FRANKLIN RESOURCES INC

Form 5

October 28, 2013

October 26	, 2013									
FORI	И 5								PROVAL	
UNITED STATES SECURITIES AND FYCHANCE COMMISSION							OMB Number:	3235-0362		
no longe	his box if er subject	•	Washington, D.C. 20549					Expires:	January 31, 2005	
Form 4 obliga	5 obligations OWNERSHIP OF SECURITIES							Estimated a burden hour response	verage	
See Inst 1(b). Form 3 Reporte Form 4 Transac Reporte	Filed pu Holdings Section 17 d			ling Com	pany	Act of	f 1935 or Section			
	Address of Reporting N JENNIFER M	Syml	uer Name and Tool			\mathbb{C}	5. Relationship of I Issuer	Reporting Pers	on(s) to	
			[BEN]				(Check all applicable)			
(Last)	(First)	(Mor	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2013				Director 10% Owner Other (specify below)			
	NKLIN RESOUR NE FRANKLIN NY	CES,					EVP & Chic	of Operating O	пісег	
Filed(Month/Day/Year)						oint/Group Reporting				
SAN MAT	ΓΕΟ, CA 9440)3-1906					_X_ Form Filed by O Form Filed by M Person			
(City)	(State)	(Zip)	Гable I - Non-D	erivative S	ecurit	ties Acc	quired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	4. Securities Acquired ion (A) or Disposed of (D)			Securities Ownersh Beneficially Owned Form: at end of Issuer's Direct (I Fiscal Year or Indire (Instr. 3 and 4) (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(D)	Price		(Instr. 4)		
Common Stock, par value \$.10	11/15/2012	Â	G	120	D	\$ 0 (1)	1,379,644.2363 (2)	D	Â	
Common Stock, par value \$.10	12/03/2012	Â	G	7,600	D	\$ 0 (1)	1,379,644.2363 (2)	D	Â	

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Common Stock, par value \$.10	12/05/2012	Â	G	66,000	A	\$ 0 (1)	198,000 (2)	I	By Venture Limited Partnership
Common Stock, par value \$.10	12/05/2012	Â	G	66,000	D	\$ 0 (1)	1,379,644.2363 (2)	D	Â
Common Stock, par value \$.10	12/28/2012	Â	G	103	A	\$ 0 (1)	1,379,644.2363	D	Â
Common Stock, par value \$.10	04/12/2013	Â	G	100	D	\$ 0 (1)	1,379,644.2363 (2)	D	Â
Common Stock, par value \$.10	07/15/2013	Â	G	120	D	\$ 0 (1)	1,379,644.2363 (2) (4)	D	Â
Common Stock, par value \$.10	12/28/2012	Â	G	515	A	\$ 0 (1)	148,059 (2)	I	As A Trustee For Minor Child (5)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	1,614.144 (2)	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	2,610,000 (2)	I	By Business Limited Partnership
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	15,000 (2)	I	By Business Trust (8)
Reminder: Resecurities ber	contained	l in this fo	rm a	re not	ollection of inform		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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Da) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Underlying Securities (Instr. 3 and	Security (Instr. 5) 4)
				(A) (D)	Date Exercisable	Expiration Date	Title Amo or Num of Share	ber

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
OHNSON JENNIFER M				

JOHNSON JENNIFER M C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CAÂ 94403-1906

 \hat{A} \hat{A} \hat{A} EVP & Chief Operating Officer \hat{A}

Relationships

D So B

Is Fi

Signatures

/s/ Jennifer M. 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) Not applicable.
- (2) Reflects adjustment in connection with the 3-for-1 stock split of the common stock of Franklin Resources, Inc. in the form of a stock dividend distributed on July 25, 2013 to stockholders of record at the close of business on July 12, 2013.
- (3) 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.
- (4) Of the amount of securities beneficially owned, 32,094 shares represent unvested restricted stock awards.
- (5) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (6) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2013.
- (7) Business limited partnership under control of Reporting Person.
- (8) Business trust for the benefit of Reporting Person and Reporting Person's children.

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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