#### FRANKLIN RESOURCES INC

Form 5

November 14, 2008

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSON CHARLES B Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director \_X\_\_ 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2008 Chairman of the Board C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN **PARKWAY** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SAN MATEO, CAÂ 94403-1906 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership or Indirect of Issuer's (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) Price Amount (D) Common \$0 Â Stock, par 12/23/2005 Â  $G^{(2)}$ 49,000 D 35,224,594 D (1) value \$.10 Common \$0 Â Â  $G^{(3)}$ Stock, par D 05/23/2007 11,000 D 35,213,594 (1) value \$.10

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11/21/2007

Common

Stock, par

G

5.382

\$0

(1)

35,208,212

D

D

Â

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value \$.10									
Common Stock, par value \$.10	12/19/2007	Â	G	200	D	\$ 0 (1)	35,208,012	D	Â
Common Stock, par value \$.10	12/24/2007	Â	G	1,150	D	\$ 0 (1)	35,206,862	D	Â
Common Stock, par value \$.10	12/27/2007	Â	G	126,600	D	\$ 0 (1)	35,080,262	D	Â
Common Stock, par value \$.10	12/31/2007	Â	G	58,600	D	\$ 0 (1)	35,021,662	D	Â
Common Stock, par value \$.10	07/10/2008	Â	G	6,650	D	\$ 0 (1)	35,015,012	D	Â
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	6,553.214 <u>(4)</u>	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	2,906,117	I	By IRA
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	272,600	I	By Trust held by Spouse (5)
Reminder: Repsecurities bene	Persons w contained the form d	SEC 2270 (9-02)							

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ite	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative			Securities				(Instr.			
Security						Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration	Title	Number		
						Exercisable	Date		of			
						(A) (D)				Shares		
						(A) (D)				Shares		

Of D So B O

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON CHARLES B C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CAÂ 94403-1906

X Â X Â Chairman of the Board Â

### **Signatures**

/s/ Craig S. Tyle, Attorney-in-Fact

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not applicable.
- Gifts of shares were inadvertently not reported on a Form 5 or other report with respect to the Issuer's fiscal year ended September 30, 2006.
- (3) Gifts of shares were inadvertently not reported on Form 5 with respect to the Issuer's fiscal year ended September 30, 2007, as filed on December 26, 2007.
- (4) Reporting Person holds shares in the Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2008.
- (5) Trust of which the Reporting Person's spouse is the lifetime beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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