

FRANKLIN RESOURCES INC  
Form 4  
September 07, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
09/05/2006

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 (A) or Disposed of (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.10	09/05/2006		S		1,000	D	\$ 98.27
Common Stock, par value \$.10	09/05/2006		S		1,800	D	\$ 98.28
Common Stock, par value \$.10	09/05/2006		S		2,500	D	\$ 98.29

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Common Stock, par value \$.10	09/05/2006	S	1,800	D	\$ 98.3	36,760,472	D
Common Stock, par value \$.10	09/05/2006	S	2,300	D	\$ 98.31	36,758,172	D
Common Stock, par value \$.10	09/05/2006	S	900	D	\$ 98.32	36,757,272	D
Common Stock, par value \$.10	09/05/2006	S	2,100	D	\$ 98.33	36,755,172	D
Common Stock, par value \$.10	09/05/2006	S	2,000	D	\$ 98.34	36,753,172	D
Common Stock, par value \$.10	09/05/2006	S	800	D	\$ 98.35	36,752,372	D
Common Stock, par value \$.10	09/05/2006	S	800	D	\$ 98.36	36,751,572	D
Common Stock, par value \$.10	09/05/2006	S	1,000	D	\$ 98.37	36,750,572	D
Common Stock, par value \$.10	09/05/2006	S	300	D	\$ 98.38	36,750,272	D
Common Stock, par value \$.10	09/05/2006	S	2,000	D	\$ 98.39	36,748,272	D
Common Stock, par value \$.10	09/05/2006	S	2,000	D	\$ 98.4	36,746,272	D
Common Stock, par value \$.10	09/05/2006	S	1,600	D	\$ 98.41	36,744,672	D
Common Stock, par value \$.10	09/05/2006	S	3,000	D	\$ 98.42	36,741,672	D
Common Stock, par value \$.10	09/05/2006	S	2,600	D	\$ 98.43	36,739,072	D
Common Stock, par	09/05/2006	S	3,100	D	\$ 98.44	36,735,972	D

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value \$.10

Common Stock, par value \$.10	09/05/2006	S	2,400	D	\$ 98.45	36,733,572	D
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Common Stock, par value \$.10	09/05/2006	S	400	D	\$ 98.46	36,733,172	D
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Common Stock, par value \$.10	09/05/2006	S	500	D	\$ 98.47	36,732,672	D
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Common Stock, par value \$.10	09/05/2006	S	1,100	D	\$ 98.48	36,731,572	D
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Common Stock, par value \$.10	09/05/2006	S	1,600	D	\$ 98.49	36,729,972	D
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Common Stock, par value \$.10	09/05/2006	S	1,300	D	\$ 98.5	36,728,672	D
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Common Stock, par value \$.10	09/05/2006	S	900	D	\$ 98.51	36,727,772	D
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Common Stock, par value \$.10						6,958,977 <sup>(1)</sup>	I	By 401(k)
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Common Stock, par value \$.10						3,363,675	I	By IRA
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Common Stock, par value \$.10						3,000,000 <sup>(2)</sup>	I	By Shares Held By Ltd Partnership
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	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. Nu Deriv Secur Bene Own
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