JOHNSON GREGORY E

Form 4

value \$.10

Common

Stock, par

December 20, 2017

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JOHNSON GREGORY E Issuer Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O FRANKLIN RESOURCES. 11/08/2017 Chairman and CEO INC., ONE FRANKLIN **PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN MATEO, CA 94403-1906 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 7. Nature of 4. Securities Acquired (A) Indirect Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Price Code V Amount (D) Common Stock, par 11/08/2017

Stock, par value \$.10	11/08/2017	G	V	1,342	A	(1)	71,848	I	Trustee For Minor Child (2)
Common Stock, par	11/08/2017	G	V	671	A	<u>(1)</u>	18,685	I	By Spouse

V 671

A

(1)

2,116,886

D

As A

Edgar Filing: JOHNSON GREGORY E - Form 4

value \$.10									
Common Stock, par value \$.10	11/27/2017	G	V	6,100	D	(1)	2,110,786	D	
Common Stock, par value \$.10	11/30/2017	G	V	10,000	D	(1)	2,100,786	D	
Common Stock, par value \$.10	12/13/2017	G	V	1,268	D	(1)	2,099,518	D	
Common Stock, par value \$.10	12/13/2017	G	V	1,268	A	(1)	73,116	I	As A Trustee For Minor Child (2)
Common Stock, par value \$.10	12/19/2017	S		49,988	D	\$ 43.5816 (4)	2,049,530 (5)	D	
Common Stock, par value \$.10							5,037.7761	I	By 401(k)
Common Stock, par value \$.10							2,565,000	I	By Business Limited Partnership (7)
Common Stock, par value \$.10							8,100	I	By Business Trust (8)
Common Stock, par value \$.10							396,000	I	By Venture Limited Partnership

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 1474 (9-02)

Edgar Filing: JOHNSON GREGORY E - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritte	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				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 94403-1906	X		Chairman and CEO				

Signatures

Reporting Person

/s/ Gregory E.

Johnson

**Signature of 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) Not applicable.
- (2) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (3) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.53
- (4) to \$43.62, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff on the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Of the amount of securities beneficially owned, 171,365 shares represent unvested restricted stock awards.
- (6) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 13, 2017.
- (7) Business limited partnership under control of Reporting Person.

Reporting Owners 3

Edgar Filing: JOHNSON GREGORY E - Form 4

- (8) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (9) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.

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.