FRANKLIN RESOURCES INC
Form 4
February 06, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 *
GREEN BARBARA J

(Last) (First) (Middle)

C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FRANKLIN RESOURCES INC [BEN]

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Dep Gen Counsel & Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/05/2007		M		5,297	A	$ 36.3	17,223.5468 (1)	D	
Common Stock, par value $.10	02/05/2007		S		800	D	$ 121.26	16,423.5468 (1)	D	
Common Stock, par value $.10	02/05/2007		S		400	D	$ 121.27	16,023.5468 (1)	D	

Common Stock, par value $.10	02/05/2007	S	500	D	$ 121.28	15,523.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	800	D	$ 121.29	14,723.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	400	D	$ 121.3	14,323.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	800	D	$ 121.31	13,523.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	300	D	$ 121.32	13,223.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	200	D	$ 121.33	13,023.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	300	D	$ 121.34	12,723.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	100	D	$ 121.35	12,623.5468 (1)	D	
Common Stock, par value $.10	02/05/2007	S	697	D	$ 121.36	11,926.5468 (1)	D	
Common Stock, par value $.10						448.721 (2)	I	By 401(k)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

			(Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 36.3 (3)	02/05/2007	M			5,297 (3) (4)	09/30/2002	11/19/2011	Common Stock, par value $.10	5,297 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN BARBARA J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906			VP, Dep Gen Counsel & Sec	

Signatures

/s/ GREEN, BARBARA J.	02/06/2007
**Signature of Reporting Person	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) Of the amount of securities beneficially owned, 3,001 shares represent unvested awards of restricted stock shares.

(2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of December 15, 2006.

(3) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.

(4) This report reflects the exercise of options orginally granted on November 19, 2001.

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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