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Form 4 August 16, 2											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB											
Washington, D.C. 20549								3235-0287			
Check th if no lon subject t Section Form 4 o	o STATEMEN 16. or	OF CHANGES IN SECUI		Expires: Estimated a burden hou response	•						
Form 5 obligations may continue. See Instruction 1(b). 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)										
	Address of Reporting Person	R Symbol	-				5. Relationship of Reporting Person(s) to Issuer				
		FRANKLIN RE [BEN]	FRANKLIN RESOURCES INC [BEN]				(Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest T (Month/Day/Year)	3. Date of Earliest Transaction				Director 10% Owner X Officer (give title Other (specify				
C/O FRANKLIN RESOURCES, 08/15/2007 INC., ONE FRANKLIN PARKWAY											
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Grou Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Repo						one Reporting Pe	e Reporting Person				
SAN MATEO, CA 94403-1906 — Form filed by More than One Reporting Person								porting			
(City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) Or Code (Instr. 4)						7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common		Code V	Amount		Price	(Instr. 3 and 4)					
Stock, par value \$.10	08/15/2007	S	100	D	\$ 121.28	11,166.2359 (1)	D				
Common Stock, par value \$.10	08/15/2007	S	100	D	\$ 121.35	11,066.2359 (1)	D				
Common Stock, par value \$.10	08/15/2007	S	100	D	\$ 121.28	10,966.2359 (1)	D				

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Common Stock, par 08/15/2007 value \$.10	\$ S 40	00 D	\$ 121.25	10,566.2359 (1)	D	
Common Stock, par value \$.10				428.233 <u>(2)</u>	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 SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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 Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	inte	of		
				Code V	(A) (D)				Shares		
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	5	Relationships							
	Director	10% Owner	Officer	Other					
FRISBIE NORMAN RICKARD JR			SVP &						
C/O FRANKLIN RESOURCES, IN	C.		Chief						
ONE FRANKLIN PARKWAY	Admin								
SAN MATEO, CA 94403-1906	Officer								
Signatures									
/s/ FRISBIE, JR.,									
NORMAN R.	08/16/2007								

**Signature of Reporting Person

08/16/2007

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, 6,224 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, 2007.

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