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FRANKLIN CAPITAL CORP
 Form N-23C-1
 May 10, 2002

(Do not use this space)

 OMB APPROVAL

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UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM N-23C-1

STATEMENT BY REGISTERED CLOSED-END
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH

(See rules and instructions on back of this form.
 If acknowledgment is desired, file this form with the Commission in triplicate.)

REPORT FOR CALENDAR MONTH ENDING April 2002

 (Name of registered closed-end investment company)

DATE OF EACH TRANSACTION	IDENTIFICATION OF SECURITY	NUMBER OF SHARES PURCHASED	PRICE PER SHARE	APPROXIMATE ASSET VALUE OR APPROXIMATE ASSET COVERAGE PER SHARE AT TIME OF PURCHASE	NAME OF SELLER OR OF SELLER'S BR
April 16, 2002	Franklin Capital Corporation Common Stock	500	\$3.87	\$0.94	Ladenburg, Th Co., Inc.
April 18, 2002	Franklin Capital Corporation Common Stock	2,300	\$3.80	\$0.94	Ladenburg, Th Co., Inc.

REMARKS:

Franklin Capital Corporation

Name of Registrant

By /s/ Hiram M. Lazar

(Name)

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Date of Statement: May 8, 2002

Chief Financial Officer

(Title)

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 CONTROL NUMBER.

SEC 1580 (5-97)