

IKEDA DONNA S
Form 4
March 20, 2007

FORM 4

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

OMB APPROVAL

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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 *
IKEDA DONNA S

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)
03/16/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - HR International

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$.10	03/16/2007		M	1,798 A \$ 36.3	22,339.1308 (1)	D	
Common Stock, par value \$.10	03/16/2007		M	12,356 A \$ 31.95	34,695.1308 (1)	D	
Common Stock, par value \$.10	03/16/2007		S	3,850 D \$ 114.5	30,845.1308 (1)	D	

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Common Stock, par value \$.10	03/16/2007	S	578	D	\$ 114.51	30,267.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	200	D	\$ 114.52	30,067.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	212	D	\$ 114.53	29,855.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	588	D	\$ 114.54	29,267.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	1,500	D	\$ 114.55	27,767.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	200	D	\$ 114.56	27,567.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	500	D	\$ 114.57	27,067.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	200	D	\$ 114.58	26,867.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	700	D	\$ 114.59	26,167.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	700	D	\$ 114.6	25,467.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	100	D	\$ 114.61	25,367.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	26	D	\$ 114.62	25,341.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	300	D	\$ 114.63	25,041.1308 <u>(1)</u>	D
Common Stock, par value \$.10	03/16/2007	S	300	D	\$ 114.64	24,741.1308 <u>(1)</u>	D
Common Stock, par	03/16/2007	S	200	D	\$ 114.65	24,541.1308 <u>(1)</u>	D

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value \$.10

Common Stock, par value \$.10	03/16/2007	S	400	D	\$ 114.66	24,141.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	100	D	\$ 114.67	24,041.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	200	D	\$ 114.68	23,841.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	400	D	\$ 114.69	23,441.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	500	D	\$ 114.7	22,941.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	300	D	\$ 114.72	22,641.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	500	D	\$ 114.74	22,141.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	800	D	\$ 114.75	21,341.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	400	D	\$ 114.81	20,941.1308 <u>(1)</u>	D	
Common Stock, par value \$.10	03/16/2007	S	400	D	\$ 114.82	20,541.1308 <u>(1)</u>	D	
Common Stock, par value \$.10						737.23 <u>(2)</u>	I	By 401(k)
Common Stock, par value \$.10						240	I	By IRA

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

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(9-02)

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- (4) This report reflects the exercise of options originally granted on November 19, 2001.
- (5) This report reflects the exercise of options originally granted on November 12, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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