

FRANKLIN RESOURCES INC
 Form 4
 September 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 JOHNSON CHARLES B

2. Issuer Name and Ticker or Trading Symbol
 FRANKLIN RESOURCES INC
 [BEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 944031906

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| Common Stock, par value \$.10 | 09/01/2006 | | S | 100 | D \$ 98.55 36,799,672 | D | |
| Common Stock, par value \$.10 | | | | | 3,363,675 | I | By IRA |
| Common Stock, par value \$.10 | 09/01/2006 | | S | 100 | D \$ 98.5 36,800,672 | D | |

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| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|--------------------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 700 | D | \$ 98.51 | 36,799,972 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.52 | 36,799,872 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.53 | 36,799,772 | D |
| Common Stock, par value \$.10 | | | | | | 3,000,000 ⁽²⁾ | I |
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.05 | 36,804,672 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.06 | 36,804,472 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.23 | 36,804,272 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.25 | 36,804,172 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 300 | D | \$ 98.27 | 36,803,872 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.28 | 36,803,672 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.3 | 36,803,472 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 400 | D | \$ 98.32 | 36,803,072 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.33 | 36,802,972 | D |
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.34 | 36,802,872 | D |
| Common Stock, par | 09/01/2006 | S | 200 | D | \$ 98.35 | 36,802,672 | D |

By Shares
Held By Ltd
Partnership

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value \$.10

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 400 | D | \$ 98.36 | 36,802,272 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

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|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 400 | D | \$ 98.38 | 36,801,872 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|---------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.4 | 36,801,672 | D |
|-------------------------------------|------------|---|-----|---|---------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 100 | D | \$ 98.42 | 36,801,572 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.43 | 36,801,372 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.46 | 36,801,172 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.47 | 36,800,972 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|
| Common Stock, par value \$.10 | 09/01/2006 | S | 200 | D | \$ 98.49 | 36,800,772 | D |
|-------------------------------------|------------|---|-----|---|-------------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|---------|---|------|------------|---|
| Common Stock, par value \$.10 | 12/21/2005 | G | V 3,000 | D | \$ 0 | 36,830,955 | D |
|-------------------------------------|------------|---|---------|---|------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|---------|---|------|------------|---|
| Common Stock, par value \$.10 | 12/22/2005 | G | V 6,183 | D | \$ 0 | 36,824,772 | D |
|-------------------------------------|------------|---|---------|---|------|------------|---|

| | | | | | | | |
|-------------------------------------|------------|---|----------|---|------|------------|---|
| Common Stock, par value \$.10 | 12/30/2005 | G | V 20,000 | D | \$ 0 | 36,804,772 | D |
|-------------------------------------|------------|---|----------|---|------|------------|---|

| | | | | | | | | |
|-------------------------------------|--|--|--|--|--|--------------------------|---|-----------|
| Common Stock, par value \$.10 | | | | | | 6,958.977 ⁽¹⁾ | I | By 401(k) |
|-------------------------------------|--|--|--|--|--|--------------------------|---|-----------|

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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, CA 944031906 | X | X | Chairman of the Board | |

Signatures

/s/ JOHNSON,
CHARLES B. 09/06/2006

__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) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, 2006.
- (2) Shares are owned indirectly by a limited partnership in which Mr. Johnson is a limited partner.

Remarks:

REMARKS: This Form 4 is one of two Form 4s filed to report transactions on September 1, 2006.

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