JOHNSON GREGORY E

Form 4

November 02, 2006

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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

Stock, par

value \$.10 Common

Stock, par

value \$.10

10/31/2006

10/31/2006

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JOHNSON GREGORY E Issuer Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O FRANKLIN RESOURCES. 10/31/2006 CEO and President INC., ONE FRANKLIN **PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN MATEO, CA 944031906 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionor Disposed of (D) Securities Indirect Security (Month/Day/Year) Execution Date, if Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) (D) Price Code V Amount Common \$0 510,707 Stock, par 12/22/2005 G 229 A D value \$.10 Common

S

S

700

300

510,007 (1)

509,707 (1)

D

D

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Common Stock, par value \$.10	10/31/2006	S		800	D	\$ 113.94	508,907 (1)	D	
Common Stock, par value \$.10	10/31/2006	S		2,200	D	\$ 113.96	506,707 (1)	D	
Common Stock, par value \$.10	10/31/2006	S		5,300	D	\$ 114	501,407 (1)	D	
Common Stock, par value \$.10	10/31/2006	S		100	D	\$ 114.02	501,307 (1)	D	
Common Stock, par value \$.10	10/31/2006	S		10,600	D	\$ 113.95	490,707 (1)	D	
Common Stock, par value \$.10	10/31/2006	S		500	D	\$ 114.24	490,207 (1)	D	
Common Stock, par value \$.10	10/31/2006	S		4,500	D	\$ 114.2	485,707 (1)	D	
Common Stock, par value \$.10	12/22/2005	G	V	458	A	\$0	15,732 (2)	I	As a Trustee for Minor Child
Common Stock, par value \$.10	12/22/2005	G	V	229	A	\$ 0	3,608 (3)	I	By Spouse
Common Stock, par value \$.10							1,374.173 (4)	I	By 401(k)

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

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

SEC 1474

(9-02)

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 Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906

CEO and President

Signatures

By: BARBARA J. GREEN, ATTORNEY-IN-FACT

11/01/2006

**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) Of the amount of securities beneficially owned, 49,139 shares represent unvested awards of restricted stock shares.
- (2) Shares are held by Mr. Johnson as Trustee for Mr. Johnson's minor children. Mr. Johnson disclaims any beneficial ownership of such
- (3) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.
- (4) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 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.

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