

FRANKLIN RESOURCES INC
Form 4
May 30, 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 *
JOHNSON GREGORY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

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

(Street)

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

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

SAN MATEO, CA 944031906

(City) (State) (Zip)

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	05/25/2007		S		100 D \$ 133.74	534,224 (1)	D
Common Stock, par value \$.10	05/25/2007		S		100 D \$ 133.73	534,124 (1)	D
Common Stock, par value \$.10	05/25/2007		S		100 D \$ 133.72	534,024 (1)	D

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Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.7	533,724 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	500	D	\$ 133.65	533,224 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.62	532,924 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	2,000	D	\$ 133.6	530,924 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	700	D	\$ 133.42	530,224 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	1,200	D	\$ 133.41	529,024 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	1,000	D	\$ 133.4	528,024 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	800	D	\$ 133.39	527,224 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 138.38	527,024 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	3,500	D	\$ 133.37	523,524 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 133.35	523,324 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	400	D	\$ 133.34	522,924 ⁽¹⁾	D	
Common Stock, par value \$.10						16,148 ⁽²⁾	I	As a Trustee for Minor Child
Common Stock, par value \$.10						1,377.46 ⁽³⁾	I	By 401(k)
						3,816 ⁽⁴⁾	I	By Spouse

Common
Stock, par
value \$.10

Reminder: Report on a separate line for each class of 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 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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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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 944031906	X		CEO and President	

Signatures

By: Maria Gray, Attorney-In-Fact 05/30/2007

**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, 80,228 shares represent unvested awards of restricted stock shares.
- (2) Shares are held by Mr. Johnson as Trustee for Mr. Johnson's minor children. Mr. Johnson disclaims any beneficial ownership of such shares.

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- (3) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of March 15, 2007.
- (4) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.

Remarks:

This Form 4 is the second of two Form 4s filed to report transactions on May 25, 2007.

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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