

FRANKLIN CAPITAL CORP
 Form N-23C-1
 October 10, 2001

(Do not use this space)

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

 FORM N-23C-1

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STATEMENT BY REGISTERED CLOSED-END
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH

(See rules and instructions on back of this form. If acknowledgment is desired,
 file this form with the Commission in triplicate).

REPORT FOR CALENDAR MONTH ENDING SEPTEMBER 30, 2001

FRANKLIN CAPITAL CORPORATION

(Name of registered closed-end investment company)

| Date of Each Transaction | Identification of Security | Number of Shares Purchased | Price Per Share | Approximate Value or Approximate Asset Coverage at Time of Purchase |
|--------------------------|----------------------------------------------|----------------------------|-----------------|---------------------------------------------------------------------|
| September 27, 2001 | Franklin Capital Corporation Common Stock | 500 | \$4.45 | \$3.16 |
| September 27, 2001 | Franklin Capital Corporation Common Stock | 500 | \$4.35 | \$3.16 |
| September 28, 2001 | Franklin Capital Corporation Common Stock | 500 | \$4.45 | \$3.16 |

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REMARKS:

FRANKLIN CAPITAL CORPORATI

Name of Registrant

By /s/ Hiram Lazar

(Name)

Date of Statement: October 10, 2001

Chief Financial Offier

(Title)

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 CONTROL NUMBER.