

FRANKLIN RESOURCES INC
 Form 5
 November 14, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 JOHNSON GREGORY E

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock, par value \$.10 | 10/24/2005 | | G | 60 | D | \$ 0 | 510,647 | D | |
| Common Stock, par value \$.10 | 11/15/2005 | | G | 106 | D | \$ 0 | 510,541 | D | |
| | 12/08/2005 | | G | 21 | D | \$ 0 | 510,520 | D | |

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| | | | | | | | | | | |
|-------------------------------|------------|---|---|-------|---|------|--------------------------|---|---|------------------------------|
| Common Stock, par value \$.10 | | | | | | | | | | |
| Common Stock, par value \$.10 | 12/09/2005 | Â | G | 536 | D | \$ 0 | 509,984 | D | Â | |
| Common Stock, par value \$.10 | 12/10/2005 | Â | G | 60 | D | \$ 0 | 509,924 | D | Â | |
| Common Stock, par value \$.10 | 12/22/2005 | Â | G | 215 | D | \$ 0 | 509,709 | D | Â | |
| Common Stock, par value \$.10 | 04/28/2006 | Â | G | 27 | D | \$ 0 | 509,682 | D | Â | |
| Common Stock, par value \$.10 | 07/31/2006 | Â | G | 1,310 | D | \$ 0 | 508,372 | D | Â | |
| Common Stock, par value \$.10 | 08/24/2006 | Â | G | 510 | D | \$ 0 | 507,862 | D | Â | |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 15,732 ⁽¹⁾ | I | Â | As a Trustee for Minor Child |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 1,374.173 ⁽²⁾ | I | Â | By 401(k) |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 3,608 ⁽³⁾ | I | Â | By Spouse |

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 2270 (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 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) | 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. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--------------------------------------|

(Instr. 3,
4, and 5)

| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount 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

11/14/2006

__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) Shares are held by Mr. Johnson as Trustee for Mr. Johnson's minor children. Mr. Johnson disclaims any beneficial ownership of such shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
- (3) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.