPP INC	NOTE 1.750% 6/0	64110DAB0	19535	17080000	PRN	DEFINE
NETSPEND HLDGS INC	COM	64118V106	2633	267900	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	233	23700	SH	DEFINE
NETSUITE INC	COM	64118Q107	19140	300000	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	8163	1022900	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	119549	25500800	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	22204	1812000	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	2	200	SH	DEFINE
NEW JERSEY RES	COM	646025106	255	5575	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	1241	127149	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	196366	3505914	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1508	26927	SH	DEFINE
NEWS CORP	CL A	65248E104	4095	166923	SH	DEFINE
NEWS CORP	CL A	65248E104	471	19200	SH	DEFINE
NEWS CORP	CL A	65248E104	4712	192087	SH	DEFINE
NEWS CORP	CL A	65248E104	29702	1210825	SH	DEFINE
NEWS CORP	CL A	65248E104	3802	154995	SH	DEFINE
NEWS CORP	CL A	65248E104	360	14680	SH	DEFINE
NEWS CORP	CL A	65248E104	328697	13399803	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NEWS CORP	CL A	65248E104	46531	1896891	SH	DEFINE
NEWS CORP	CL B	65248E203	187	7548	SH	DEFINE
NEWS CORP	CL B	65248E203	630243	25412982	SH	DEFINE
NEWS CORP	CL B	65248E203	4218	170061	SH	DEFINE
NEWS CORP	CL B	65248E203	1384	55796	SH	DEFINE
NEXEN INC	COM	65334H102	577062	22772737	SH	DEFINE
NEXEN INC	COM	65334H102	5630	222326	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	768528	10927455	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	23352	332029	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	3224	45835	SH	DEFINE
NEXTERA ENERGY INC	UNIT 09/01/2015	65339F887	56388	1100000	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	8346	1063228	SH	DEFINE
NIKE INC	CL B	654106103	148610	1565800	SH	DEFINE
NIKE INC	CL B	654106103	172213	1814480	SH	DEFINE
NIKE INC	CL B	654106103	94280	993368	SH	DEFINE
NIKE INC	CL B	654106103	1851	19500	SH	DEFINE
NIKE INC	CL B	654106103	475	5000	SH	DEFINE
NIKE INC	CL B	654106103	9	100	SH	DEFINE
NISOURCE INC	COM	65473P105	35672	1400000	SH	DEFINE
NISOURCE INC	COM	65473P105	76	3000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	26921	752400	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	15593	435790	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	338	9444	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	7628	213200	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	4348	121520	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	34365	960441	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	26073	728429	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1348	37669	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	10035	280450	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	415655	11616955	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	53276	1488980	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	44037	475000	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	1598	17241	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	48	18868	SH	DEFINE
NORDSON CORP	COM	655663102	25969	443000	SH	DEFINE
NORDSTROM INC	COM	655664100	4194	76000	SH	DEFINE
NORDSTROM INC	COM	655664100	24588	445600	SH	DEFINE
NORDSTROM INC	COM	655664100	2050	37153	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	2354	37000	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	4136	65000	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	8735	137273	SH	DEFINE
NORTH AMERN PALLADIUM LTD	COM	656912102	10948	5762050	SH	DEFINE
NORTH AMERN PALLADIUM LTD	COM	656912102	0	14700	SH	DEFINE
NORTHEAST BANCORP	COM NEW	663904209	4152	437000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	19673	514600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	57345	1500000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	2175	56896	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	340	20000	SH	DEFINE
NORTHERN TR CORP	COM	665859104	3268	70400	SH	DEFINE
NORTHERN TR CORP	COM	665859104	7904	170290	SH	DEFINE
NORTHERN TR CORP	COM	665859104	375	8086	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	66430	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	4120	62027	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	3165	47645	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	1954	159760	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	169	13845	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4573	185500	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3988	65093	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	349	5700	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	235879	3850465	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	396	6459	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3795	61946	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOVARTIS A G	SPONSORED ADR	66987V109	7298	119130	SH	DEFINE
NOVELLUS SYS INC	NOTE 2.625% 5/16	70008AD3	20141	18090000	PRN	DEFINE
NOVO-NORDISK A S	ADR	670100205	67808	429680	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	22478	142436	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	4705	508600	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	16	734	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	436862	20423632	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	119895	4816980	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	94780	3807940	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	2175	87400	SH	DEFINE
NUANCE COMMUNICATIONS INC	DBCV 2.750% 8/16	7020YAB6	7173	4990000	PRN	DEFINE
NUCOR CORP	COM	670346105	62646	1637369	SH	DEFINE
NUCOR CORP	COM	670346105	113436	2964884	SH	DEFINE
NUCOR CORP	COM	670346105	8501	222194	SH	DEFINE
NUCOR CORP	COM	670346105	11	300	SH	OTHER
NUCOR CORP	COM	670346105	84	2200	SH	DEFINE
NUVASIVE INC	NOTE 2.750% 7/06	70704AC9	23984	25000000	PRN	DEFINE
NUVASIVE INC	NOTE 2.750% 7/06	70704AC9	14	15000	PRN	DEFINE
NUVEEN NY AMT-FREE MUN INCOM	COM	670656107	590	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	52611	2921200	SH	DEFINE
NV ENERGY INC	COM	67073Y106	105899	5880000	SH	DEFINE
NXP SEMICONDUCTORS N V	COM	N6596X109	40683	1626650	SH	DEFINE
NYSE EURONEXT	COM	629491101	669	27140	SH	DEFINE
NYSE EURONEXT	COM	629491101	265433	10768076	SH	DEFINE
NYSE EURONEXT	COM	629491101	14	575	SH	DEFINE
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	288	3443	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	99999	1161967	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	82143	954480	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	5193	60344	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	12761	230970	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	261	102000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1664	650000	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	20904	2676600	SH	DEFINE
OI S.A.	SPN ADR REP PFD	670851203	1533	381300	SH	DEFINE
OIL STS INTL INC	COM	678026105	70108	882300	SH	DEFINE
OIL STS INTL INC	COM	678026105	39577	498070	SH	DEFINE
OLD REP INTL CORP	COM	680223104	127035	13659662	SH	DEFINE
OLD REP INTL CORP	COM	680223104	609	65528	SH	DEFINE
OLD REP INTL CORP	COM	680223104	25	2700	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	7066	1030000	SH	DEFINE
OMNICARE INC	NOTE 3.750%12/16	81904AN8	21263	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	4373	84810	SH	DEFINE
ON SEMICONDUCTOR CORP	COM	682189105	98468	15959150	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM	682310107	6100	2585350	SH	DEFINE
ONEOK INC NEW	COM	682680103	237	4900	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	2711	45560	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	11	180	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	132431	1567220	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	8	100	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	323	3820	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	16394	194010	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	810	9590	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	10606	125510	SH	DEFINE
OPEN TEXT CORP	COM	683715106	81006	1469101	SH	DEFINE
OPEN TEXT CORP	COM	683715106	11919	216215	SH	DEFINE
OPENTABLE INC	COM	68372A104	3923	94300	SH	DEFINE
OPENTABLE INC	COM	68372A104	320	7700	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	167	40000	SH	DEFINE
ORACLE CORP	COM	68389X105	179408	5697286	SH	DEFINE
ORACLE CORP	COM	68389X105	48553	1541861	SH	DEFINE
ORACLE CORP	COM	68389X105	2711	86080	SH	DEFINE
ORACLE CORP	COM	68389X105	5262	167090	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ORACLE CORP	COM	68389X105	2494	79188	SH	DEFINE
ORACLE CORP	COM	68389X105	2063	65497	SH	DEFINE
ORACLE CORP	COM	68389X105	538	17090	SH	DEFINE
ORACLE CORP	COM	68389X105	12186	386970	SH	DEFINE
ORACLE CORP	COM	68389X105	237250	7534151	SH	DEFINE
ORACLE CORP	COM	68389X105	29918	950080	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	4184	732700	SH	DEFINE
ORIENTAL FINL GROUP INC	COM	68618W100	20566	1954900	SH	DEFINE
OSHKOSH CORP	COM	688239201	124879	4552643	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	8010	1213622	SH	DEFINE
OWENS CORNING NEW	COM	690742101	1773	53000	SH	DEFINE
OWENS CORNING NEW	COM	690742101	198775	5940656	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	513	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	5331	535000	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	909	228350	SH	DEFINE
PACIRA PHARMACEUTICALS INC	COM	695127100	14959	859737	SH	DEFINE
PALL CORP	COM	696429307	113113	1781580	SH	DEFINE
PALL CORP	COM	696429307	387	6100	SH	DEFINE
PALO ALTO NETWORKS INC	COM	697435105	3115	50600	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	30734	1432801	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	30	1390	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	603	3527	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	10643	346000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	864	28100	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	2974	96689	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2800	33500	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	994	11890	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	104	1400	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	175623	2364344	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	2606	35080	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	3641	49020	SH	DEFINE
PAYCHEX INC	COM	704326107	30464	915100	SH	DEFINE
PAYCHEX INC	COM	704326107	6109	183497	SH	DEFINE
PDC ENERGY INC	COM	69327R101	17880	565300	SH	DEFINE
PDC ENERGY INC	COM	69327R101	440	13900	SH	DEFINE
PDC ENERGY INC	COM	69327R101	2304	72833	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	838	37600	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	43445	1949090	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	5337	239456	SH	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	61529	72600000	PRN	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	1500	1770000	PRN	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	10573	452020	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	43730	596247	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	1893	25816	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	290	3960	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	5008	68287	SH	DEFINE
PEMBINA PIPELINE CORP	COM	706327103	46	1650	SH	DEFINE
PEMBINA PIPELINE CORP	COM	706327103	23970	854002	SH	DEFINE
PENGROWTH ENERGY CORP	COM	70706P104	278	41200	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	600	42200	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	17	1200	SH	DEFINE
PENNEY J C INC	COM	708160106	228	9400	SH	DEFINE
PENNEY J C INC	COM	708160106	22	904	SH	DEFINE
PENTAIR INC	COM	709631105	435205	9777686	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	10233	447052	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	23	1000	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	21153	1742400	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	404	33300	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	173880	9200000	SH	DEFINE
PEPSICO INC	COM	713448108	301676	4262767	SH	DEFINE
PEPSICO INC	COM	713448108	590252	8340430	SH	DEFINE
PEPSICO INC	COM	713448108	96892	1369115	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEPSICO INC	COM	713448108	21	300	SH	OTHER
PEPSICO INC	COM	713448108	1111	15700	SH	DEFINE
PEPSICO INC	COM	713448108	3766	53218	SH	DEFINE
PERRIGO CO	COM	714290103	75275	647967	SH	DEFINE
PERRIGO CO	COM	714290103	344	2960	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	12081	93534	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	17553	795321	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	6205	281171	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3291	149120	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	57277	2595253	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	338	15310	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	17427	789306	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	9126	413503	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	321740	14578025	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	127476	5775966	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	177510	8043054	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1445	63000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	565	24629	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	32492	1416374	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2815	122700	SH	DEFINE
PETSMART INC	COM	716768106	3120	45225	SH	DEFINE
PFIZER INC	COM	717081103	139370	5608450	SH	DEFINE
PFIZER INC	COM	717081103	952319	38322696	SH	DEFINE
PFIZER INC	COM	717081103	33335	1341446	SH	DEFINE
PFIZER INC	COM	717081103	512395	20619503	SH	DEFINE
PFIZER INC	COM	717081103	12238	492473	SH	DEFINE
PFIZER INC	COM	717081103	8805	354340	SH	DEFINE
PFIZER INC	COM	717081103	82755	3330197	SH	DEFINE
PFIZER INC	COM	717081103	839	33780	SH	DEFINE
PFIZER INC	COM	717081103	44769	1801106	SH	DEFINE
PFIZER INC	COM	717081103	2186	87969	SH	DEFINE
PFIZER INC	COM	717081103	21105	849310	SH	DEFINE
PFIZER INC	COM	717081103	899237	36186613	SH	DEFINE
PFIZER INC	COM	717081103	113668	4574151	SH	DEFINE
PG&E CORP	COM	69331C108	1055850	24744555	SH	DEFINE
PG&E CORP	COM	69331C108	1267	29693	SH	DEFINE
PG&E CORP	COM	69331C108	3295	77232	SH	DEFINE
PG&E CORP	COM	69331C108	5338	125090	SH	DEFINE
PG&E CORP	COM	69331C108	7478	175260	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	36410	564500	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	497	7700	SH	DEFINE
PHI INC	COM VTG	69336T106	3359	102600	SH	DEFINE
PHI INC	COM NON VTG	69336T205	27543	875496	SH	DEFINE
PHI INC	COM NON VTG	69336T205	6527	207460	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	20863	231970	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	21477	238798	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	335833	3733961	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	16202	180147	SH	DEFINE
PHILLIPS 66	COM	718546104	4278	92250	SH	DEFINE
PHILLIPS 66	COM	718546104	12223	263605	SH	DEFINE
PHILLIPS 66	COM	718546104	3941	84982	SH	DEFINE
PHILLIPS 66	COM	718546104	5	100	SH	DEFINE
PHILLIPS 66	COM	718546104	11	233	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	34523	1842200	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	374104	7085300	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	143	2700	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	12996	1668250	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	481	61700	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	1688	216735	SH	DEFINE
PITNEY BOWES INC	COM	724479100	198	14322	SH	DEFINE
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1552	17601	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	16811	16259300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PLUM CREEK TIMBER CO INC	COM	729251108	17802	406071	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	1068	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3900	61814	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	660692	10470534	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	18	282	SH	DEFINE
PNM RES INC	COM	69349H107	20946	996000	SH	DEFINE
PNM RES INC	COM	69349H107	69399	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	89	4250	SH	DEFINE
POPULAR INC	COM NEW	733174700	27068	1552959	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	40560	1500000	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1470	18029	SH	DEFINE
POSCO	SPONSORED ADR	693483109	37	450	SH	DEFINE
POSCO	SPONSORED ADR	693483109	161	1970	SH	DEFINE
POSCO	SPONSORED ADR	693483109	3216	39440	SH	DEFINE
POSCO	SPONSORED ADR	693483109	7615	93394	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9397	115245	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2348	28790	SH	DEFINE
POSCO	SPONSORED ADR	693483109	39689	486741	SH	DEFINE
POST PPTYS INC	COM	737464107	8786	183200	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	27331	629237	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	2076	47810	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	129046	2969739	SH	DEFINE
POWELL INDS INC	COM	739128106	30183	780525	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	20782	682940	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	424	13921	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	1956	64294	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	647	29875	SH	DEFINE
POWERSHARES GLOBAL ETF TRUST	GBL WTR PORT	73936T623	370	21400	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1727	25180	SH	DEFINE
POWERSHS DB MULTI SECT COMM	PS DB AGRICUL FD	73936B408	403	13700	SH	DEFINE
PPG INDS INC	COM	693506107	5129	44660	SH	DEFINE
PPG INDS INC	COM	693506107	1378	12002	SH	DEFINE
PPL CORP	COM	69351T106	600411	20668200	SH	DEFINE
PPL CORP	COM	69351T106	2116	72845	SH	DEFINE
PPL CORP	UNIT 99/99/9999S	69351T114	8205	150000	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	13495	252000	SH	DEFINE
PRAXAIR INC	COM	74005P104	294722	2837135	SH	DEFINE
PRAXAIR INC	COM	74005P104	171312	1649120	SH	DEFINE
PRAXAIR INC	COM	74005P104	60165	579177	SH	DEFINE
PRAXAIR INC	COM	74005P104	410	3950	SH	DEFINE
PRAXAIR INC	COM	74005P104	2389	23000	SH	DEFINE
PRAXAIR INC	COM	74005P104	29221	281300	SH	DEFINE
PRAXAIR INC	COM	74005P104	73	700	SH	DEFINE
PRAXAIR INC	COM	74005P104	987	9500	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	170127	1041540	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	18556	113603	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	694	4250	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	5205	662174	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	6965	500000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	122746	1939120	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	6499	102666	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	71421	115430	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	9216	14895	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	309	500	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	2351	3800	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	33937	54850	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1114	1800	SH	DEFINE
PRIMERO MNG CORP	COM	74164W106	29702	6566600	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	381845	5505260	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	73796	1063955	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	106189	1530989	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	8578	123670	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PROCTER & GAMBLE CO	COM	742718109	33875	488395	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	21390	308269	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	706	10181	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	15019	216530	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	70077	1010344	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	17049	245810	SH	DEFINE
PROGENICS PHARMACEUTICALS IN	COM	743187106	695	242000	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	5195	242864	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1267	61100	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	103	4959	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	6151	296581	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	8375	403790	SH	DEFINE
PROLOGIS INC	COM	74340W103	7615	217388	SH	DEFINE
PROLOGIS INC	COM	74340W103	33458	955122	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	103066	3932300	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2806	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	44126	809500	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	11218	205800	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	442	8112	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	2085	91537	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	244	1750	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	36302	260850	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	806936	25075710	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4011	124658	SH	DEFINE
PULTE GROUP INC	COM	745867101	198	12771	SH	DEFINE
PVR PARTNERS L P	COM UNIT REPTG L	693665101	288	11361	SH	DEFINE
QEP RES INC	COM	74733V100	150684	4759420	SH	DEFINE
QEP RES INC	COM	74733V100	1650	52110	SH	DEFINE
QEP RES INC	COM	74733V100	153	4840	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	982	53150	SH	DEFINE
QLIK TECHNOLOGIES INC	COM	74733T105	5603	250000	SH	DEFINE
QUALCOMM INC	COM	747525103	252114	4034443	SH	DEFINE
QUALCOMM INC	COM	747525103	103896	1662595	SH	DEFINE
QUALCOMM INC	COM	747525103	2581	41300	SH	DEFINE
QUALCOMM INC	COM	747525103	826	13220	SH	DEFINE
QUALCOMM INC	COM	747525103	457	7313	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	466	18850	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	31715	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5211	82161	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	20128	317320	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	743	11720	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	1021	16092	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5520	87030	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	11224	176950	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	40387	636717	SH	DEFINE
QUEST RARE MINERALS LTD	COM	74836T101	0	17700	SH	DEFINE
QUESTAR CORP	COM	748356102	34669	1705300	SH	DEFINE
QUESTAR CORP	COM	748356102	648	31880	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	9679	523200	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	6609	100000	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	23	351	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	138130	913370	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	26281	173779	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	472	3120	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	220592	1793432	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	34296	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	2001	35013	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	304295	5323562	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	2735	47845	SH	DEFINE
REALD INC	COM	75604L105	123	13740	SH	DEFINE
REALD INC	COM	75604L105	2036	227752	SH	DEFINE
RED HAT INC	COM	756577102	140472	2467000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RED HAT INC	COM	756577102	2048	35964	SH	DEFINE
RED HAT INC	COM	756577102	290	5090	SH	DEFINE
REDWOOD TR INC	COM	758075402	1115	77100	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	5	190	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	4316	162125	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	7297	518653	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	2206	156816	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	4722	96900	SH	DEFINE
REGENCY ENERGY PARTNERS L P	COM UNITS L P	75885Y107	323	13850	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	34907	228658	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	502	3290	SH	DEFINE
REGIS CORP MINN	COM	758932107	60415	3287001	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	100229	1914600	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	123	1600	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	48832	633850	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	5375	69770	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	148328	5391800	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	128	4640	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	9869	1315860	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	2	300	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	127970	17062703	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	427	55772	SH	DEFINE
RESOLUTE FST PRODS INC	COM	76117W109	4736	353372	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	199	4600	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	105765	2440353	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	3099	71515	SH	DEFINE
RIGNET INC	COM	766582100	5334	288300	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	358986	7677200	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	1172	25057	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	51961	2232920	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	246	10580	SH	DEFINE
RLI CORP	COM	749607107	50479	757263	SH	DEFINE
RLI CORP	COM	749607107	55	825	SH	DEFINE
ROBBINS & MYERS INC	COM	770196103	11077	185850	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	344	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	34862	1309140	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	43	1600	SH	DEFINE
ROCK-TENN CO	CL A	772739207	232	3215	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	1516	21800	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	96955	1394030	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	21032	302398	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	1488	21400	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	171	2460	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	35	500	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	18774	350000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	363	6760	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	925	17250	SH	DEFINE
ROCKY BRANDS INC	COM	774515100	604	52300	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	50982	2584000	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	224	5525	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	76	1887	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	324847	8026080	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	372434	3389149	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	93117	847370	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	8	76	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	33	300	SH	DEFINE
ROSS STORES INC	COM	778296103	263	4078	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	98945	2929980	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	10980	325130	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	65143	1929015	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1860	32385	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	864	15041	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ROYAL BK CDA MONTREAL QUE	COM	780087102	430028	7479090	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	8791	291000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5784	81124	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	19	261	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	17558	246252	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	200313	2809438	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	844818	12171420	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	35771	515361	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	14	200	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	9622	138622	SH	DEFINE
ROYAL GOLD INC	COM	780287108	37168	372200	SH	DEFINE
RPM INTL INC	COM	749685103	75139	2632751	SH	DEFINE
RPM INTL INC	COM	749685103	5749	201453	SH	DEFINE
RPX CORP	COM	74972G103	3647	325300	SH	DEFINE
RPX CORP	COM	74972G103	287	25600	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	21896	914600	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	10734	332845	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	167	5191	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1789	39000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	70	1525	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	200642	12470000	SH	DEFINE
SAIA INC	COM	78709Y105	6171	306415	SH	DEFINE
SAIC INC	COM	78390X101	1244	103300	SH	DEFINE
SAIC INC	COM	78390X101	1834	152309	SH	DEFINE
SAIC INC	COM	78390X101	5726	475588	SH	DEFINE
SAIC INC	COM	78390X101	2777	230640	SH	DEFINE
SAIC INC	COM	78390X101	4567	379291	SH	DEFINE
SAIC INC	COM	78390X101	264	21960	SH	DEFINE
SAIC INC	COM	78390X101	15730	1305996	SH	DEFINE
SAIC INC	COM	78390X101	762	63314	SH	DEFINE
SAIC INC	COM	78390X101	5078	421800	SH	DEFINE
SAIC INC	COM	78390X101	1306	108450	SH	DEFINE
SAIC INC	COM	78390X101	17616	1463090	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	110026	720580	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	4251	27840	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	421	2760	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	15611	368700	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	347	8200	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE 2.750% 5/1	795435AC0	20015	17090000	PRN	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	6846	335100	SH	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	517	25300	SH	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	2406	117763	SH	DEFINE
SANDISK CORP	COM	80004C101	6558	151000	SH	DEFINE
SANDISK CORP	COM	80004C101	497	11450	SH	DEFINE
SANDISK CORP	COM	80004C101	80806	1860610	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	4414	339000	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	291732	6775000	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	1718	39906	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	35	822	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	21338	495548	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	404	9390	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	311	7213	SH	DEFINE
SAP AG	SPON ADR	803054204	223	3125	SH	DEFINE
SAP AG	SPON ADR	803054204	12	169	SH	DEFINE
SAP AG	SPON ADR	803054204	11965	167736	SH	DEFINE
SAP AG	SPON ADR	803054204	267	3750	SH	DEFINE
SAP AG	SPON ADR	803054204	16996	238270	SH	DEFINE
SAPIENT CORP	COM	803062108	8293	777976	SH	DEFINE
SAPIENT CORP	COM	803062108	627	58800	SH	DEFINE
SAPIENT CORP	COM	803062108	2283	214162	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1476	33100	SH	DEFINE
SAUL CTRS INC	COM	804395101	222	5000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2	1000	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	9117	3661640	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	1562	627280	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2119	851030	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	734	294660	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2419	971420	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	NOTE	4.750% 2/080517QAA8	2896	9839000	PRN	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	181155	2880010	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	111	1765	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1050	16690	SH	DEFINE
SCANA CORP NEW	COM	80589M102	48270	1000000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	636	13175	SH	DEFINE
SCHAWK INC	CL A	806373106	20920	1603096	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	27745	350000	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	260	3286	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	236972	3276255	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	116267	1607451	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	14	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	1504	20800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	361	4990	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	2532	35000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	157	2175	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	34067	471000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1193	16500	SH	DEFINE
SCHULMAN A INC	COM	808194104	39155	1643784	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	282	22023	SH	DEFINE
SCICLONE PHARMACEUTICALS INC	COM	80862K104	17473	3148199	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	173	20975	SH	DEFINE
SCIQUEST INC NEW	COM	80908T101	619	34015	SH	DEFINE
SEACOAST BKG CORP FLA	COM	811707306	1700	1069352	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	6445	164340	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	2496	80527	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	8740	324300	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	28599	1506000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	2038	31600	SH	DEFINE
SEMPRA ENERGY	COM	816851109	836228	12966790	SH	DEFINE
SEMPRA ENERGY	COM	816851109	258	4004	SH	DEFINE
SEMTECH CORP	COM	816850101	44113	1753983	SH	DEFINE
SEMTECH CORP	COM	816850101	669	26600	SH	DEFINE
SEMTECH CORP	COM	816850101	161	6420	SH	DEFINE
SEMTECH CORP	COM	816850101	3361	133634	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	3718	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	17025	570169	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1299	59650	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	3563	163600	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	27100	737210	SH	DEFINE
SERVICE CORP INTL	COM	817565104	275	20400	SH	DEFINE
SERVICE CORP INTL	COM	817565104	586	43510	SH	DEFINE
SERVICE CORP INTL	COM	817565104	551	40971	SH	DEFINE
SERVICENOW INC	COM	81762P102	3868	100000	SH	DEFINE
SERVICESOURCE INTL LLC	COM	81763U100	9811	956200	SH	DEFINE
SERVICESOURCE INTL LLC	COM	81763U100	430	41900	SH	DEFINE
SERVICESOURCE INTL LLC	COM	81763U100	2388	232745	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	3240	158367	SH	DEFINE
SHAW GROUP INC	COM	820280105	44	1000	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	67369	452410	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	2978	20001	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	347	2330	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	6	96	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	3	41	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	2583	38467	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	17101	192800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SHIRE PLC	SPONSORED ADR	82481R106	46	515	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	6581	279700	SH	DEFINE
SHORETEL INC	COM	825211105	14995	3666380	SH	DEFINE
SHORETEL INC	COM	825211105	338	82700	SH	DEFINE
SHORETEL INC	COM	825211105	1494	365256	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	4748	300344	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	29615	951616	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	741	23800	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	121	3900	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	3177	102095	SH	DEFINE
SI FINL GROUP INC MD	COM	78425V104	1762	150343	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	2451	24477	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	32	317	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	15037	150145	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	297	2970	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	46257	461880	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	2532	324166	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	979	13600	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	73769	1025000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	4494	62448	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	101652	1515371	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	470	7000	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	338	5040	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	69119	1880266	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	949	25805	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	204	5560	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2622	71327	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	3622	657411	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	3586	650860	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	10701	1942115	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	339	61480	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	119	21660	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	16343	2966037	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	36851	928000	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	213	5355	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	7134	179520	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	7370	48549	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	83713	551436	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	41957	1466000	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	66440	4569480	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	136	9377	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	7	500	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	146	10012	SH	DEFINE
SKYWEST INC	COM	830879102	35051	3393108	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	13058	554141	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	120	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	15242	190360	SH	DEFINE
SM ENERGY CO	COM	78454L100	133857	2473780	SH	DEFINE
SM ENERGY CO	COM	78454L100	256	4730	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	820	503800	SH	DEFINE
SMITH A O	COM	831865209	23726	412340	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	26469	1347000	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3049	35313	SH	DEFINE
SOHU COM INC	COM	83408W103	40472	961567	SH	DEFINE
SOLARWINDS INC	COM	83416B109	4738	85000	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	344	6497	SH	DEFINE
SOUTHERN CO	COM	842587107	689528	14960470	SH	DEFINE
SOUTHERN CO	COM	842587107	3043	66033	SH	DEFINE
SOUTHERN MO BANCORP INC	COM	843380106	1686	70000	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	4380	547560	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	877	100000	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	40	4520	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SOUTHWESTERN ENERGY CO	COM	845467109	56467	1623540	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	492	14146	SH	DEFINE
SPANSION INC	COM CL A NEW	84649R200	6673	559825	SH	DEFINE
SPARTAN MTRS INC	COM	846819100	3569	713800	SH	DEFINE
SPARTAN STORES INC	COM	846822104	21099	1378090	SH	DEFINE
SPARTON CORP	COM	847235108	6127	484371	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	32831	190858	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	619	3600	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	77792	540483	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	79910	555200	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	1140	6335	SH	DEFINE
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	5343	217383	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	32504	451700	SH	DEFINE
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	378	6500	SH	DEFINE
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	7091	285700	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	351080	11957750	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	3172	108032	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	451	15376	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	12832	751300	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	348	20400	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	1363	79806	SH	DEFINE
SPLUNK INC	COM	848637104	2754	75000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	11504	2084088	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	69	12442	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	4489	813190	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	43555	7890413	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	65402	11844560	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1831	331765	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	12047	2182370	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	482100	87336940	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	63436	11491963	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	1	1000	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	1767	1250000	SH	DEFINE
SPX CORP	COM	784635104	196	3000	SH	DEFINE
SPX CORP	COM	784635104	8817	134720	SH	DEFINE
SPX CORP	COM	784635104	1379	21080	SH	DEFINE
SPX CORP	COM	784635104	1158	17710	SH	DEFINE
ST JUDE MED INC	COM	790849103	5972	141754	SH	DEFINE
ST JUDE MED INC	COM	790849103	1803	42800	SH	DEFINE
STAG INDL INC	COM	85254J102	5868	360900	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	75701	2423200	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	1890	24785	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	261495	3429436	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	25237	200900	SH	DEFINE
STANTEC INC	COM	85472N109	7510	220439	SH	DEFINE
STAPLES INC	COM	855030102	179	15501	SH	DEFINE
STARBUCKS CORP	COM	855244109	3278	64596	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	49336	851200	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	12711	219300	SH	DEFINE
STATE BK FINL CORP	COM	856190103	34629	2100000	SH	DEFINE
STATE STR CORP	COM	857477103	27989	667041	SH	DEFINE
STATE STR CORP	COM	857477103	5961	142060	SH	DEFINE
STATE STR CORP	COM	857477103	4427	105495	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	71	2750	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	15	580	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	14219	551336	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	37078	3301700	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	42480	912557	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	33193	713065	SH	DEFINE
STEREOTAXIS INC	COM NEW	85916J409	1400	986022	SH	DEFINE
STERICYCLE INC	COM	858912108	54530	602410	SH	DEFINE
STERICYCLE INC	COM	858912108	3025	33415	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

STERIS CORP	COM	859152100	44568	1256487	SH	DEFINE
STERIS CORP	COM	859152100	67	1900	SH	DEFINE
STRYKER CORP	COM	863667101	321309	5772717	SH	DEFINE
STRYKER CORP	COM	863667101	27830	500000	SH	DEFINE
STRYKER CORP	COM	863667101	8947	160736	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	112	4825	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	33	1430	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	135351	5832487	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	3769	114631	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	426	12954	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	33	1000	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	7984	242900	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	3136	95400	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	97142	2953764	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	6	174	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	19406	589900	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	5456	166092	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	4460	135700	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	89573	2723633	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	66819	2031744	SH	DEFINE
SUNOPTA INC	COM	8676EP108	7445	1165146	SH	DEFINE
SUNPOWER CORP	COM	867652406	604	133873	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	5994	544900	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	426	15082	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	18	643	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	56299	2743640	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	355	17300	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1680	81874	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5466	456300	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	25135	1203770	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	175	8360	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	38	1840	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	334	16000	SH	DEFINE
SYMANTEC CORP	COM	871503108	9038	502111	SH	DEFINE
SYMANTEC CORP	COM	871503108	266	14800	SH	DEFINE
SYMANTEC CORP	COM	871503108	371628	20645959	SH	DEFINE
SYMANTEC CORP	COM	871503108	712	39570	SH	DEFINE
SYMANTEC CORP	COM	871503108	3893	216270	SH	DEFINE
SYMANTEC CORP	COM	871503108	1564	86869	SH	DEFINE
SYMANTEC CORP	COM	871503108	182	10120	SH	DEFINE
SYMANTEC CORP	COM	871503108	758	42101	SH	DEFINE
SYMANTEC CORP	COM	871503108	11464	636910	SH	DEFINE
SYMANTEC CORP	COM	871503108	53646	2980325	SH	DEFINE
SYMANTEC CORP	COM	871503108	44266	2459250	SH	DEFINE
SYMETRA FINL CORP	COM	87151Q106	1607	130660	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	12361	165143	SH	DEFINE
SYNOVUS FINL CORP	COM	87161C105	425	179475	SH	DEFINE
TAHOE RES INC	COM	873868103	11614	570450	SH	DEFINE
TAHOE RES INC	COM	873868103	945	46400	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	38781	2451361	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2240	141600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	23847	1507386	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	354	22357	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1469	92631	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	16714	1056522	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	271	17100	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	33922	2144226	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	105484	6667792	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	40	3039	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	8207	614477	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	14548	1088702	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	530	39650	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TALISMAN ENERGY INC	COM	87425E103	19963	1493680	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	8452	634550	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	9225	690760	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	446122	33386150	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	306751	22956595	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	520	379644	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	10795	333900	SH	DEFINE
TARGACEPT INC	COM	87611R306	4212	861447	SH	DEFINE
TARGET CORP	COM	87612E106	89528	1410550	SH	DEFINE
TARGET CORP	COM	87612E106	14544	229140	SH	DEFINE
TARGET CORP	COM	87612E106	9311	146694	SH	DEFINE
TARGET CORP	COM	87612E106	23088	363763	SH	DEFINE
TARGET CORP	COM	87612E106	572	9020	SH	DEFINE
TARGET CORP	COM	87612E106	10957	172640	SH	DEFINE
TARGET CORP	COM	87612E106	1609	25351	SH	DEFINE
TARGET CORP	COM	87612E106	7635	120300	SH	DEFINE
TARGET CORP	COM	87612E106	219679	3461143	SH	DEFINE
TARGET CORP	COM	87612E106	56523	890543	SH	DEFINE
TASEKO MINES LTD	COM	876511106	656	197800	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	19047	248230	SH	DEFINE
TCF FINL CORP	COM	872275102	1922	160932	SH	DEFINE
TCF FINL CORP	COM	872275102	147	12300	SH	DEFINE
TCF FINL CORP	COM	872275102	621	51974	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	6802	200000	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	42	1240	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	203204	5974821	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	4572	134421	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	636	18700	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	553	16270	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	2542	74730	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	158135	4649648	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	374	11000	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	20538	697267	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	13	450	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	7528	255168	SH	DEFINE
TECO ENERGY INC	COM	872375100	263530	14855150	SH	DEFINE
TECO ENERGY INC	COM	872375100	1080	60870	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	45266	1450824	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	9303	929347	SH	DEFINE
TELEFLEX INC	COM	879369106	178536	2593486	SH	DEFINE
TELEFLEX INC	COM	879369106	34420	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	179	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	55	800	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	62	4704	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	56199	4231842	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	311	23441	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	7816	588542	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	176	13290	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	57	4318	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	97171	7317075	SH	DEFINE
TELEPHONE & DATA SYS INC	COM NEW	879433829	278	10852	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	18	280	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	204295	3266567	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	346	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	314	18532	SH	SOLE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	171	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	89117	2185840	SH	DEFINE
TENNECO INC	COM	880349105	49881	1781476	SH	DEFINE
TENNECO INC	COM	880349105	700	25000	SH	DEFINE
TENNECO INC	COM	880349105	3084	110142	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	89319	1184430	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	39738	526961	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TERADATA CORP DEL	COM	88076W103	520	6890	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	334	4430	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	66834	3406425	SH	DEFINE
TERRA NITROGEN CO L P	COM UNIT	881005201	259	1200	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2422	58500	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	50173	1211610	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	68609	1656813	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	12	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1950	47100	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	348309	8411228	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	33	800	SH	DEFINE
TEXAS INDS INC	COM	882491103	6772	166600	SH	DEFINE
TEXAS INDS INC	COM	882491103	6098	150000	SH	PUT DEFINE
TEXAS INSTRS INC	COM	882508104	13775	500000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	7583	275253	SH	DEFINE
TEXTRON INC	COM	883203101	41873	1600050	SH	DEFINE
TFS FINL CORP	COM	87240R107	1377	151800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	7942	135000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	7306	124182	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	270	9350	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	311	10758	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	358464	12403087	SH	DEFINE
THOR INDS INC	COM	885160101	106040	2919610	SH	DEFINE
THORATEC CORP	COM NEW	885175307	33867	978820	SH	DEFINE
THORATEC CORP	COM NEW	885175307	433	12500	SH	DEFINE
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	4960	685100	SH	DEFINE
TIBCO SOFTWARE INC	COM	88632Q103	9069	300000	SH	DEFINE
TIDEWATER INC	COM	886423102	100232	2065366	SH	DEFINE
TIDEWATER INC	COM	886423102	9922	204450	SH	DEFINE
TIDEWATER INC	COM	886423102	14458	297917	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	43176	697740	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	3333	53866	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	248	4000	SH	DEFINE
TILLYS INC	CL A	886885102	2295	125200	SH	DEFINE
TILLYS INC	CL A	886885102	175	9543	SH	DEFINE
TIM HORTONS INC	COM	88706M103	9671	185895	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1816	19100	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	35461	373037	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1220	12833	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	816404	8588292	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	10812	113741	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	5813	61155	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	33060	347777	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	31710	333485	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1509	15869	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	11831	124461	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	429220	4515252	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	76132	800883	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	3537	78024	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1137	25076	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	17203	379513	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	421	9280	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	16075	354571	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	618	13633	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	8165	180120	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	378039	8339712	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	28509	628930	SH	DEFINE
TIMKEN CO	COM	887389104	3586	96500	SH	DEFINE
TJX COS INC NEW	COM	872540109	11642	259914	SH	DEFINE
TJX COS INC NEW	COM	872540109	1626	36300	SH	DEFINE
TORCHMARK CORP	COM	891027104	20	382	SH	DEFINE
TORCHMARK CORP	COM	891027104	3590	69910	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TORCHMARK CORP	COM	891027104	7223	140668	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	231	2775	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	21355	256199	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	386732	4638285	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	505466	10089140	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	1490	29741	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	27	530	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	14382	287062	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	192	3840	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1548	65300	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2355	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	11	140	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	28	360	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	11676	148725	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	61121	778510	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	84723	856740	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	79	800	SH	DEFINE
TRANSALTA CORP	COM	89346D107	840	55000	SH	DEFINE
TRANSALTA CORP	COM	89346D107	15	1000	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	45749	1005525	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	7090	155819	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	353148	7761920	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	1825	343700	SH	DEFINE
TRANSOCEAN INC	NOTE 1.500%12/1	893830AW9	936	940000	PRN	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	683	15222	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	2763	61541	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	431885	9620963	SH	DEFINE
TRANZYME INC	COM	89413J102	5125	1149172	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	37475	549000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	3773	55275	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	3122	45730	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	48480	923436	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	5855	111526	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	866	16500	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	14742	2058900	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	192301	4034830	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	23817	499731	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1149	24100	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	318	6680	SH	DEFINE
TRINA SOLAR LIMITED	SPON ADR	89628E104	20338	4440595	SH	DEFINE
TRINA SOLAR LIMITED	SPON ADR	89628E104	5802	1266716	SH	DEFINE
TRINITY INDS INC	COM	896522109	102386	3416290	SH	DEFINE
TRINITY INDS INC	COM	896522109	30	1000	SH	DEFINE
TRIPADVISOR INC	COM	896945201	6586	200000	SH	DEFINE
TRUE RELIGION APPAREL INC	COM	89784N104	7617	357100	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	32035	5600500	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	15	2647	SH	DEFINE
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	87825	2009270	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2733	180500	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	114	7540	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1379	91100	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	32991	2179051	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	3176	209754	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	5810	383767	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	410	27060	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	264489	17469540	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	29745	1964672	SH	DEFINE
TURQUOISE HILL RES LTD	COM	900435108	26605	3133924	SH	DEFINE
TURQUOISE HILL RES LTD	COM	900435108	319	37510	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	14	1250	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	31256	2732200	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	1468	26095	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TYCO INTERNATIONAL LTD	SHS	H89128104	1137	20210	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	24863	441929	SH	DEFINE
UBS AG	SHS NEW	H89231338	289765	23799942	SH	DEFINE
UBS AG	SHS NEW	H89231338	42352	3478612	SH	DEFINE
UBS AG	SHS NEW	H89231338	11175	917651	SH	DEFINE
UBS AG	SHS NEW	H89231338	341129	28018569	SH	DEFINE
UBS AG	SHS NEW	H89231338	159019	13059540	SH	DEFINE
UDR INC	COM	902653104	16209	653067	SH	DEFINE
UGI CORP NEW	COM	902681105	15875	500000	SH	DEFINE
UGI CORP NEW	COM	902681105	3	100	SH	DEFINE
UIL HLDG CORP	COM	902748102	50204	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	77617	805940	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	16	166	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	235	2440	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	4084	40000	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1913	18735	SH	DEFINE
ULTRA PETROLEUM CORP	COM	903914109	440	20000	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	155168	2779278	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	449	8050	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	411	7360	SH	DEFINE
UNIFI INC	COM NEW	904677200	332	25934	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	20777	585600	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	2228	62797	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	440	12388	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	4967	139990	SH	DEFINE
UNION PAC CORP	COM	907818108	81413	685870	SH	DEFINE
UNION PAC CORP	COM	907818108	43220	364114	SH	DEFINE
UNIT CORP	COM	909218109	53481	1288700	SH	DEFINE
UNIT CORP	COM	909218109	9173	221040	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	20475	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	3077	157812	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	2205	37725	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	33523	468400	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	35878	501298	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	14	200	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1481	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	6692	93503	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1142	15953	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	303	4230	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	476	6650	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	710	9920	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2786	38930	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	346210	4837362	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	40259	562517	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	4253	223020	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	65	3405	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	374994	4789806	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	148072	1891330	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	81867	1045691	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1433	18300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	47	600	SH	DEFINE
UNITED TECHNOLOGIES CORP	UNIT 99/99/9999	913017117	12280	218900	SH	DEFINE
UNITED TECHNOLOGIES CORP	UNIT 99/99/9999	913017117	8713	155315	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	13333	238600	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	11082	200000	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	8097	146123	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	80513	1938198	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	5387	145000	SH	DEFINE
UNUM GROUP	COM	91529Y106	5053	262881	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	22257	592580	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	308	8200	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	3763	109700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

US BANCORP DEL	COM NEW	902973304	38553	1124003	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	22092	644072	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	2058	60000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	525	15309	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	28915	843000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	892	26000	SH	DEFINE
USA TRUCK INC	COM	902925106	2548	700000	SH	DEFINE
V F CORP	COM	918204108	79680	500000	SH	DEFINE
V F CORP	COM	918204108	22222	139447	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	16603	288000	SH	DEFINE
VALE S A	ADR	91912E105	150	8360	SH	DEFINE
VALE S A	ADR	91912E105	2684	149960	SH	DEFINE
VALE S A	ADR	91912E105	12	660	SH	DEFINE
VALE S A	ADR	91912E105	95	5308	SH	DEFINE
VALE S A	ADR	91912E105	24178	1350740	SH	DEFINE
VALE S A	ADR	91912E105	7387	412660	SH	DEFINE
VALE S A	ADR	91912E105	2334	130400	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	11640	670527	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	2782	160277	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	2459	141650	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	64044	3689171	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	231	13310	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	12322	709515	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	7014	404055	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	506663	29185336	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	216976	12498618	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	144259	8309871	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	88	1600	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	10017	181535	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	13084	413000	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	7692	242800	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	403	12721	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	16337	515695	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	13131	414305	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	10484	330940	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	78129	2304003	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	4066	119914	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	4959	400900	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	377	30500	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	1847	149275	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	84351	2020378	SH	DEFINE
VANGUARD NATURAL RESOURCES L	COM UNIT	92205F106	825	28500	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	58000	722018	SH	DEFINE
VANGUARD SCOTTSDALE FDS	INT-TERM GOV	92206C706	1307	19667	SH	DEFINE
VANGUARD TAX MANAGED INTL FD	MSCI EAFE ETF	921943858	1471	44748	SH	DEFINE
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	581	6343	SH	DEFINE
VANGUARD WORLD FDS	FINANCIALS ETF	92204A405	561	17127	SH	DEFINE
VANTIV INC	CL A	92210H105	19915	924110	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	33634	557600	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	15871	263116	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	7807	832350	SH	DEFINE
VECTREN CORP	COM	92240G101	26458	925100	SH	DEFINE
VECTREN CORP	COM	92240G101	240	8381	SH	DEFINE
VENTAS INC	COM	92276F100	210	3381	SH	DEFINE
VENTAS INC	COM	92276F100	24953	400859	SH	DEFINE
VERASTEM INC	COM	92337C104	1469	156400	SH	DEFINE
VERIFONE SYS INC	COM	92342Y109	38067	1366868	SH	DEFINE
VERIFONE SYS INC	COM	92342Y109	632	22680	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	46308	972640	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	169	3560	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	50811	1115000	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	73102	1604174	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VERTEX PHARMACEUTICALS INC	COM	92532F100	58999	1054500	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	145	2600	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	228	4200	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	824	15385	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	14773	275672	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1124	20980	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	122285	2281866	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	4838	90274	SH	DEFINE
VIASAT INC	COM	92552V100	77652	2077340	SH	DEFINE
VIASAT INC	COM	92552V100	647	17300	SH	DEFINE
VIASAT INC	COM	92552V100	323	8630	SH	DEFINE
VIASAT INC	COM	92552V100	3166	84709	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	9527	259163	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	2905	244100	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	1310	15236	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	73	846	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	237	2751	SH	DEFINE
VISA INC	COM CL A	92826C839	202852	1510660	SH	DEFINE
VISA INC	COM CL A	92826C839	37733	281004	SH	DEFINE
VISA INC	COM CL A	92826C839	422	3140	SH	DEFINE
VISA INC	COM CL A	92826C839	2148	16000	SH	DEFINE
VISA INC	COM CL A	92826C839	3287	24477	SH	DEFINE
VISA INC	COM CL A	92826C839	30025	223600	SH	DEFINE
VISA INC	COM CL A	92826C839	1007	7500	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	5249	90000	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	414	7100	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	2265	38846	SH	DEFINE
VMWARE INC	CL A COM	928563402	16930	175000	SH	DEFINE
VMWARE INC	CL A COM	928563402	9816	101472	SH	DEFINE
VMWARE INC	CL A COM	928563402	485	5010	SH	DEFINE
VOCERA COMMUNICATIONS INC	COM	92857F107	464	15000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	34067	1195530	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	36629	1285462	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	529	18573	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	15868	556855	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	74455	2612922	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	5468	191400	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	431	15100	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	11197	512000	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	483	22100	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	1969	90029	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	135	1668	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	15457	190711	SH	DEFINE
WABASH NATL CORP	COM	929566107	32405	4544940	SH	DEFINE
WABTEC CORP	COM	929740108	518	6450	SH	DEFINE
WALGREEN CO	COM	931422109	151226	4150000	SH	DEFINE
WALGREEN CO	COM	931422109	4805	131872	SH	DEFINE
WALGREEN CO	COM	931422109	381896	10480121	SH	DEFINE
WALGREEN CO	COM	931422109	257	7050	SH	DEFINE
WALGREEN CO	COM	931422109	571	15680	SH	DEFINE
WALGREEN CO	COM	931422109	22448	616040	SH	DEFINE
WALGREEN CO	COM	931422109	3973	109040	SH	DEFINE
WAL-MART STORES INC	COM	931142103	426608	5780600	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1993	27000	SH	DEFINE
WAL-MART STORES INC	COM	931142103	14631	198254	SH	DEFINE
WAL-MART STORES INC	COM	931142103	123729	1676547	SH	DEFINE
WAL-MART STORES INC	COM	931142103	3428	46455	SH	DEFINE
WAL-MART STORES INC	COM	931142103	59	800	SH	DEFINE
WALTER ENERGY INC	COM	93317Q105	50294	1549402	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	29042	80000	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	24	67	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	341995	10660700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WASTE MGMT INC DEL	COM	94106L109	545	17000	SH	DEFINE
WATERS CORP	COM	941848103	135482	1625850	SH	DEFINE
WATERS CORP	COM	941848103	1679	20149	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	31211	366500	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	202236	2374765	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2145	25185	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	12901	151490	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	35164	412916	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	340	3990	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	29643	347994	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1425	16729	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	9917	116450	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	52622	617919	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	32881	869189	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	19	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	23	600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	58150	4585890	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	4413	348012	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	997	78600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	208	16370	SH	DEFINE
WEBSense INC	COM	947684106	31	2000	SH	DEFINE
WEBSense INC	COM	947684106	11440	730970	SH	DEFINE
WELLPOINT INC	COM	94973V107	107	1853	SH	DEFINE
WELLPOINT INC	COM	94973V107	220535	3801672	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1397627	40475729	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	39937	1156590	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2455	71100	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	588853	17053364	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	807	23375	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	756515	609916	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	5877	275000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	9873	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	17185	8000000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM NEW	952145209	38442	1707000	SH	DEFINE
WEST MARINE INC	COM	954235107	20188	1899150	SH	DEFINE
WEST MARINE INC	COM	954235107	13130	1235180	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	174389	3286016	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	8957	302000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	46270	1560000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	12	410	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	3063	79075	SH	DEFINE
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	247	4902	SH	DEFINE
WESTERN LIBERTY BANCORP	COM	961443108	2265	556530	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	2394	319620	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	77	150	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	897298	1747957	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	16322	722550	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	187618	3959839	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	429	9065	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	352	7420	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	116340	1194460	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	29802	305971	SH	DEFINE
WILEY JOHN & SONS INC	CL A	968223206	78646	1711566	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	80431	2300000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	7924	226584	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1547	28297	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	2669	263989	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	236	23300	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	18434	1459505	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	638	71245	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	76847	2040000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	897	23800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WISDOMTREE TRUST	TOTAL DIVID FD	97717W109	1247	22860	SH	DEFINE
WISDOMTREE TRUST	EMERG MKTS ETF	97717W315	58481	1089638	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	80906	1823430	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	679	15300	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	2313	52124	SH	DEFINE
WPX ENERGY INC	COM	98212B103	257	15467	SH	DEFINE
WPX ENERGY INC	COM	98212B103	246942	14884995	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	1072	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	2721	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	29241	253300	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	431	3730	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	686561	24776641	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	549	19809	SH	DEFINE
XEROX CORP	COM	984121103	5461	744000	SH	DEFINE
XEROX CORP	COM	984121103	22618	3081500	SH	DEFINE
XEROX CORP	COM	984121103	136	18480	SH	DEFINE
XEROX CORP	COM	984121103	516816	70410763	SH	DEFINE
XILINX INC	COM	983919101	102453	3066540	SH	DEFINE
XILINX INC	COM	983919101	1494	44727	SH	DEFINE
XILINX INC	NOTE 2.625% 6/1	983919AF8	23753	18080000	PRN	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	33	11651	SH	DEFINE
XYLEM INC	COM	98419M100	1466	58300	SH	DEFINE
XYLEM INC	COM	98419M100	591	23500	SH	DEFINE
YAHOO INC	COM	984332106	27158	1700000	SH	DEFINE
YAHOO INC	COM	984332106	2455	153676	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	43364	2270593	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	4	200	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	1799	94200	SH	DEFINE
YELP INC	CL A	985817105	9070	335300	SH	DEFINE
YELP INC	CL A	985817105	509	18800	SH	DEFINE
YELP INC	CL A	985817105	2445	90374	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	2344	1287800	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	9	5000	SH	DEFINE
YUM BRANDS INC	COM	988498101	3939	59382	SH	DEFINE
ZELTIQ AESTHETICS INC	COM	98933Q108	63	11161	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	6762	100000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	10096	149308	SH	DEFINE
ZYNGA INC	CL A	98986T108	1	190	SH	DEFINE
ZYNGA INC	CL A	98986T108	28253	9948401	SH	DEFINE
GRAND TOTAL			-----	154722793		