FRANKLIN RESOURCES INC

Form 5

value \$.10

December 26, 2007

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSON GREGORY E Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) below) 09/30/2007 CEO and President C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN **PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SAN MATEO, CAÂ 94403 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and Amount (D) Price Common Â $G^{(1)}$ \$ (1) (2) Stock, par 12/29/1999 11,000 A $142,780 \frac{(9)}{}$ I value \$.10 Common Â J4(3)\$ (3) (2) Stock, par 04/18/2007 $142,780^{(9)}$ I 199,980

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Common Stock, par 04/18/2007 value \$.10	Â	J4 <u>(4)</u>	68,200	D	\$ 132.99	142,780 (9) I	- (2)
Common Stock, par Â value \$.10	Â	Â	Â	Â	Â	522,924 (5) D	Â
Common Stock, par Â value \$.10	Â	Â	Â	Â	Â	16,148 <u>(6)</u> I	Trustee for minor child
Common Stock, par Â value \$.10	Â	Â	Â	Â	Â	1,380.558 I	By 401(k)
Common Stock, par Â value \$.10	Â	Â	Â	Â	Â	3,816 (8) (9) I	By spouse
Reminder: Report on a separate l	Persons	SEC 2270					

securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Se
	Derivative				Securities			(Instr.	3 and 4)		В
	Security				Acquired						О
					(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I:
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	TP:41	or		
						Exercisable Date	Title				
					(A) (D)				of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
FG	Director	10% Owner	Officer	Other		
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	ÂX	Â	CEO and President	Â		

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Signatures

/s/ Gregory E. 12/26/2007 Johnson

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person became a trustee of a trust for the benefit of the Reporting Person and the Reporting Person's children. No consideration was paid in respect thereof.
- (2) Reporting Person is a trustee of a trust for the benefit of the Reporting Person and the Reporting Person's children.
- (3) Trust received a pro-rata distribution from a limited partnership in which the trust is a limited partner. No consideration was paid in respect thereof.
- (4) Trust transferred shares to settle a debt previously contracted (for estate planning purposes) with a trust of which the Reporting Person's mother is the lifetime beneficiary and the Reporting Person is a contingent beneficiary.
- (5) Of the amount of securities beneficially owned, 46,342 shares represent unvested awards of restricted stock shares.
- (6) Shares are held by the Reporting Person as trustee for the Reporting Person's minor children. The Reporting Person disclaims any beneficial ownership of such shares.
- (7) Reporting Person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2007.
- (8) Shares are held by a member of the Reporting Person's immediate family. The Reporting Person disclaims any beneficial ownership of such shares.
- (9) Beneficial ownership at end of Issuer's fiscal year, September 30, 2007.

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.

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