

FRANKLIN RESOURCES INC

Form 13F-HR

August 10, 2007

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.  
Address: One Franklin Parkway  
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Maria Gray  
Title: Secretary (Acting)  
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ Maria Gray                      San Mateo, California                      August 9, 2007

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)  
[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)  
[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 16

Form 13F Information Table Entry Total: 3,992

Form 13F Information Table Value Total: \$ 185,749,544  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name   |
|-----|----------------------|--|
| A   | 28-3578              | FRANKLIN ADVISERS, INC.                          |
| C   | 28-11763             | TEMPLETON ASSET MANAGEMENT LTD.                  |
| D   | 28-11753             | FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED |
| E   | 28-11761             | FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED |
| L   | 28-11855             | FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.       |
| M   | 28-11755             | FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED     |
| N   | 28-1231              | FRANKLIN TEMPLETON INSTITUTIONAL, LLC            |
| 1   | 28-5454              | TEMPLETON GLOBAL ADVISORS LIMITED                |
| 2   | 28-1074              | TEMPLETON INVESTMENT COUNSEL, LLC                |
| 3   | 28-11744             | TEMPLETON CAPITAL ADVISORS LTD.                  |
| 4   | 28-5930              | FRANKLIN ADVISORY SERVICES, LLC                  |
| 5   | 28-6154              | FRANKLIN MUTUAL ADVISERS, LLC                    |
| 6   | 28-6174              | FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.      |
| 7   | 28-5825              | FRANKLIN INVESTMENT ADVISORY SERVICES, LLC       |
| 8   | 28-6143              | FRANKLIN TEMPLETON INVESTMENTS CORP.             |
| 9   | 28-3877              | FIDUCIARY TRUST COMPANY INTERNATIONAL            |

FORM 13F INFORMATION TABLE  
FOR PERIOD ENDED 06/30/2007  
REPORTING MANAGER: FRANKLIN RES

| COLUMN 1       | COLUMN 2       | COLUMN 3  | COLUMN 4        | COLUMN 5            | COLUMN 6                  |
|----------------|----------------|-----------|-----------------|---------------------|---------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP     | VALUE (X\$1000) | SHRS OR SH/ PRN AMT | PUT/ CALL MENT DISCRETION |
| 3COM CORP      | COM            | 885535104 | 112             | 27225 SH            | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 11873           | 136800 SH           | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 1983            | 22847 SH            | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 74205           | 855000 SH           | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 35264           | 406312 SH           | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 30312           | 349257 SH           | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 786179          | 9058411 SH          | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 304             | 3500 SH             | DEFINE                    |
| 3M CO          | COM            | 88579Y101 | 55              | 630 SH              | DEFINE                    |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |        |          |    |        |
|------------------------------------|---------------|-----------|--------|----------|----|--------|
| 3SBIO INC                          | SPONSORED ADR | 88575Y105 | 259    | 26900    | SH | DEFINE |
| A.O. SMITH CORP                    | COM           | 831865209 | 51853  | 1299900  | SH | DEFINE |
| ABB LTD                            | SPONSORED ADR | 000375204 | 257    | 11350    | SH | DEFINE |
| ABB LTD                            | SPONSORED ADR | 000375204 | 1200   | 53090    | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 81147  | 1515349  | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 30758  | 574377   | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 9602   | 179310   | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 3476   | 64918    | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 21420  | 400000   | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 25942  | 484444   | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 43439  | 811182   | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 3473   | 64850    | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 2036   | 38013    | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 2266   | 42313    | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 16553  | 309120   | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 120    | 2250     | SH | DEFINE |
| ABBOTT LABORATORIES                | COM           | 002824100 | 13     | 240      | SH | DEFINE |
| ABITIBI-CONSOLIDATED INC           | COM           | 003924107 | 30166  | 9699770  | SH | DEFINE |
| ABITIBI-CONSOLIDATED INC           | COM           | 003924107 | 30432  | 9785267  | SH | DEFINE |
| ABITIBI-CONSOLIDATED INC           | COM           | 003924107 | 6531   | 2100100  | SH | DEFINE |
| ABM INDUSTRIES INC                 | COM           | 000957100 | 89347  | 3461726  | SH | DEFINE |
| ABN AMRO HOLDING NV                | SPONSORED ADR | 000937102 | 436    | 9497     | SH | DEFINE |
| ABX AIR INC                        | COM           | 00080S101 | 14710  | 1825000  | SH | DEFINE |
| ACADIA PHARMACEUTICALS INC         | COM           | 004225108 | 2534   | 185400   | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 846942 | 19746837 | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 5710   | 133124   | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 8544   | 199210   | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 724    | 16870    | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 117439 | 2738150  | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 8286   | 193190   | SH | DEFINE |
| ACCENTURE LTD                      | COM           | G1150G111 | 1323   | 30840    | SH | DEFINE |
| ACCURAY INC                        | COM           | 004397105 | 339    | 15300    | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 728836 | 11657641 | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 384933 | 6156950  | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 4101   | 65592    | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 2207   | 35300    | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 776    | 12409    | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 2015   | 32222    | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 10043  | 160632   | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 89926  | 1438353  | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 114    | 1830     | SH | DEFINE |
| ACE LTD                            | COM           | G0070K103 | 162    | 2590     | SH | DEFINE |
| ACTEL CORP                         | COM           | 004934105 | 15074  | 1083665  | SH | DEFINE |
| ACTIVISION INC                     | COM           | 004930202 | 2666   | 142784   | SH | DEFINE |
| ACTIVISION INC                     | COM           | 004930202 | 157    | 8400     | SH | DEFINE |
| ACTIVISION INC                     | COM           | 004930202 | 170284 | 9120719  | SH | DEFINE |
| ADAMS RESPIRATORY THERAPEUTICS INC | COM           | 00635P107 | 1071   | 27200    | SH | DEFINE |
| ADAMS RESPIRATORY THERAPEUTICS INC | COM           | 00635P107 | 15401  | 390984   | SH | DEFINE |
| ADAMS RESPIRATORY THERAPEUTICS INC | COM           | 00635P107 | 99775  | 2533000  | SH | DEFINE |
| ADAMS RESPIRATORY THERAPEUTICS INC | COM           | 00635P107 | 118    | 3000     | SH | DEFINE |
| ADAMS RESPIRATORY THERAPEUTICS INC | COM           | 00635P107 | 19     | 490      | SH | DEFINE |
| ADC TELECOMMUNICATIONS INC         | COM           | 000886309 | 7541   | 411403   | SH | DEFINE |
| ADOBE SYSTEMS INC                  | COM           | 00724F101 | 184    | 4580     | SH | DEFINE |
| ADOBE SYSTEMS INC                  | COM           | 00724F101 | 305    | 7600     | SH | DEFINE |
| ADOBE SYSTEMS INC                  | COM           | 00724F101 | 28187  | 702051   | SH | DEFINE |
| ADOBE SYSTEMS INC                  | COM           | 00724F101 | 93286  | 2323430  | SH | DEFINE |
| ADOBE SYSTEMS INC                  | COM           | 00724F101 | 96     | 2400     | SH | DEFINE |
| ADVANCE AUTO PARTS                 | COM           | 00751Y106 | 43902  | 1083195  | SH | DEFINE |
| ADVANCED LIFE SCIENCES HOLDINGS IN | COM           | 00765H107 | 1507   | 564559   | SH | DEFINE |
| ADVANCED MEDICAL OPTICS INC        | COM           | 00763M108 | 3100   | 88888    | SH | DEFINE |
| AECOM TECHNOLOGY CORP              | COM           | 00766T100 | 1409   | 56800    | SH | DEFINE |
| AECOM TECHNOLOGY CORP              | COM           | 00766T100 | 8949   | 360700   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                  |            |           |        |          |     |        |
|------------------------------------|------------------|------------|-----------|--------|----------|-----|--------|
| AEGEAN MARINE PETROLEUM NETWORK IN | COM              |            | Y0017S102 | 3043   | 160000   | SH  | DEFINE |
| AEGON NV                           | ORD AMER REG     |            | 007924103 | 2      | 97       | SH  | DEFINE |
| AEGON NV                           | ORD AMER REG     |            | 007924103 | 472    | 24011    | SH  | DEFINE |
| AERCAP HOLDINGS NV                 | COM              |            | N00985106 | 1136   | 35500    | SH  | DEFINE |
| AES CORP                           | COM              |            | 00130H105 | 2192   | 100180   | SH  | DEFINE |
| AETERNA ZENTARIS INC               | COM              |            | 007975204 | 1362   | 393600   | SH  | DEFINE |
| AETNA INC                          | COM              |            | 00817Y108 | 491    | 9944     | SH  | DEFINE |
| AFFILIATED COMPUTER SERVICES INC   | COM              |            | 008190100 | 235    | 4150     | SH  | DEFINE |
| AFFILIATED MANAGERS GROUP INC      | COM              |            | 008252108 | 3024   | 23486    | SH  | DEFINE |
| AFFILIATED MANAGERS GROUP INC      | COM              |            | 008252108 | 4545   | 35299    | SH  | DEFINE |
| AFFILIATED MANAGERS GROUP INC      | COM              |            | 008252108 | 181982 | 1413339  | SH  | DEFINE |
| AFFILIATED MANAGERS GROUP INC      | COM              |            | 008252108 | 245    | 1900     | SH  | DEFINE |
| AFFYMAX INC                        | COM              |            | 00826A109 | 2389   | 88600    | SH  | DEFINE |
| AFFYMETRIX INC                     | NOTE             | 0.750%12/1 | 00826TAF5 | 10225  | 10000000 | PRN | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 175708 | 3418450  | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 1327   | 25815    | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 4369   | 85000    | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 4168   | 81090    | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 30815  | 599520   | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 60830  | 1183470  | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 211    | 4100     | SH  | DEFINE |
| AFLAC INC                          | COM              |            | 001055102 | 32     | 620      | SH  | DEFINE |
| AGILE SOFTWARE CORP                | COM              |            | 00846X105 | 14180  | 1759250  | SH  | DEFINE |
| AGILE SOFTWARE CORP                | COM              |            | 00846X105 | 23044  | 2859100  | SH  | DEFINE |
| AGILENT TECHNOLOGIES INC           | COM              |            | 00846U101 | 15376  | 400000   | SH  | DEFINE |
| AGILENT TECHNOLOGIES INC           | COM              |            | 00846U101 | 4025   | 104720   | SH  | DEFINE |
| AGILENT TECHNOLOGIES INC           | COM              |            | 00846U101 | 46014  | 1197040  | SH  | DEFINE |
| AGL RESOURCES INC                  | COM              |            | 001204106 | 24     | 600      | SH  | DEFINE |
| AGL RESOURCES INC                  | COM              |            | 001204106 | 60720  | 1500000  | SH  | DEFINE |
| AGNICO EAGLE MINES LTD             | COM              |            | 008474108 | 47450  | 1300000  | SH  | DEFINE |
| AIR FRANCE-KLM                     | SPONSORED ADR    |            | 009119108 | 25570  | 550000   | SH  | DEFINE |
| AIR FRANCE-KLM                     | *W EXP 11/05/200 |            | 009119116 | 6705   | 500000   | SH  | DEFINE |
| AIR PRODUCTS & CHEMICALS INC       | COM              |            | 009158106 | 1688   | 21000    | SH  | DEFINE |
| AIR PRODUCTS & CHEMICALS INC       | COM              |            | 009158106 | 40185  | 500000   | SH  | DEFINE |
| AIR PRODUCTS & CHEMICALS INC       | COM              |            | 009158106 | 10476  | 130350   | SH  | DEFINE |
| AIRGAS INC                         | COM              |            | 009363102 | 47823  | 998400   | SH  | DEFINE |
| AIRGAS INC                         | COM              |            | 009363102 | 41     | 861      | SH  | DEFINE |
| AKAMAI TECHNOLOGIES INC            | COM              |            | 00971T101 | 1505   | 30932    | SH  | DEFINE |
| AKAMAI TECHNOLOGIES INC            | COM              |            | 00971T101 | 817    | 16800    | SH  | DEFINE |
| AKAMAI TECHNOLOGIES INC            | COM              |            | 00971T101 | 129277 | 2657830  | SH  | DEFINE |
| AKZO NOBEL NV                      | SPONSORED ADR    |            | 010199305 | 44     | 518      | SH  | DEFINE |
| AKZO NOBEL NV                      | SPONSORED ADR    |            | 010199305 | 12957  | 150966   | SH  | DEFINE |
| AKZO NOBEL NV                      | SPONSORED ADR    |            | 010199305 | 2      | 26       | SH  | DEFINE |
| AKZO NOBEL NV                      | SPONSORED ADR    |            | 010199305 | 58     | 675      | SH  | DEFINE |
| ALAMO GROUP INC                    | COM              |            | 011311107 | 2646   | 105000   | SH  | DEFINE |
| ALASKA AIR GROUP INC               | COM              |            | 011659109 | 37628  | 1350600  | SH  | DEFINE |
| ALASKA AIR GROUP INC               | COM              |            | 011659109 | 13930  | 500000   | SH  | DEFINE |
| ALBERTO-CULVER CO                  | COM              |            | 013078100 | 70963  | 2991700  | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 64652  | 743983   | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 139977 | 1630282  | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 155457 | 1912135  | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 22468  | 258547   | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 1850   | 22756    | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 4065   | 50000    | SH  | DEFINE |
| ALCAN INC                          | COM              |            | 013716105 | 73     | 840      | SH  | DEFINE |
| ALCATEL-LUCENT                     | SPONSORED ADR    |            | 013904305 | 3      | 189      | SH  | DEFINE |
| ALCATEL-LUCENT                     | SPONSORED ADR    |            | 013904305 | 715    | 51043    | SH  | DEFINE |
| ALCOA INC                          | COM              |            | 013817101 | 5759   | 142100   | SH  | DEFINE |
| ALCOA INC                          | COM              |            | 013817101 | 60199  | 1485283  | SH  | DEFINE |
| ALCOA INC                          | COM              |            | 013817101 | 2032   | 50138    | SH  | DEFINE |
| ALCOA INC                          | COM              |            | 013817101 | 1760   | 43415    | SH  | DEFINE |
| ALCOA INC                          | COM              |            | 013817101 | 2527   | 62339    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |               |         |          |     |        |
|------------------------------------|----------------|---------------|---------|----------|-----|--------|
| ALCOA INC                          | COM            | 013817101     | 37887   | 934800   | SH  | DEFINE |
| ALCON INC                          | COM            | H01301102     | 67      | 500      | SH  | DEFINE |
| ALCON INC                          | COM            | H01301102     | 13491   | 100000   | SH  | DEFINE |
| ALEXANDER & BALDWIN INC            | COM            | 014482103     | 7074    | 133195   | SH  | DEFINE |
| ALEXANDER'S INC                    | COM            | 014752109     | 200436  | 495823   | SH  | DEFINE |
| ALEXION PHARMACEUTICALS INC        | COM            | 015351109     | 5443    | 120800   | SH  | DEFINE |
| ALKERMES INC                       | COM            | 01642T108     | 1667    | 114200   | SH  | DEFINE |
| ALLEGHANY CORP (DEL)               | COM            | 017175100     | 323646  | 796178   | SH  | DEFINE |
| ALLEGHANY CORP (DEL)               | COM            | 017175100     | 2       | 5        | SH  | DEFINE |
| ALLEGHANY CORP (DEL)               | COM            | 017175100     | 41      | 102      | SH  | DEFINE |
| ALLEGIAN T TRAVEL CO               | COM            | 01748X102     | 11395   | 370700   | SH  | DEFINE |
| ALLERGAN INC                       | COM            | 018490102     | 46112   | 800000   | SH  | DEFINE |
| ALLERGAN INC                       | COM            | 018490102     | 10234   | 177550   | SH  | DEFINE |
| ALLERGAN INC                       | COM            | 018490102     | 16928   | 293684   | SH  | DEFINE |
| ALLIANCE DATA SYSTEM CORP          | COM            | 018581108     | 136473  | 1765959  | SH  | DEFINE |
| ALLIANCE DATA SYSTEM CORP          | COM            | 018581108     | 3       | 40       | SH  | DEFINE |
| ALLIANCE DATA SYSTEM CORP          | COM            | 018581108     | 81      | 1050     | SH  | DEFINE |
| ALLIANCE ONE INTERNATIONAL INC     | COM            | 018772103     | 40000   | 3980100  | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP       | UNIT LTD PARTN | 01881G106     | 18337   | 210552   | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP       | UNIT LTD PARTN | 01881G106     | 1916    | 22000    | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP       | UNIT LTD PARTN | 01881G106     | 261     | 3000     | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP       | UNIT LTD PARTN | 01881G106     | 740     | 8500     | SH  | DEFINE |
| ALLIANCEBERNSTEIN INCOME FUND      | COM            | 01881E101     | 110     | 13386    | SH  | DEFINE |
| ALLIANT ENERGY CORP                | COM            | 018802108     | 62      | 1600     | SH  | DEFINE |
| ALLIANT ENERGY CORP                | COM            | 018802108     | 173077  | 4455000  | SH  | DEFINE |
| ALLIED CAPITAL CORP                | COM            | 01903Q108     | 545     | 17595    | SH  | DEFINE |
| ALLIED IRISH BANKS PLC             | SPON ADR COM   | 019228402     | 5590    | 101705   | SH  | DEFINE |
| ALLIED IRISH BANKS PLC             | SPON ADR COM   | 019228402     | 1250    | 22741    | SH  | DEFINE |
| ALLIED WASTE INDUSTRIES INC        | PFD CV D 6.25% | 019589704     | 17036   | 48000    | SH  | DEFINE |
| ALLSCRIPTS HEALTHCARE SOLUTIONS IN | COM            | 01988P108     | 150     | 5874     | SH  | DEFINE |
| ALLSCRIPTS HEALTHCARE SOLUTIONS IN | COM            | 01988P108     | 163028  | 6398280  | SH  | DEFINE |
| ALLSTATE CORP                      | COM            | 020002101     | 11755   | 191100   | SH  | DEFINE |
| ALLSTATE CORP                      | COM            | 020002101     | 123     | 2000     | SH  | DEFINE |
| ALLSTATE CORP                      | COM            | 020002101     | 21881   | 355737   | SH  | DEFINE |
| ALLSTATE CORP                      | COM            | 020002101     | 7127    | 115861   | SH  | DEFINE |
| ALLTEL CORP                        | COM            | 020039103     | 112146  | 1660195  | SH  | DEFINE |
| ALLTEL CORP                        | COM            | 020039103     | 592     | 8765     | SH  | DEFINE |
| ALLTEL CORP                        | COM            | 020039103     | 17482   | 258804   | SH  | DEFINE |
| ALLTEL CORP                        | COM            | 020039103     | 46079   | 682150   | SH  | DEFINE |
| ALLTEL CORP                        | COM            | 020039103     | 169     | 2500     | SH  | DEFINE |
| ALLTEL CORP                        | COM            | 020039103     | 28      | 410      | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 777976  | 11091756 | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 1       | 13       | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 2665    | 38000    | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 18350   | 261620   | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 18323   | 261241   | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 12179   | 173640   | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 119     | 1700     | SH  | DEFINE |
| ALTRIA GROUP INC                   | COM            | 02209S103     | 20      | 290      | SH  | DEFINE |
| ALZA CORP                          | SDCV           | 7/2 02261WAB5 | 1276875 | 15000000 | PRN | DEFINE |
| AMAG PHARMACEUTICALS INC           | COM            | 00163U106     | 6126    | 105330   | SH  | DEFINE |
| AMAG PHARMACEUTICALS INC           | COM            | 00163U106     | 4589    | 78900    | SH  | DEFINE |
| AMAZON.COM INC                     | COM            | 023135106     | 3640    | 53210    | SH  | DEFINE |
| AMB PROPERTY CORP                  | COM            | 00163T109     | 10      | 190      | SH  | DEFINE |
| AMB PROPERTY CORP                  | COM            | 00163T109     | 84      | 1575     | SH  | DEFINE |
| AMB PROPERTY CORP                  | COM            | 00163T109     | 6312    | 118600   | SH  | DEFINE |
| AMB PROPERTY CORP                  | COM            | 00163T109     | 777     | 14600    | SH  | DEFINE |
| AMB PROPERTY CORP                  | COM            | 00163T109     | 224     | 4200     | SH  | DEFINE |
| AMB PROPERTY CORP                  | COM            | 00163T109     | 3665    | 68872    | SH  | DEFINE |
| AMBAC FINANCIAL GROUP INC          | COM            | 023139108     | 8501    | 97500    | SH  | DEFINE |
| AMBAC FINANCIAL GROUP INC          | COM            | 023139108     | 131     | 1500     | SH  | DEFINE |
| AMDOCS LTD                         | COM            | G02602103     | 4       | 105      | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                   |                 |           |         |          |     |             |
|-----------------------------------|-----------------|-----------|---------|----------|-----|-------------|
| AMDOCS LTD                        | COM             | G02602103 | 1935    | 48600    | SH  | DEFINE      |
| AMEDISYS INC                      | COM             | 023436108 | 1015    | 27935    | SH  | DEFINE      |
| AMEREN CORP                       | COM             | 023608102 | 2       | 31       | SH  | DEFINE      |
| AMEREN CORP                       | COM             | 023608102 | 590     | 12030    | SH  | DEFINE      |
| AMEREN CORP                       | COM             | 023608102 | 3483    | 71073    | SH  | DEFINE      |
| AMEREN CORP                       | COM             | 023608102 | 768270  | 15675771 | SH  | DEFINE      |
| AMEREN CORP                       | COM             | 023608102 | 191     | 3900     | SH  | DEFINE      |
| AMEREN CORP                       | COM             | 023608102 | 28      | 580      | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 929     | 15000    | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 254     | 4105     | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 63183   | 1020226  | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 169793  | 2741690  | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 454955  | 7346274  | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 1858    | 30000    | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 867     | 14000    | SH  | DEFINE      |
| AMERICA MOVIL SAB DE CV           | SPON ADR L SHS  | 02364W105 | 34062   | 550000   | SH  | DEFINE      |
| AMERICAN AXLE & MFG HOLDINGS INC  | COM             | 024061103 | 36285   | 1225000  | SH  | DEFINE      |
| AMERICAN EAGLE OUTFITTERS INC     | COM             | 02553E106 | 274     | 10684    | SH  | DEFINE      |
| AMERICAN ELECTRIC POWER CO INC    | COM             | 025537101 | 2063    | 45800    | SH  | DEFINE      |
| AMERICAN ELECTRIC POWER CO INC    | COM             | 025537101 | 483315  | 10730800 | SH  | DEFINE      |
| AMERICAN EXPRESS CO               | COM             | 025816109 | 29934   | 489278   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 1215334 | 17354472 | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 54728   | 781491   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 44651   | 637600   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 259698  | 3708377  | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 285885  | 4082318  | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 5196    | 74193    | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 2451    | 35000    | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 32318   | 461493   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 118590  | 1693417  | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 49487   | 706650   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 2344    | 33470    | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 14360   | 205058   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 149884  | 2140284  | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 123     | 1760     | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 16306   | 232841   | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874107 | 2000    | 28566    | SH  | DEFINE      |
| AMERICAN INTERNATIONAL GROUP INC  | COM             | 026874907 | 140     | 2000     | SH  | CALL DEFINE |
| AMERICAN MEDICAL SYSTEMS HOLDINGS | COM             | 02744M108 | 5903    | 327240   | SH  | DEFINE      |
| AMERICAN MEDICAL SYSTEMS HOLDINGS | COM             | 02744M108 | 99096   | 5493110  | SH  | DEFINE      |
| AMERICAN MEDICAL SYSTEMS HOLDINGS | NOTE 3.250% 7/0 | 02744MAA6 | 16838   | 15000000 | PRN | DEFINE      |
| AMERICAN NATIONAL INSURANCE CO    | COM             | 028591105 | 126475  | 828800   | SH  | DEFINE      |
| AMERICAN PACIFIC CORP             | COM             | 028740108 | 10374   | 678500   | SH  | DEFINE      |
| AMERICAN STANDARD COS INC         | COM             | 029712106 | 1115    | 18900    | SH  | DEFINE      |
| AMERICAN TOWER INC                | COM             | 029912201 | 327     | 7780     | SH  | DEFINE      |
| AMERICAN TOWER INC                | COM             | 029912201 | 4830    | 115000   | SH  | DEFINE      |
| AMERICAN TOWER INC                | COM             | 029912201 | 21492   | 511725   | SH  | DEFINE      |
| AMERICAN TOWER INC                | COM             | 029912201 | 124373  | 2961254  | SH  | DEFINE      |
| AMERICAN TOWER INC                | COM             | 029912201 | 420     | 10000    | SH  | DEFINE      |
| AMERICAN TOWER INC                | COM             | 029912201 | 1176    | 28000    | SH  | DEFINE      |
| AMERICAN WOODMARK CORP            | COM             | 030506109 | 35506   | 1026185  | SH  | DEFINE      |
| AMERIPRISE FINANCIAL INC          | COM             | 03076C106 | 4689    | 73766    | SH  | DEFINE      |
| AMETEK INC                        | COM             | 031100100 | 1415    | 35666    | SH  | DEFINE      |
| AMETEK INC                        | COM             | 031100100 | 1019    | 25675    | SH  | DEFINE      |
| AMETEK INC                        | COM             | 031100100 | 77472   | 1952430  | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 645895  | 11681942 | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 25401   | 459420   | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 1       | 16       | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 51530   | 932000   | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 19229   | 347790   | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 28613   | 517514   | SH  | DEFINE      |
| AMGEN INC                         | COM             | 031162100 | 50178   | 907540   | SH  | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |         |     |        |
|------------------------------------|-----------------|-----------|--------|---------|-----|--------|
| AMGEN INC                          | COM             | 031162100 | 1954   | 35340   | SH  | DEFINE |
| AMGEN INC                          | COM             | 031162100 | 7011   | 126800  | SH  | DEFINE |
| AMGEN INC                          | COM             | 031162100 | 86754  | 1569075 | SH  | DEFINE |
| AMGEN INC                          | COM             | 031162100 | 21     | 380     | SH  | DEFINE |
| AMGEN INC                          | NOTE 0.375% 2/0 | 031162AQ3 | 45784  | 5170000 | PRN | DEFINE |
| AMICUS THERAPEUTICS INC            | COM             | 03152W109 | 1463   | 127200  | SH  | DEFINE |
| AMR CORP                           | COM             | 001765106 | 28458  | 1080000 | SH  | DEFINE |
| AMR CORP                           | COM             | 001765106 | 13     | 488     | SH  | DEFINE |
| AMREP CORP                         | COM             | 032159105 | 285    | 6000    | SH  | DEFINE |
| ANADARKO PETROLEUM CORP            | COM             | 032511107 | 4996   | 96093   | SH  | DEFINE |
| ANADIGICS INC                      | COM             | 032515108 | 5550   | 402460  | SH  | DEFINE |
| ANADIGICS INC                      | COM             | 032515108 | 2413   | 175000  | SH  | DEFINE |
| ANALOG DEVICES INC                 | COM             | 032654105 | 4241   | 112666  | SH  | DEFINE |
| ANALOG DEVICES INC                 | COM             | 032654105 | 218    | 5800    | SH  | DEFINE |
| ANGIOTECH PHARMACEUTICALS INC      | COM             | 034918102 | 29302  | 4121185 | SH  | DEFINE |
| ANGIOTECH PHARMACEUTICALS INC      | COM             | 034918102 | 14937  | 2100800 | SH  | DEFINE |
| ANGLO AMERICAN PLC                 | ADR             | 03485P102 | 43     | 1480    | SH  | DEFINE |
| ANGLO AMERICAN PLC                 | ADR             | 03485P201 | 18952  | 645958  | SH  | DEFINE |
| ANGLOGOLD ASHANTI LTD              | SPONSORED ADR   | 035128206 | 119    | 3150    | SH  | DEFINE |
| ANGLOGOLD ASHANTI LTD              | SPONSORED ADR   | 035128206 | 137066 | 3624173 | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 51122  | 980100  | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 1820   | 34895   | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 4748   | 91037   | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 37698  | 722730  | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 45151  | 865620  | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 256    | 4900    | SH  | DEFINE |
| ANHEUSER BUSCH COS INC             | COM             | 035229103 | 33     | 640     | SH  | DEFINE |
| ANSOFT CORP                        | COM             | 036384105 | 5460   | 185160  | SH  | DEFINE |
| ANSYS INC                          | COM             | 03662Q105 | 2117   | 79880   | SH  | DEFINE |
| ANTHRACITE CAP INC                 | COM             | 037023108 | 11700  | 1000000 | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 3463   | 81261   | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 32970  | 773763  | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 16305  | 382660  | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 94     | 2199    | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 2386   | 55990   | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 4234   | 99361   | SH  | DEFINE |
| AON CORP                           | COM             | 037389103 | 103054 | 2418534 | SH  | DEFINE |
| APAC CUSTOMER SERVICES INC         | COM             | 00185E106 | 1143   | 470500  | SH  | DEFINE |
| APACHE CORP                        | COM             | 037411105 | 9050   | 110920  | SH  | DEFINE |
| APACHE CORP                        | COM             | 037411105 | 32402  | 397131  | SH  | DEFINE |
| APEX SILVER MINES LTD              | COM             | G04074103 | 4036   | 200000  | SH  | DEFINE |
| APOGEE ENTERPRISES INC             | COM             | 037598109 | 69461  | 2496800 | SH  | DEFINE |
| APOLLO GROUP INC                   | COM             | 037604105 | 69053  | 1181811 | SH  | DEFINE |
| APOLLO GROUP INC                   | COM             | 037604105 | 36     | 623     | SH  | DEFINE |
| APOLLO GROUP INC                   | COM             | 037604105 | 5549   | 94970   | SH  | DEFINE |
| APOLLO INVESTMENT CORP             | COM             | 03761U106 | 4304   | 200000  | SH  | DEFINE |
| APOLLO INVESTMENT CORP             | COM             | 03761U106 | 11     | 500     | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 307    | 2516    | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 124237 | 1018000 | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 215    | 1760    | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 57332  | 469779  | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 136300 | 1116850 | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 61     | 500     | SH  | DEFINE |
| APPLE INC                          | COM             | 037833100 | 9      | 70      | SH  | DEFINE |
| APPLERA CORP-APPLIED BIOSYSTEMS GR | COM             | 038020103 | 1606   | 52600   | SH  | DEFINE |
| APPLERA CORP-APPLIED BIOSYSTEMS GR | COM             | 038020103 | 770    | 25200   | SH  | DEFINE |
| APPLIED INDUSTRIAL TECHNOLOGIES IN | COM             | 03820C105 | 47552  | 1611949 | SH  | DEFINE |
| APPLIED MATERIALS INC              | COM             | 038222105 | 1788   | 90000   | SH  | DEFINE |
| APPLIED MATERIALS INC              | COM             | 038222105 | 3068   | 154414  | SH  | DEFINE |
| APPLIED MATERIALS INC              | COM             | 038222105 | 587    | 29550   | SH  | DEFINE |
| APTARGROUP INC                     | COM             | 038336103 | 36641  | 1030400 | SH  | DEFINE |
| AQUA AMERICA INC                   | COM             | 03836W103 | 244    | 10866   | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                |                |           |         |          |    |        |
|--------------------------------|----------------|-----------|---------|----------|----|--------|
| AQUILA INC                     | COM            | 03840P102 | 66715   | 16311838 | SH | DEFINE |
| AQUILA INC                     | COM            | 03840P102 | 964     | 235760   | SH | DEFINE |
| AQUILA INC                     | COM            | 03840P102 | 858     | 209710   | SH | DEFINE |
| AQUILA INC                     | COM            | 03840P102 | 50      | 12140    | SH | DEFINE |
| ARACRUZ CELULOSE SA            | SPON ADR PFD   | 038496204 | 12056   | 182005   | SH | DEFINE |
| ARBOR REALTY TRUST INC         | COM            | 038923108 | 22145   | 858000   | SH | DEFINE |
| ARCELOR MITTAL                 | NY REG SH CL A | 03937E101 | 1804    | 28906    | SH | DEFINE |
| ARCH COAL INC                  | COM            | 039380100 | 22550   | 648000   | SH | DEFINE |
| ARCH COAL INC                  | COM            | 039380100 | 320     | 9200     | SH | DEFINE |
| ARCHER DANIELS MIDLAND CO      | COM            | 039483102 | 7258    | 219327   | SH | DEFINE |
| ARCHSTONE-SMITH TRUST          | COM            | 039583109 | 2298    | 38875    | SH | DEFINE |
| ARCHSTONE-SMITH TRUST          | COM            | 039583109 | 1371    | 23200    | SH | DEFINE |
| ARCHSTONE-SMITH TRUST          | COM            | 039583109 | 414     | 7000     | SH | DEFINE |
| ARCHSTONE-SMITH TRUST          | COM            | 039583109 | 7669    | 129741   | SH | DEFINE |
| ARES CAPITAL CORP              | COM            | 04010L103 | 148     | 8800     | SH | DEFINE |
| ARES CAPITAL CORP              | COM            | 04010L103 | 4176    | 247829   | SH | DEFINE |
| ARGON ST INC                   | COM            | 040149106 | 11281   | 486024   | SH | DEFINE |
| ARGON ST INC                   | COM            | 040149106 | 16229   | 699220   | SH | DEFINE |
| ARIAD PHARMACEUTICALS INC      | COM            | 04033A100 | 2767    | 504000   | SH | DEFINE |
| ARIBA INC                      | COM            | 04033V203 | 2       | 227      | SH | DEFINE |
| ARIBA INC                      | COM            | 04033V203 | 1088    | 109800   | SH | DEFINE |
| ARIES MARITIME TRANSPRT LTD    | COM            | G0474B105 | 4670    | 480000   | SH | DEFINE |
| ARLINGTON TANKERS LTD          | COM            | G04899103 | 2897    | 101000   | SH | DEFINE |
| ARMSTRONG WORLD INDUSTRIES INC | COM            | 04247X102 | 10518   | 209738   | SH | DEFINE |
| ARMSTRONG WORLD INDUSTRIES INC | COM            | 04247X102 | 61422   | 1224769  | SH | DEFINE |
| ARQULE INC                     | COM            | 04269E107 | 4673    | 662800   | SH | DEFINE |
| ARRIS GROUP INC                | COM            | 04269Q100 | 3       | 157      | SH | DEFINE |
| ARRIS GROUP INC                | COM            | 04269Q100 | 9242    | 525400   | SH | DEFINE |
| ARRIS GROUP INC                | COM            | 04269Q100 | 19867   | 1129426  | SH | DEFINE |
| ARRIS GROUP INC                | COM            | 04269Q100 | 241     | 13700    | SH | DEFINE |
| ARROW ELECTRONICS INC          | COM            | 042735100 | 1001    | 26050    | SH | DEFINE |
| ART TECHNOLOGY GROUP INC       | COM            | 04289L107 | 3452    | 1297636  | SH | DEFINE |
| ARTHUR J GALLAGHER & CO        | COM            | 363576109 | 75188   | 2696830  | SH | DEFINE |
| ARTHUR J GALLAGHER & CO        | COM            | 363576109 | 10      | 366      | SH | DEFINE |
| ASHFORD HOSPITALITY TRUST      | COM            | 044103109 | 16498   | 1402900  | SH | DEFINE |
| ASHLAND INC                    | COM            | 044209104 | 15725   | 245894   | SH | DEFINE |
| ASHLAND INC                    | COM            | 044209104 | 363     | 5669     | SH | DEFINE |
| ASPEN INSURANCE HOLDINGS LTD   | COM            | G05384105 | 71667   | 2553150  | SH | DEFINE |
| ASPEN INSURANCE HOLDINGS LTD   | COM            | G05384105 | 10965   | 390643   | SH | DEFINE |
| ASSURANT INC                   | COM            | 04621X108 | 51048   | 866400   | SH | DEFINE |
| ASSURANT INC                   | COM            | 04621X108 | 119     | 2019     | SH | DEFINE |
| ASSURANT INC                   | COM            | 04621X108 | 18194   | 308800   | SH | DEFINE |
| ASTEC INDUSTRIES INC           | COM            | 046224101 | 7774    | 184131   | SH | DEFINE |
| ASTRAZENECA PLC                | SPONSORED ADR  | 046353108 | 1       | 22       | SH | DEFINE |
| ASTRAZENECA PLC                | SPONSORED ADR  | 046353108 | 725     | 13548    | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 12418   | 299220   | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 3533    | 85127    | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 3320    | 80000    | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 26069   | 628178   | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 55955   | 1348306  | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 1834480 | 44204332 | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 1546    | 37255    | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 35718   | 860671   | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 168     | 4050     | SH | DEFINE |
| AT&T INC                       | COM            | 00206R102 | 21      | 516      | SH | DEFINE |
| ATHEROS COMMUNICATIONS INC     | COM            | 04743P108 | 82      | 2669     | SH | DEFINE |
| ATHEROS COMMUNICATIONS INC     | COM            | 04743P108 | 36071   | 1169620  | SH | DEFINE |
| ATLANTIC TELE-NETWORK INC      | COM            | 049079205 | 14635   | 511000   | SH | DEFINE |
| ATMI INC                       | COM            | 00207R101 | 1919    | 63970    | SH | DEFINE |
| ATMOS ENERGY CORP              | COM            | 049560105 | 45094   | 1500148  | SH | DEFINE |
| ATMOS ENERGY CORP              | COM            | 049560105 | 19      | 641      | SH | DEFINE |
| ATMOS ENERGY CORP              | COM            | 049560105 | 170140  | 5660000  | SH | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |          |    |        |
|------------------------------------|----------------|-----------|--------|----------|----|--------|
| ATWOOD OCEANICS INC                | COM            | 050095108 | 24676  | 359600   | SH | DEFINE |
| ATWOOD OCEANICS INC                | COM            | 050095108 | 2      | 22       | SH | DEFINE |
| ATWOOD OCEANICS INC                | COM            | 050095108 | 14     | 200      | SH | DEFINE |
| AUSTRALIA & NEW ZEALAND BANKING GR | SPONSORED ADR  | 052528304 | 2961   | 24050    | SH | DEFINE |
| AUTODESK INC                       | COM            | 052769106 | 167    | 3556     | SH | DEFINE |
| AUTODESK INC                       | COM            | 052769106 | 5498   | 116780   | SH | DEFINE |
| AUTODESK INC                       | COM            | 052769106 | 49336  | 1047910  | SH | DEFINE |
| AUTODESK INC                       | COM            | 052769106 | 282    | 6000     | SH | DEFINE |
| AUTODESK INC                       | COM            | 052769106 | 706    | 15000    | SH | DEFINE |
| AUTOLIV INC                        | COM            | 052800109 | 1377   | 24213    | SH | DEFINE |
| AUTOLIV INC                        | COM            | 052800109 | 2059   | 36200    | SH | DEFINE |
| AUTOLIV INC                        | COM            | 052800109 | 822    | 14450    | SH | DEFINE |
| AUTOLIV INC                        | COM            | 052800109 | 14854  | 261200   | SH | DEFINE |
| AUTOMATIC DATA PROCESSING INC      | COM            | 053015103 | 38776  | 800000   | SH | DEFINE |
| AUTOMATIC DATA PROCESSING INC      | COM            | 053015103 | 11393  | 235053   | SH | DEFINE |
| AVALONBAY COMMUNITIES INC          | COM            | 053484101 | 13     | 110      | SH | DEFINE |
| AVALONBAY COMMUNITIES INC          | COM            | 053484101 | 349    | 2935     | SH | DEFINE |
| AVALONBAY COMMUNITIES INC          | COM            | 053484101 | 273    | 2300     | SH | DEFINE |
| AVALONBAY COMMUNITIES INC          | COM            | 053484101 | 1629   | 13700    | SH | DEFINE |
| AVALONBAY COMMUNITIES INC          | COM            | 053484101 | 606    | 5100     | SH | DEFINE |
| AVALONBAY COMMUNITIES INC          | COM            | 053484101 | 10263  | 86328    | SH | DEFINE |
| AVAYA INC                          | COM            | 053499109 | 60753  | 3607648  | SH | DEFINE |
| AVAYA INC                          | COM            | 053499109 | 11405  | 677240   | SH | DEFINE |
| AVAYA INC                          | COM            | 053499109 | 1246   | 74000    | SH | DEFINE |
| AVAYA INC                          | COM            | 053499109 | 86     | 5130     | SH | DEFINE |
| AVAYA INC                          | COM            | 053499109 | 14202  | 843359   | SH | DEFINE |
| AVERY DENNISON CORP                | COM            | 053611109 | 1947   | 29290    | SH | DEFINE |
| AVERY DENNISON CORP                | COM            | 053611109 | 30714  | 462000   | SH | DEFINE |
| AVERY DENNISON CORP                | COM            | 053611109 | 1028   | 15470    | SH | DEFINE |
| AVOCENT CORP                       | COM            | 053893103 | 55186  | 1902300  | SH | DEFINE |
| AVON PRODUCTS INC                  | COM            | 054303102 | 866    | 23554    | SH | DEFINE |
| AVON PRODUCTS INC                  | COM            | 054303102 | 677    | 18430    | SH | DEFINE |
| AVON PRODUCTS INC                  | COM            | 054303102 | 19181  | 521941   | SH | DEFINE |
| AXA SA                             | SPONSORED ADR  | 054536107 | 35497  | 824749   | SH | DEFINE |
| AXA SA                             | SPONSORED ADR  | 054536107 | 461    | 10710    | SH | DEFINE |
| AXA SA                             | SPONSORED ADR  | 054536107 | 946    | 21980    | SH | DEFINE |
| AXCAN PHARMA INC                   | COM            | 054923107 | 40166  | 1945068  | SH | DEFINE |
| AXIS CAPITAL HOLDINGS LTD          | COM            | G0692U109 | 1397   | 34370    | SH | DEFINE |
| BAIDU.COM                          | SPON ADR REP A | 056752108 | 17     | 100      | SH | DEFINE |
| BAIDU.COM                          | SPON ADR REP A | 056752108 | 3578   | 21300    | SH | DEFINE |
| BAKER HUGHES INC                   | COM            | 057224107 | 1511   | 17955    | SH | DEFINE |
| BAKER HUGHES INC                   | COM            | 057224107 | 4375   | 52000    | SH | DEFINE |
| BALDOR ELECTRIC CO                 | COM            | 057741100 | 2149   | 43600    | SH | DEFINE |
| BALDOR ELECTRIC CO                 | COM            | 057741100 | 25     | 500      | SH | DEFINE |
| BALDWIN & LYONS INC                | COM            | 057755209 | 5930   | 228264   | SH | DEFINE |
| BALL CORPORATION                   | COM            | 058498106 | 548    | 10300    | SH | DEFINE |
| BANCO BILBAO VIZCAYA ARGENTARIA SA | SPONSORED ADR  | 05946K101 | 7056   | 289435   | SH | DEFINE |
| BANCO BRADESCO SA                  | SPON ADR PFD   | 059460303 | 17278  | 716636   | SH | DEFINE |
| BANCO BRADESCO SA                  | SPON ADR PFD   | 059460303 | 488014 | 20241148 | SH | DEFINE |
| BANCO LATINOAMERICANO DE EXPORTACI | COM            | P16994132 | 51474  | 2737983  | SH | DEFINE |
| BANCO MACRO SA                     | SPON ADR B     | 05961W105 | 3997   | 121600   | SH | DEFINE |
| BANCO SANTANDER CENTRAL HISPANO SA | ADR            | 05964H105 | 16772  | 912533   | SH | DEFINE |
| BANCO SANTANDER CENTRAL HISPANO SA | ADR            | 05964H105 | 697    | 37940    | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 28331  | 579489   | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 32598  | 666759   | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 15465  | 316327   | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 3412   | 69786    | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 4400   | 90000    | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 23352  | 477638   | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 57818  | 1182609  | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 905786 | 18527020 | SH | DEFINE |
| BANK OF AMERICA CORP               | COM            | 060505104 | 1662   | 33990    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                  |               |           |        |          |    |        |
|----------------------------------|---------------|-----------|--------|----------|----|--------|
| BANK OF AMERICA CORP             | COM           | 060505104 | 6896   | 141042   | SH | DEFINE |
| BANK OF AMERICA CORP             | COM           | 060505104 | 122087 | 2497180  | SH | DEFINE |
| BANK OF AMERICA CORP             | COM           | 060505104 | 12399  | 253615   | SH | DEFINE |
| BANK OF AMERICA CORP             | COM           | 060505104 | 1127   | 23050    | SH | DEFINE |
| BANK OF HAWAII CORP              | COM           | 062540109 | 681    | 13178    | SH | DEFINE |
| BANK OF IRELAND                  | SPONSORED ADR | 46267Q103 | 223    | 2750     | SH | DEFINE |
| BANK OF MONTREAL                 | COM           | 063671101 | 306651 | 4483209  | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 454552 | 10968910 | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 15293  | 369043   | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 218140 | 5264000  | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 22425  | 541134   | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 18713  | 451575   | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 632    | 15260    | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 9165   | 221153   | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 64528  | 1557137  | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 10153  | 245001   | SH | DEFINE |
| BANK OF NEW YORK CO INC          | COM           | 064057102 | 1143   | 27575    | SH | DEFINE |
| BANK OF NOVA SCOTIA              | COM           | 064149107 | 413739 | 7973393  | SH | DEFINE |
| BANK OF NOVA SCOTIA              | COM           | 064149107 | 749    | 15332    | SH | DEFINE |
| BANKUNITED FINANCIAL CORP        | COM           | 06652B103 | 379    | 18900    | SH | DEFINE |
| BANKUNITED FINANCIAL CORP        | COM           | 06652B103 | 8355   | 416300   | SH | DEFINE |
| BARCLAYS PLC                     | ADR           | 06738E204 | 4392   | 78717    | SH | DEFINE |
| BARCLAYS PLC                     | ADR           | 06738E204 | 172    | 3075     | SH | DEFINE |
| BARE ESCENTUALS INC              | COM           | 067511105 | 3      | 94       | SH | DEFINE |
| BARE ESCENTUALS INC              | COM           | 067511105 | 11201  | 328000   | SH | DEFINE |
| BARNES & NOBLES INC              | COM           | 067774109 | 273    | 7100     | SH | DEFINE |
| BARRICK GOLD CORP                | COM           | 067901108 | 567    | 18310    | SH | DEFINE |
| BARRICK GOLD CORP                | COM           | 067901108 | 30371  | 980341   | SH | DEFINE |
| BARRICK GOLD CORP                | COM           | 067901108 | 22378  | 722338   | SH | DEFINE |
| BARRICK GOLD CORP                | COM           | 067901108 | 434    | 14927    | SH | DEFINE |
| BARRICK GOLD CORP                | COM           | 067901108 | 286214 | 9845689  | SH | DEFINE |
| BASF AG                          | SPONSORED ADR | 055262505 | 10056  | 76935    | SH | DEFINE |
| BASF AG                          | SPONSORED ADR | 055262505 | 1304   | 9980     | SH | DEFINE |
| BASSETT FURNITURE INDUSTRIES INC | COM           | 070203104 | 12241  | 896800   | SH | DEFINE |
| BASSETT FURNITURE INDUSTRIES INC | COM           | 070203104 | 14     | 1000     | SH | DEFINE |
| BAXTER INTERNATIONAL INC         | COM           | 071813109 | 22536  | 400000   | SH | DEFINE |
| BAXTER INTERNATIONAL INC         | COM           | 071813109 | 2671   | 47413    | SH | DEFINE |
| BAXTER INTERNATIONAL INC         | COM           | 071813109 | 2738   | 48600    | SH | DEFINE |
| BBVA BANCO FRANCES SA            | SPONSORED ADR | 07329M100 | 20606  | 1920450  | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 253719 | 6289524  | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 94003  | 2333020  | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 42042  | 1042200  | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 9076   | 240167   | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 94247  | 2336325  | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 1685   | 44597    | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 1581   | 41008    | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 0      | 1        | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 81074  | 2011173  | SH | DEFINE |
| BCE INC                          | COM           | 05534B760 | 4400   | 109074   | SH | DEFINE |
| BEAR STEARNS & CO INC            | COM           | 073902108 | 150733 | 1076665  | SH | DEFINE |
| BEAR STEARNS & CO INC            | COM           | 073902108 | 1381   | 9862     | SH | DEFINE |
| BEARINGPOINT INC                 | COM           | 074002106 | 8343   | 1141250  | SH | DEFINE |
| BEARINGPOINT INC                 | COM           | 074002106 | 2402   | 328586   | SH | DEFINE |
| BEARINGPOINT INC                 | COM           | 074002106 | 23303  | 3187870  | SH | DEFINE |
| BEARINGPOINT INC                 | COM           | 074002106 | 13599  | 1860300  | SH | DEFINE |
| BEARINGPOINT INC                 | COM           | 074002106 | 9901   | 1354424  | SH | DEFINE |
| BEAZER HOMES USA INC             | COM           | 07556Q105 | 76130  | 3085915  | SH | DEFINE |
| BECKMAN COULTER INC              | COM           | 075811109 | 433    | 6700     | SH | DEFINE |
| BECTON DICKINSON & CO            | COM           | 075887109 | 108912 | 1461912  | SH | DEFINE |
| BECTON DICKINSON & CO            | COM           | 075887109 | 1810   | 24300    | SH | DEFINE |
| BECTON DICKINSON & CO            | COM           | 075887109 | 1108   | 14877    | SH | DEFINE |
| BED BATH & BEYOND INC            | COM           | 075896100 | 2966   | 82407    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                      |                 |           |         |          |     |        |
|--------------------------------------|-----------------|-----------|---------|----------|-----|--------|
| BEMIS COMPANY INC                    | COM             | 081437105 | 129375  | 3899189  | SH  | DEFINE |
| BEMIS COMPANY INC                    | COM             | 081437105 | 12156   | 366373   | SH  | DEFINE |
| BENCHMARK ELECTRONICS INC            | COM             | 08160H101 | 38353   | 1695550  | SH  | DEFINE |
| BERKLEY W R CORP                     | COM             | 084423102 | 1344    | 41297    | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670108 | 446986  | 4083     | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670108 | 5474    | 50       | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670108 | 25179   | 230      | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670207 | 1286621 | 356899   | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670207 | 18      | 5        | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670207 | 19680   | 5459     | SH  | DEFINE |
| BERKSHIRE HATHAWAY INC               | COM             | 084670207 | 1485    | 412      | SH  | DEFINE |
| BEST BUY COMPANY INC                 | COM             | 086516101 | 1298    | 27807    | SH  | DEFINE |
| BEST BUY COMPANY INC                 | COM             | 086516101 | 24005   | 514363   | SH  | DEFINE |
| BEST BUY COMPANY INC                 | COM             | 086516101 | 51674   | 1107219  | SH  | DEFINE |
| BEST BUY COMPANY INC                 | SDCV 2.250% 1/1 | 086516AF8 | 41155   | 37895000 | PRN | DEFINE |
| BEVERLY HILLS BANCORP INC            | COM             | 087866109 | 6796    | 869088   | SH  | DEFINE |
| BEVERLY HILLS BANCORP INC            | COM             | 087866109 | 8       | 1000     | SH  | DEFINE |
| BG GROUP PLC                         | ADR FIN INST N  | 055434203 | 7669    | 93770    | SH  | DEFINE |
| BHP BILLITON LTD                     | SPONSORED ADR   | 088606108 | 8052    | 134765   | SH  | DEFINE |
| BIG 5 SPORTING GOODS CORP            | COM             | 08915P101 | 20182   | 791447   | SH  | DEFINE |
| BIG 5 SPORTING GOODS CORP            | COM             | 08915P101 | 14341   | 562400   | SH  | DEFINE |
| BIG LOTS INC                         | COM             | 089302103 | 45601   | 1550000  | SH  | DEFINE |
| BILL BARRETT CORP                    | COM             | 06846N104 | 6144    | 166828   | SH  | DEFINE |
| BILL BARRETT CORP                    | COM             | 06846N104 | 29      | 775      | SH  | DEFINE |
| BILL BARRETT CORP                    | COM             | 06846N104 | 166942  | 4532770  | SH  | DEFINE |
| BIODEL INC                           | COM             | 09064M105 | 2665    | 134600   | SH  | DEFINE |
| BIOGEN IDEC INC                      | COM             | 09062X103 | 21400   | 400000   | SH  | DEFINE |
| BIOGEN IDEC INC                      | COM             | 09062X103 | 6768    | 126500   | SH  | DEFINE |
| BIOGEN IDEC INC                      | COM             | 09062X103 | 33199   | 620544   | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC          | COM             | 09061G101 | 5719    | 318760   | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC          | COM             | 09061G101 | 4587    | 255700   | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC          | NOTE 1.875% 4/2 | 09061GAD3 | 20473   | 19000000 | PRN | DEFINE |
| BIOMED REALTY TRUST INC              | COM             | 09063H107 | 156     | 6200     | SH  | DEFINE |
| BIOMED REALTY TRUST INC              | COM             | 09063H107 | 24788   | 986800   | SH  | DEFINE |
| BIOMED REALTY TRUST INC              | COM             | 09063H107 | 716     | 28500    | SH  | DEFINE |
| BIOMED REALTY TRUST INC              | COM             | 09063H107 | 394     | 15700    | SH  | DEFINE |
| BIOMED REALTY TRUST INC              | COM             | 09063H107 | 6486    | 258192   | SH  | DEFINE |
| BIOMET INC                           | COM             | 090613100 | 1120    | 24500    | SH  | DEFINE |
| BIOVAIL CORP                         | COM             | 09067J109 | 536     | 21100    | SH  | DEFINE |
| BISYS GROUP INC                      | COM             | 055472104 | 123     | 10400    | SH  | DEFINE |
| BJ SERVICES CO                       | COM             | 055482103 | 9472    | 333062   | SH  | DEFINE |
| BJ'S RESTAURANT INC                  | COM             | 09180C106 | 10462   | 530000   | SH  | DEFINE |
| BLACK & DECKER CORP                  | COM             | 091797100 | 5339    | 60456    | SH  | DEFINE |
| BLACKROCK GLOBAL OPP EQTY TR         | COM             | 092501105 | 604     | 21300    | SH  | DEFINE |
| BLACKROCK INC                        | COM             | 09247X101 | 16      | 100      | SH  | DEFINE |
| BLACKROCK INC                        | COM             | 09247X101 | 30028   | 191760   | SH  | DEFINE |
| BLACKROCK MUNIHOLDINGS INSURED FUN   | COM             | 09254A101 | 163     | 13000    | SH  | DEFINE |
| BLACKROCK NEW YORK INSURED MUNICIPAL | COM             | 09249U105 | 526     | 36750    | SH  | DEFINE |
| BLOCKBUSTER INC                      | COM             | 093679108 | 6931    | 1608230  | SH  | DEFINE |
| BLOCKBUSTER INC                      | COM             | 093679108 | 0       | 79       | SH  | DEFINE |
| BLOCKBUSTER INC                      | COM             | 093679108 | 3125    | 725007   | SH  | DEFINE |
| BMC SOFTWARE INC                     | COM             | 055921100 | 8126    | 268190   | SH  | DEFINE |
| BMC SOFTWARE INC                     | COM             | 055921100 | 14865   | 490580   | SH  | DEFINE |
| BMC SOFTWARE INC                     | COM             | 055921100 | 335     | 11060    | SH  | DEFINE |
| BOB EVANS FARMS INC                  | COM             | 096761101 | 21274   | 577300   | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 1       | 12       | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 100487  | 1045000  | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 323     | 3360     | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 16243   | 168914   | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 32379   | 336720   | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 106     | 1100     | SH  | DEFINE |
| BOEING CO                            | COM             | 097023105 | 16      | 170      | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |        |          |    |        |
|------------------------------------|---------------|-----------|--------|----------|----|--------|
| BORG WARNER INC                    | COM           | 099724106 | 2102   | 24427    | SH | DEFINE |
| BOSTON PROPERTIES INC              | COM           | 101121101 | 2655   | 26000    | SH | DEFINE |
| BOSTON PROPERTIES INC              | COM           | 101121101 | 276    | 2700     | SH | DEFINE |
| BOSTON PROPERTIES INC              | COM           | 101121101 | 1491   | 14600    | SH | DEFINE |
| BOSTON PROPERTIES INC              | COM           | 101121101 | 480    | 4700     | SH | DEFINE |
| BOSTON PROPERTIES INC              | COM           | 101121101 | 7305   | 71526    | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 775530 | 50556067 | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 38135  | 2485974  | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 113045 | 7369309  | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 2459   | 160279   | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 22611  | 1474020  | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 1867   | 121693   | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 819    | 53400    | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 991    | 64630    | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 6764   | 440940   | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 81068  | 5284761  | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 40     | 2600     | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 2139   | 139440   | SH | DEFINE |
| BOSTON SCIENTIFIC CORP             | COM           | 101137107 | 74     | 4840     | SH | DEFINE |
| BOTTOMLINE TECHNOLOGIES INC        | COM           | 101388106 | 16011  | 1296454  | SH | DEFINE |
| BOTTOMLINE TECHNOLOGIES INC        | COM           | 101388106 | 669    | 54130    | SH | DEFINE |
| BOWATER INC                        | COM           | 102183100 | 20726  | 830720   | SH | DEFINE |
| BOWATER INC                        | COM           | 102183100 | 70791  | 2837300  | SH | DEFINE |
| BOWATER INC                        | COM           | 102183100 | 27145  | 1087988  | SH | DEFINE |
| BOWATER INC                        | COM           | 102183100 | 2      | 85       | SH | DEFINE |
| BOWATER INC                        | COM           | 102183100 | 3095   | 124050   | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 13     | 180      | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 30525  | 423140   | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 3571   | 49500    | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 31829  | 441210   | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 29435  | 408021   | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 25263  | 350200   | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 8931   | 123807   | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 77203  | 1070180  | SH | DEFINE |
| BP PLC                             | SPONSORED ADR | 055622104 | 484059 | 6710000  | SH | DEFINE |
| BP PRUDHOE BAY ROYALTY TR          | COM           | 055630107 | 4349   | 60265    | SH | DEFINE |
| BRADY CORP                         | COM           | 104674106 | 280902 | 7563322  | SH | DEFINE |
| BRANDYWINE REALTY TRUST            | COM           | 105368203 | 11     | 390      | SH | DEFINE |
| BRANDYWINE REALTY TRUST            | COM           | 105368203 | 14376  | 503000   | SH | DEFINE |
| BRE PROPERTIES INC                 | COM           | 05564E106 | 1246   | 21007    | SH | DEFINE |
| BRIGGS & STRATTON CORP             | COM           | 109043109 | 38112  | 1207600  | SH | DEFINE |
| BRIGGS & STRATTON CORP             | COM           | 109043109 | 12     | 365      | SH | DEFINE |
| BRINKS COMPANY                     | COM           | 109696104 | 244    | 3950     | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 752228 | 23834840 | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 46567  | 1475521  | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 180053 | 5705086  | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 2811   | 89078    | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 28137  | 891541   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 19194  | 608185   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 457620 | 14500000 | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 2612   | 82760    | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 4356   | 138021   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 141925 | 4496994  | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO            | COM           | 110122108 | 103    | 3270     | SH | DEFINE |
| BRISTOW GROUP INC                  | COM           | 110394103 | 2450   | 49440    | SH | DEFINE |
| BRISTOW GROUP INC                  | COM           | 110394103 | 15033  | 303390   | SH | DEFINE |
| BRISTOW GROUP INC                  | COM           | 110394103 | 84109  | 1697450  | SH | DEFINE |
| BRISTOW GROUP INC                  | COM           | 110394103 | 711    | 14355    | SH | DEFINE |
| BRISTOW GROUP INC                  | COM           | 110394103 | 5596   | 112940   | SH | DEFINE |
| BRITISH AMERICAN TOBACCO PLC       | SPONSORED ADR | 110448107 | 8708   | 125950   | SH | DEFINE |
| BRITISH AMERICAN TOBACCO PLC       | SPONSORED ADR | 110448107 | 21     | 305      | SH | DEFINE |
| BRITISH SKY BROADCASTING GROUP PLC | SPONSORED ADR | 111013108 | 22823  | 442485   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |          |    |        |
|------------------------------------|----------------|-----------|--------|----------|----|--------|
| BRITISH SKY BROADCASTING GROUP PLC | SPONSORED ADR  | 111013108 | 3      | 51       | SH | DEFINE |
| BROADCOM CORP                      | COM            | 111320107 | 796    | 27227    | SH | DEFINE |
| BROADCOM CORP                      | COM            | 111320107 | 1770   | 60500    | SH | DEFINE |
| BROADRIDGE FINANCIAL SOLUTIONS LLC | COM            | 11133T103 | 3824   | 200000   | SH | DEFINE |
| BROADRIDGE FINANCIAL SOLUTIONS LLC | COM            | 11133T103 | 773    | 40453    | SH | DEFINE |
| BROOKDALE SENIOR LIVING INC        | COM            | 112463104 | 155    | 3400     | SH | DEFINE |
| BROOKDALE SENIOR LIVING INC        | COM            | 112463104 | 1736   | 38100    | SH | DEFINE |
| BROOKFIELD ASSET MANAGEMENT        | COM            | 112585104 | 10     | 240      | SH | DEFINE |
| BROOKFIELD ASSET MANAGEMENT        | COM            | 112585104 | 96986  | 2276141  | SH | DEFINE |
| BROOKFIELD ASSET MANAGEMENT        | COM            | 112585104 | 41     | 1035     | SH | DEFINE |
| BROOKFIELD ASSET MANAGEMENT        | COM            | 112585104 | 4950   | 124050   | SH | DEFINE |
| BROOKFIELD PROPERTIES CORP         | COM            | 112900105 | 6      | 232      | SH | DEFINE |
| BROOKFIELD PROPERTIES CORP         | COM            | 112900105 | 1882   | 77400    | SH | DEFINE |
| BROOKFIELD PROPERTIES CORP         | COM            | 112900105 | 24690  | 1015650  | SH | DEFINE |
| BROWN & BROWN INC                  | COM            | 115236101 | 13472  | 535870   | SH | DEFINE |
| BROWN FORMAN CORP                  | COM            | 115637100 | 50963  | 671720   | SH | DEFINE |
| BROWN FORMAN CORP                  | COM            | 115637209 | 113792 | 1557087  | SH | DEFINE |
| BROWN FORMAN CORP                  | COM            | 115637209 | 222    | 3040     | SH | DEFINE |
| BROWN SHOE CO INC                  | COM            | 115736100 | 40862  | 1680181  | SH | DEFINE |
| BRUNSWICK CORP                     | COM            | 117043109 | 34509  | 1057600  | SH | DEFINE |
| BUCKEYE PARTNERS LP                | UNIT LTD PARTN | 118230101 | 332    | 6460     | SH | DEFINE |
| BUNGE LTD                          | COM            | G16962105 | 160736 | 1902200  | SH | DEFINE |
| BUNGE LTD                          | COM            | G16962105 | 6      | 73       | SH | DEFINE |
| BUNGE LTD                          | COM            | G16962105 | 1690   | 20000    | SH | DEFINE |
| BUNGE LTD                          | COM            | G16962105 | 16935  | 200413   | SH | DEFINE |
| BUNGE LTD                          | COM            | G16962105 | 15276  | 180779   | SH | DEFINE |
| BURLINGTON NORTHERN SANTA FE CORP  | COM            | 12189T104 | 48530  | 570000   | SH | DEFINE |
| BURLINGTON NORTHERN SANTA FE CORP  | COM            | 12189T104 | 43567  | 511706   | SH | DEFINE |
| C H ROBINSON WORLDWIDE INC         | COM            | 12541W209 | 1898   | 36134    | SH | DEFINE |
| C H ROBINSON WORLDWIDE INC         | COM            | 12541W209 | 1302   | 24800    | SH | DEFINE |
| C H ROBINSON WORLDWIDE INC         | COM            | 12541W209 | 168081 | 3200327  | SH | DEFINE |
| C R BARD INC                       | COM            | 067383109 | 2339   | 28303    | SH | DEFINE |
| C R BARD INC                       | COM            | 067383109 | 1388   | 16800    | SH | DEFINE |
| C R BARD INC                       | COM            | 067383109 | 132542 | 1604045  | SH | DEFINE |
| CA, INC.                           | COM            | 12673P105 | 316    | 12237    | SH | DEFINE |
| CABLEVISION SYSTEMS CORP           | COM            | 12686C109 | 134203 | 3708276  | SH | DEFINE |
| CABLEVISION SYSTEMS CORP           | COM            | 12686C109 | 29     | 800      | SH | DEFINE |
| CABOT CORP                         | COM            | 127055101 | 46159  | 968100   | SH | DEFINE |
| CABOT CORP                         | COM            | 127055101 | 14720  | 308717   | SH | DEFINE |
| CABOT CORP                         | COM            | 127055101 | 523    | 10970    | SH | DEFINE |
| CABOT CORP                         | COM            | 127055101 | 4      | 83       | SH | DEFINE |
| CADBURY SCHWEPPEES PLC             | ADR            | 127209302 | 95     | 1750     | SH | DEFINE |
| CADBURY SCHWEPPEES PLC             | ADR            | 127209302 | 21119  | 388926   | SH | DEFINE |
| CADBURY SCHWEPPEES PLC             | ADR            | 127209302 | 285    | 5240     | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 502547 | 22884647 | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 21036  | 957909   | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 4268   | 194353   | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 1885   | 85830    | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 22     | 1000     | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 2435   | 110886   | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 5098   | 232129   | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 74816  | 3406944  | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 2740   | 124760   | SH | DEFINE |
| CADENCE DESIGN SYS INC             | COM            | 127387108 | 1446   | 65852    | SH | DEFINE |
| CADENCE PHARMACEUTICALS INC        | COM            | 12738T100 | 10366  | 854600   | SH | DEFINE |
| CAE INC                            | COM            | 124765108 | 2949   | 207673   | SH | DEFINE |
| CAE INC                            | COM            | 124765108 | 31324  | 2348111  | SH | DEFINE |
| CAE INC                            | COM            | 124765108 | 9709   | 683745   | SH | DEFINE |
| CALIFORNIA PIZZA KITCHEN INC       | COM            | 13054D109 | 21464  | 999249   | SH | DEFINE |
| CALIFORNIA WATER SERVICE GROUP     | COM            | 130788102 | 14996  | 400000   | SH | DEFINE |
| CAMECO CORP                        | COM            | 13321L108 | 918    | 17000    | SH | DEFINE |
| CAMECO CORP                        | COM            | 13321L108 | 54     | 1000     | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |         |          |     |        |
|------------------------------------|----------------|-----------|---------|----------|-----|--------|
| CAMECO CORP                        | COM            | 13321L108 | 21620   | 424690   | SH  | DEFINE |
| CAMECO CORP                        | COM            | 13321L108 | 1218    | 24000    | SH  | DEFINE |
| CAMECO CORP                        | COM            | 13321L108 | 1416    | 26500    | SH  | DEFINE |
| CAMECO CORP                        | COM            | 13321L108 | 609     | 12000    | SH  | DEFINE |
| CAMECO CORP                        | COM            | 13321L108 | 24300   | 450000   | SH  | DEFINE |
| CAMPBELL SOUP CO                   | COM            | 134429109 | 978     | 25187    | SH  | DEFINE |
| CANADIAN IMPERIAL BANK OF COMMERCE | COM            | 136069101 | 270582  | 2818857  | SH  | DEFINE |
| CANADIAN IMPERIAL BANK OF COMMERCE | COM            | 136069101 | 267     | 2982     | SH  | DEFINE |
| CANADIAN NATIONAL RAILWAY CO       | COM            | 136375102 | 151     | 2969     | SH  | DEFINE |
| CANADIAN NATIONAL RAILWAY CO       | COM            | 136375102 | 363519  | 6706992  | SH  | DEFINE |
| CANADIAN NATIONAL RAILWAY CO       | COM            | 136375102 | 9642    | 189327   | SH  | DEFINE |
| CANADIAN NATIONAL RAILWAY CO       | COM            | 136375102 | 32258   | 633380   | SH  | DEFINE |
| CANADIAN NATURAL RESOURCES LTD     | COM            | 136385101 | 256324  | 3621417  | SH  | DEFINE |
| CANADIAN NATURAL RESOURCES LTD     | COM            | 136385101 | 13      | 200      | SH  | DEFINE |
| CANADIAN PACIFIC RAILWAY LTD       | COM            | 13645T100 | 123401  | 1677326  | SH  | DEFINE |
| CANADIAN PACIFIC RAILWAY LTD       | COM            | 13645T100 | 91      | 1318     | SH  | DEFINE |
| CANON INC                          | ADR            | 138006309 | 7236    | 123405   | SH  | DEFINE |
| CANON INC                          | ADR            | 138006309 | 17235   | 293919   | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 2       | 24       | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 2353    | 30000    | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 630     | 8030     | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 11331   | 144455   | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 67597   | 861768   | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 243     | 3100     | SH  | DEFINE |
| CAPITAL ONE FINANCIAL CORP         | COM            | 14040H105 | 32      | 410      | SH  | DEFINE |
| CAPITAL TRUST- CL A- REIT          | COM            | 14052H506 | 12      | 351      | SH  | DEFINE |
| CAPITAL TRUST- CL A- REIT          | COM            | 14052H506 | 14370   | 420900   | SH  | DEFINE |
| CAPITALSOURCE INC                  | COM            | 14055X102 | 3631    | 147652   | SH  | DEFINE |
| CAPITALSOURCE INC                  | COM            | 14055X102 | 2211    | 89896    | SH  | DEFINE |
| CAPITALSOURCE INC                  | COM            | 14055X102 | 6542    | 266040   | SH  | DEFINE |
| CAPITALSOURCE INC                  | COM            | 14055X102 | 225244  | 9159975  | SH  | DEFINE |
| CAPITALSOURCE INC                  | COM            | 14055X102 | 164     | 6687     | SH  | DEFINE |
| CAPITALSOURCE INC                  | COM            | 14055X102 | 26      | 1052     | SH  | DEFINE |
| CAPITALSOURCE INC                  | BCV 4.000% 7/1 | 14055XAE2 | 2347500 | 20000000 | PRN | DEFINE |
| CARDINAL HEALTH INC                | COM            | 14149Y108 | 21192   | 300000   | SH  | DEFINE |
| CARDINAL HEALTH INC                | COM            | 14149Y108 | 1415    | 20030    | SH  | DEFINE |
| CARDINAL HEALTH INC                | COM            | 14149Y108 | 1787    | 25295    | SH  | DEFINE |
| CARDINAL HEALTH INC                | COM            | 14149Y108 | 499     | 7060     | SH  | DEFINE |
| CARDINAL HEALTH INC                | COM            | 14149Y108 | 5212    | 73777    | SH  | DEFINE |
| CARDIOME PHARMA CORP               | COM            | 14159U202 | 1119    | 114700   | SH  | DEFINE |
| CARDIOME PHARMA CORP               | COM            | 14159U202 | 4779    | 518928   | SH  | DEFINE |
| CAREER EDUCATION CORP              | COM            | 141665109 | 529     | 15650    | SH  | DEFINE |
| CARLISLE COMPANIES INC             | COM            | 142339100 | 314688  | 6766024  | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 15449   | 316770   | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 2743    | 56246    | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 27555   | 565000   | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 2893    | 59325    | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 1495    | 30655    | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 96757   | 1983946  | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 5363    | 109970   | SH  | DEFINE |
| CARNIVAL CORP                      | COM            | 143658300 | 107552  | 2205280  | SH  | DEFINE |
| CARNIVAL CORP                      | BCV 2.000% 4/1 | 143658AN2 | 44071   | 34770000 | PRN | DEFINE |
| CASELLA WASTE SYSTEMS INC          | COM            | 147448104 | 15202   | 1410161  | SH  | DEFINE |
| CASEYS GENERAL STORES INC          | COM            | 147528103 | 54564   | 2001600  | SH  | DEFINE |
| CATERPILLAR INC                    | COM            | 149123101 | 2071    | 26445    | SH  | DEFINE |
| CATERPILLAR INC                    | COM            | 149123101 | 1845    | 23560    | SH  | DEFINE |
| CATERPILLAR INC                    | COM            | 149123101 | 15774   | 201456   | SH  | DEFINE |
| CATERPILLAR INC                    | COM            | 149123101 | 60094   | 767480   | SH  | DEFINE |
| CATERPILLAR INC                    | COM            | 149123101 | 86      | 1100     | SH  | DEFINE |
| CATERPILLAR INC                    | COM            | 149123101 | 14      | 180      | SH  | DEFINE |
| CATO CORP                          | COM            | 149205106 | 9873    | 450000   | SH  | DEFINE |
| CAVALIER HOMES INC                 | COM            | 149507105 | 2112    | 432000   | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| CB RICHARD ELLIS GROUP INC         | COM             | 12497T101 | 329    | 9000     | SH  | DEFINE |
| CBL & ASSOCIATES PROPERTIES INC    | COM             | 124830100 | 6284   | 174300   | SH  | DEFINE |
| CBS CORP                           | COM             | 124857103 | 3333   | 100000   | SH  | DEFINE |
| CBS CORP                           | COM             | 124857103 | 257    | 7709     | SH  | DEFINE |
| CBS CORP                           | COM             | 124857202 | 1666   | 50000    | SH  | DEFINE |
| CBS CORP                           | COM             | 124857202 | 32     | 970      | SH  | DEFINE |
| CBS CORP                           | COM             | 124857202 | 3143   | 94317    | SH  | DEFINE |
| CDW CORP                           | COM             | 12512N105 | 540    | 6350     | SH  | DEFINE |
| CE FRANKLIN LTD                    | COM             | 125151100 | 338    | 27400    | SH  | DEFINE |
| CEDAR FAIR LP                      | DEPOSITRY UNIT  | 150185106 | 1137   | 40275    | SH  | DEFINE |
| CEDAR SHOPPING CENTERS INC         | COM             | 150602209 | 7      | 495      | SH  | DEFINE |
| CEDAR SHOPPING CENTERS INC         | COM             | 150602209 | 27700  | 1930300  | SH  | DEFINE |
| CELANESE CORP                      | COM             | 150870103 | 2346   | 60500    | SH  | DEFINE |
| CELANESE CORP                      | PFD 4.25% CONV  | 150870202 | 18938  | 375000   | SH  | DEFINE |
| CELESTICA INC                      | COM             | 15101Q108 | 2149   | 343812   | SH  | DEFINE |
| CELESTICA INC                      | COM             | 15101Q108 | 14175  | 2109377  | SH  | DEFINE |
| CELGENE CORP                       | COM             | 151020104 | 157    | 2736     | SH  | DEFINE |
| CELGENE CORP                       | COM             | 151020104 | 1433   | 25000    | SH  | DEFINE |
| CELGENE CORP                       | COM             | 151020104 | 45385  | 791640   | SH  | DEFINE |
| CELGENE CORP                       | COM             | 151020104 | 113654 | 1982450  | SH  | DEFINE |
| CELGENE CORP                       | COM             | 151020104 | 287    | 5000     | SH  | DEFINE |
| CELGENE CORP                       | COM             | 151020104 | 860    | 15000    | SH  | DEFINE |
| CELGENE CORP                       | NOTE 1.750% 6/0 | 151020AC8 | 14213  | 3000000  | PRN | DEFINE |
| CELLCOM ISRAEL LTD                 | COM             | M2196U109 | 2258   | 85300    | SH  | DEFINE |
| CEMEX SAB                          | SPON ADR 5 COM  | 151290889 | 2266   | 61400    | SH  | DEFINE |
| CEMEX SAB                          | SPON ADR 5 COM  | 151290889 | 3510   | 95117    | SH  | DEFINE |
| CEMEX SAB                          | SPON ADR 5 COM  | 151290889 | 25029  | 678283   | SH  | DEFINE |
| CEMEX SAB                          | SPON ADR 5 COM  | 151290889 | 68278  | 1850346  | SH  | DEFINE |
| CENTENNIAL BANK HOLDINGS INC       | COM             | 151345303 | 84201  | 9941070  | SH  | DEFINE |
| CENTERLINE HOLDING CO              | SH BEN INT      | 15188T108 | 18     | 1000     | SH  | DEFINE |
| CENTERLINE HOLDING CO              | SH BEN INT      | 15188T108 | 20090  | 1116100  | SH  | DEFINE |
| CENTERPOINT ENERGY INC             | COM             | 15189T107 | 71     | 4100     | SH  | DEFINE |
| CENTERPOINT ENERGY INC             | COM             | 15189T107 | 144013 | 8276600  | SH  | DEFINE |
| CENTERPOINT ENERGY INC             | NOTE 3.750% 5/1 | 15189TAM9 | 15588  | 10000000 | PRN | DEFINE |
| CENTEX CORP                        | COM             | 152312104 | 148    | 3700     | SH  | DEFINE |
| CENTEX CORP                        | COM             | 152312104 | 8108   | 202200   | SH  | DEFINE |
| CENTRAL GARDEN & PET CO            | COM             | 153527106 | 1723   | 140500   | SH  | DEFINE |
| CENTRAL GARDEN & PET CO            | COM             | 153527205 | 3883   | 331000   | SH  | DEFINE |
| CENTRAL GARDEN & PET CO            | COM             | 153527205 | 102    | 8700     | SH  | DEFINE |
| CENTRAL VERMONT PUBLIC SERVICE COR | COM             | 155771108 | 995    | 26400    | SH  | DEFINE |
| CENTRAL VERMONT PUBLIC SERVICE COR | COM             | 155771108 | 75     | 2000     | SH  | DEFINE |
| CENTURYTEL INC                     | COM             | 156700106 | 740    | 15093    | SH  | DEFINE |
| CENVEO INC                         | COM             | 15670S105 | 1602   | 69100    | SH  | DEFINE |
| CEPHALON INC                       | COM             | 156708109 | 5812   | 72300    | SH  | DEFINE |
| CERIDIAN CORP                      | COM             | 156779100 | 3836   | 109589   | SH  | DEFINE |
| CERIDIAN CORP                      | COM             | 156779100 | 186    | 5300     | SH  | DEFINE |
| CERNER CORP                        | COM             | 156782104 | 1688   | 30426    | SH  | DEFINE |
| CERNER CORP                        | COM             | 156782104 | 46392  | 836350   | SH  | DEFINE |
| CGI GROUP INC                      | COM             | 39945C109 | 18885  | 1580300  | SH  | DEFINE |
| CHAMPPS ENTERTAINMENT INC          | COM             | 158787101 | 4370   | 920000   | SH  | DEFINE |
| CHAPARRAL STEEL                    | COM             | 159423102 | 62886  | 875000   | SH  | DEFINE |
| CHARLES SCHWAB CORP                | COM             | 808513105 | 1119   | 54516    | SH  | DEFINE |
| CHARMING SHOPPES INC               | COM             | 161133103 | 47923  | 4425000  | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 392393 | 17202674 | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 287939 | 12623385 | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 23455  | 1028262  | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 37184  | 1630150  | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 59     | 2600     | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 4880   | 213956   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 6298   | 276110   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 3884   | 170260   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES  | COM             | M22465104 | 5646   | 247503   | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                   |                |           |        |          |    |        |
|-----------------------------------|----------------|-----------|--------|----------|----|--------|
| CHECK POINT SOFTWARE TECHNOLOGIES | COM            | M22465104 | 136    | 5960     | SH | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES | COM            | M22465104 | 4204   | 184300   | SH | DEFINE |
| CHECK POINT SOFTWARE TECHNOLOGIES | COM            | M22465104 | 919    | 40310    | SH | DEFINE |
| CHECKPOINT SYSTEMS INC            | COM            | 162825103 | 268    | 10600    | SH | DEFINE |
| CHEMICAL FINL CORP                | COM            | 163731102 | 17165  | 663509   | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 1925   | 55650    | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 1452   | 41968    | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 470    | 13570    | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 3613   | 104434   | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 39512  | 1141975  | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 152    | 4400     | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | COM            | 165167107 | 25     | 720      | SH | DEFINE |
| CHESAPEAKE ENERGY CORP            | 6.25% PFD CONV | 165167818 | 269672 | 947800   | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 217193 | 2578260  | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 6125   | 72710    | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 4246   | 50398    | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 29234  | 347035   | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 49780  | 590933   | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 783967 | 9306349  | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 542    | 6430     | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 10171  | 120740   | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 137995 | 1638112  | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 12360  | 146720   | SH | DEFINE |
| CHEVRON CORPORATION               | COM            | 166764100 | 2044   | 24260    | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 590890 | 24276491 | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 38134  | 1566721  | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 1701   | 69871    | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 4457   | 183110   | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 88     | 3600     | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 3012   | 123730   | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 1338   | 54990    | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 46025  | 1890917  | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 7408   | 304340   | SH | DEFINE |
| CHICO'S FAS INC                   | COM            | 168615102 | 775    | 31860    | SH | DEFINE |
| CHINA LIFE INSURANCE CO LTD       | SPON ADR REP H | 16939P106 | 1931   | 35971    | SH | DEFINE |
| CHINA MOBILE LTD                  | SPONSORED ADR  | 16941M109 | 5      | 93       | SH | DEFINE |
| CHINA MOBILE LTD                  | SPONSORED ADR  | 16941M109 | 4635   | 86000    | SH | DEFINE |
| CHINA MOBILE LTD                  | SPONSORED ADR  | 16941M109 | 19711  | 365700   | SH | DEFINE |
| CHINA SOUTHERN AIRLINES CO LTD    | SPON ADR CL H  | 169409109 | 3127   | 89050    | SH | DEFINE |
| CHINA TELECOM CORP LTD            | SPON ADR H SHS | 169426103 | 8853   | 149644   | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL            | COM            | 169656105 | 14563  | 170765   | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL            | COM            | 169656204 | 2073   | 26369    | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL            | COM            | 169656204 | 70     | 895      | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL            | COM            | 169656204 | 132101 | 1680030  | SH | DEFINE |
| CHIQUITA BRANDS INTERNATIONAL INC | COM            | 170032809 | 15358  | 810000   | SH | DEFINE |
| CHOICEPOINT INC                   | COM            | 170388102 | 6792   | 160000   | SH | DEFINE |
| CHOICEPOINT INC                   | COM            | 170388102 | 89     | 2097     | SH | DEFINE |
| CHRISTOPHER & BANKS CORP          | COM            | 171046105 | 29584  | 1725000  | SH | DEFINE |
| CHRISTOPHER & BANKS CORP          | COM            | 171046105 | 12988  | 757300   | SH | DEFINE |
| CHROMCRAFT REVINGTON INC          | COM            | 171117104 | 1498   | 200000   | SH | DEFINE |
| CHUBB CORP                        | COM            | 171232101 | 8132   | 150200   | SH | DEFINE |
| CHUBB CORP                        | COM            | 171232101 | 14797  | 273304   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 380001 | 20148515 | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 185147 | 9816900  | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 180999 | 9597001  | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 5597   | 296766   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 34993  | 1855396  | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 2566   | 136054   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 5043   | 267369   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 264    | 14020    | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 64     | 3419     | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD           | SPONSORED ADR  | 17133Q205 | 123    | 6502     | SH | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |        |          |    |        |
|------------------------------------|---------------|-----------|--------|----------|----|--------|
| CHUNGHWA TELECOM CO LTD            | SPONSORED ADR | 17133Q205 | 192    | 10200    | SH | DEFINE |
| CHURCH & DWIGHT CO INC             | COM           | 171340102 | 1267   | 26140    | SH | DEFINE |
| CIA ENERGETICA DE MINAS GERAIS (CE | SPON ADR PFD  | 204409601 | 5703   | 270300   | SH | DEFINE |
| CIA SANEAMENTO BASICO DO ESADO DE  | SPONSORED ADR | 20441A102 | 29712  | 674050   | SH | DEFINE |
| CIA SANEAMENTO BASICO DO ESADO DE  | SPONSORED ADR | 20441A102 | 15     | 350      | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 258622 | 6860004  | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 93037  | 2467831  | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 12     | 306      | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 137272 | 3641168  | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 75     | 2000     | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 6032   | 160000   | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 889993 | 23607234 | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 3192   | 84670    | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 10201  | 270578   | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPON ADR PFD  | 204412100 | 1211   | 32126    | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPONSORED ADR | 204412209 | 40686  | 913270   | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPONSORED ADR | 204412209 | 7555   | 169590   | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPONSORED ADR | 204412209 | 2343   | 52600    | SH | DEFINE |
| CIA VALE DO RIO DOCE               | SPONSORED ADR | 204412209 | 358    | 8025     | SH | DEFINE |
| CIGNA CORP                         | COM           | 125509109 | 4521   | 86580    | SH | DEFINE |
| CIGNA CORP                         | COM           | 125509109 | 4935   | 94500    | SH | DEFINE |
| CIGNA CORP                         | COM           | 125509109 | 2489   | 47673    | SH | DEFINE |
| CIGNA CORP                         | COM           | 125509109 | 839    | 16065    | SH | DEFINE |
| CINCINNATI FINANCIAL CORP          | COM           | 172062101 | 460    | 10600    | SH | DEFINE |
| CINTAS CORP                        | COM           | 172908105 | 103558 | 2626378  | SH | DEFINE |
| CINTAS CORP                        | COM           | 172908105 | 706    | 17900    | SH | DEFINE |
| CIRCOR INTERNATIONAL INC           | COM           | 17273K109 | 43798  | 1083310  | SH | DEFINE |
| CIRCUIT CITY STORE INC             | COM           | 172737108 | 22183  | 1471000  | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 46927  | 1685000  | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 364    | 13056    | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 43028  | 1545000  | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 935    | 33580    | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 84198  | 3023278  | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 172449 | 6192050  | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 309    | 11100    | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 223    | 8000     | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 49     | 1770     | SH | DEFINE |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 641    | 23000    | SH | DEFINE |
| CIT GROUP INC                      | COM           | 125581108 | 121607 | 2217900  | SH | DEFINE |
| CIT GROUP INC                      | COM           | 125581108 | 1628   | 29700    | SH | DEFINE |
| CITADEL BROADCASTING CORP          | COM           | 17285T106 | 2      | 248      | SH | DEFINE |
| CITADEL BROADCASTING CORP          | COM           | 17285T106 | 560    | 86779    | SH | DEFINE |
| CITADEL BROADCASTING CORP          | COM           | 17285T106 | 4      | 563      | SH | DEFINE |
| CITADEL BROADCASTING CORP          | COM           | 17285T106 | 3617   | 560732   | SH | DEFINE |
| CITADEL BROADCASTING CORP          | COM           | 17285T106 | 475    | 73607    | SH | DEFINE |
| CITADEL BROADCASTING CORP          | COM           | 17285T106 | 0      | 32       | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 15678  | 305669   | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 504756 | 9841212  | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 3733   | 72789    | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 3590   | 70000    | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 18317  | 357124   | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 96202  | 1875654  | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 276573 | 5392330  | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 344    | 6700     | SH | DEFINE |
| CITIGROUP INC                      | COM           | 172967101 | 47     | 910      | SH | DEFINE |
| CITIZENS COMMUNICATIONS CO         | COM           | 17453B101 | 7636   | 500051   | SH | DEFINE |
| CITRIX SYSTEMS INC                 | COM           | 177376100 | 451    | 13400    | SH | DEFINE |
| CLARCOR INC                        | COM           | 179895107 | 12535  | 334885   | SH | DEFINE |
| CLAYTON HOLDINGS INC               | COM           | 18418N107 | 14004  | 1229535  | SH | DEFINE |
| CLAYTON HOLDINGS INC               | COM           | 18418N107 | 17842  | 1566461  | SH | DEFINE |
| CLEAN HARBORS INC                  | COM           | 184496107 | 8206   | 166050   | SH | DEFINE |
| CLEAN HARBORS INC                  | COM           | 184496107 | 262    | 5300     | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| CLEAR CHANNEL COMMUNICATIONS INC   | COM             | 184502102 | 140272 | 3708927  | SH  | DEFINE |
| CLEAR CHANNEL COMMUNICATIONS INC   | COM             | 184502102 | 1      | 19       | SH  | DEFINE |
| CLEAR CHANNEL COMMUNICATIONS INC   | COM             | 184502102 | 18910  | 500000   | SH  | DEFINE |
| CLEAR CHANNEL COMMUNICATIONS INC   | COM             | 184502102 | 34     | 912      | SH  | DEFINE |
| CLEARWIRE CORP                     | COM             | 185385309 | 12     | 500      | SH  | DEFINE |
| CLEARWIRE CORP                     | COM             | 185385309 | 1825   | 74700    | SH  | DEFINE |
| CLECO CORP                         | COM             | 12561W105 | 24500  | 1000000  | SH  | DEFINE |
| CLOROX CO                          | COM             | 189054109 | 4827   | 77723    | SH  | DEFINE |
| CME GROUP INC                      | COM             | 12572Q105 | 273    | 511      | SH  | DEFINE |
| CME GROUP INC                      | COM             | 12572Q105 | 868    | 1625     | SH  | DEFINE |
| CME GROUP INC                      | COM             | 12572Q105 | 60228  | 112710   | SH  | DEFINE |
| CMS ENERGY CORP                    | COM             | 125896100 | 1258   | 73150    | SH  | DEFINE |
| CMS ENERGY CORP                    | NOTE 2.875%12/0 | 125896AW0 | 7895   | 6000000  | PRN | DEFINE |
| CNH GLOBAL NV                      | COM             | N20935206 | 101112 | 1979100  | SH  | DEFINE |
| CNOOC LTD                          | SPONSORED ADR   | 126132109 | 1613   | 14190    | SH  | DEFINE |
| CNOOC LTD                          | SPONSORED ADR   | 126132109 | 21     | 185      | SH  | DEFINE |
| COACH INC                          | COM             | 189754104 | 29084  | 613715   | SH  | DEFINE |
| COACH INC                          | COM             | 189754104 | 1327   | 28000    | SH  | DEFINE |
| COACH INC                          | COM             | 189754104 | 213    | 4500     | SH  | DEFINE |
| COACH INC                          | COM             | 189754104 | 758    | 16000    | SH  | DEFINE |
| COAST DISTRIBUTION SYSTEM INC      | COM             | 190345108 | 478    | 66800    | SH  | DEFINE |
| COAST FINANCIAL HOLDINGS INC       | COM             | 190354100 | 1779   | 527780   | SH  | DEFINE |
| COBRA ELECTRS CORP                 | COM             | 191042100 | 2746   | 284811   | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 60209  | 1151000  | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 1656   | 31657    | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 2053   | 39239    | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 25692  | 491147   | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 41438  | 792160   | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 131    | 2500     | SH  | DEFINE |
| COCA-COLA CO                       | COM             | 191216100 | 22     | 430      | SH  | DEFINE |
| COCA-COLA ENTERPRISES INC          | COM             | 191219104 | 315293 | 13137224 | SH  | DEFINE |
| COCA-COLA ENTERPRISES INC          | COM             | 191219104 | 13     | 540      | SH  | DEFINE |
| COGNIZANT TECHNOLOGY SOLUTIONS COR | COM             | 192446102 | 1969   | 26225    | SH  | DEFINE |
| COGNIZANT TECHNOLOGY SOLUTIONS COR | COM             | 192446102 | 13809  | 183900   | SH  | DEFINE |
| COGNIZANT TECHNOLOGY SOLUTIONS COR | COM             | 192446102 | 188274 | 2507311  | SH  | DEFINE |
| COGNOS INC                         | COM             | 19244C109 | 322    | 7590     | SH  | DEFINE |
| COGNOS INC                         | COM             | 19244C109 | 1567   | 39500    | SH  | DEFINE |
| COHERENT INC                       | COM             | 192479103 | 13511  | 442825   | SH  | DEFINE |
| COHERENT INC                       | COM             | 192479103 | 18     | 600      | SH  | DEFINE |
| COHU INC                           | COM             | 192576106 | 47597  | 2139200  | SH  | DEFINE |
| COINSTAR INC                       | COM             | 19259P300 | 2      | 61       | SH  | DEFINE |
| COINSTAR INC                       | COM             | 19259P300 | 14616  | 464280   | SH  | DEFINE |
| COLEY PHARMACEUTICAL GROUP         | COM             | 19388P106 | 3529   | 974800   | SH  | DEFINE |
| COLGATE-PALMOLIVE CO               | COM             | 194162103 | 393    | 6064     | SH  | DEFINE |
| COLGATE-PALMOLIVE CO               | COM             | 194162103 | 14400  | 222052   | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N101 | 7874   | 280000   | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N101 | 2514   | 89401    | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N101 | 3490   | 124100   | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 884877 | 31647969 | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 41754  | 1493338  | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 333621 | 11932072 | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 1526   | 54574    | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 1617   | 57829    | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 8388   | 300000   | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 1838   | 65720    | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 35417  | 1266693  | SH  | DEFINE |
| COMCAST CORP                       | COM             | 20030N200 | 108    | 3870     | SH  | DEFINE |
| COMERICA INC                       | COM             | 200340107 | 332    | 5583     | SH  | DEFINE |
| COMMERCE BANCORP INC               | COM             | 200519106 | 3888   | 105110   | SH  | DEFINE |
| COMMERCIAL VEHICLE GROUP INC       | COM             | 202608105 | 2947   | 158180   | SH  | DEFINE |
| COMMUNITY HEALTH SYSTEMS INC       | COM             | 203668108 | 147330 | 3642269  | SH  | DEFINE |
| COMMUNITY HEALTH SYSTEMS INC       | COM             | 203668108 | 3      | 80       | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |        |          |    |        |
|------------------------------------|---------------|-----------|--------|----------|----|--------|
| COMMUNITY HEALTH SYSTEMS INC       | COM           | 203668108 | 285    | 7050     | SH | DEFINE |
| COMMUNITY HEALTH SYSTEMS INC       | COM           | 203668108 | 25312  | 625751   | SH | DEFINE |
| COMPANHIA PARANAENSE DE ENERGIA-CO | SPON ADR PFD  | 20441B407 | 100451 | 5864029  | SH | DEFINE |
| COMPANHIA SIDERURGICA NACIONAL SID | SPONSORED ADR | 20440W105 | 1293   | 25000    | SH | DEFINE |
| COMPANHIA SIDERURGICA NACIONAL SID | SPONSORED ADR | 20440W105 | 7895   | 152650   | SH | DEFINE |
| COMPANHIA SIDERURGICA NACIONAL SID | SPONSORED ADR | 20440W105 | 1810   | 35000    | SH | DEFINE |
| COMPANHIA SIDERURGICA NACIONAL SID | SPONSORED ADR | 20440W105 | 36204  | 700000   | SH | DEFINE |
| COMPANIA DE MINAS BUENAVENTURA SA  | SPONSORED ADR | 204448104 | 48285  | 1288986  | SH | DEFINE |
| COMPANIA DE MINAS BUENAVENTURA SA  | SPONSORED ADR | 204448104 | 30642  | 817982   | SH | DEFINE |
| COMPASS BANCSHARES INC             | COM           | 20449H109 | 517    | 7500     | SH | DEFINE |
| COMPUTER PROGRAMS & SYS INC        | COM           | 205306103 | 11575  | 373616   | SH | DEFINE |
| COMPUTER SCIENCES CORP             | COM           | 205363104 | 59150  | 1000000  | SH | DEFINE |
| COMPUTER SCIENCES CORP             | COM           | 205363104 | 2452   | 41458    | SH | DEFINE |
| CON-WAY INC                        | COM           | 205944101 | 3736   | 74364    | SH | DEFINE |
| CONAGRA FOODS INC                  | COM           | 205887102 | 383    | 14245    | SH | DEFINE |
| CONCUR TECHNOLOGIES INC            | COM           | 206708109 | 9095   | 398050   | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 5157   | 65700    | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 2942   | 37483    | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 2748   | 35000    | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 17684  | 225278   | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 50820  | 647386   | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 638616 | 8135240  | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 165    | 2100     | SH | DEFINE |
| CONOCOPHILLIPS                     | COM           | 20825C104 | 27     | 350      | SH | DEFINE |
| CONSECO INC                        | COM           | 208464883 | 235114 | 11254875 | SH | DEFINE |
| CONSECO INC                        | COM           | 208464883 | 12878  | 616455   | SH | DEFINE |
| CONSOL ENERGY INC                  | COM           | 20854P109 | 32056  | 695200   | SH | DEFINE |
| CONSOLIDATED EDISON INC            | COM           | 209115104 | 1687   | 37386    | SH | DEFINE |
| CONSOLIDATED EDISON INC            | COM           | 209115104 | 493838 | 10945000 | SH | DEFINE |
| CONSTELLATION BRANDS INC           | COM           | 21036P108 | 4858   | 200097   | SH | DEFINE |
| CONSTELLATION ENERGY GROUP         | COM           | 210371100 | 586870 | 6732478  | SH | DEFINE |
| CONSTELLATION ENERGY GROUP         | COM           | 210371100 | 3      | 33       | SH | DEFINE |
| CONSTELLATION ENERGY GROUP         | COM           | 210371100 | 700    | 8025     | SH | DEFINE |
| CONSTELLATION ENERGY GROUP         | COM           | 210371100 | 57096  | 655000   | SH | DEFINE |
| CONTINENTAL AIRLINES INC           | COM           | 210795308 | 16935  | 500000   | SH | DEFINE |
| CONTINENTAL MATERIAL CORP          | COM           | 211615307 | 3177   | 109000   | SH | DEFINE |
| CONVERGYS CORP                     | COM           | 212485106 | 15762  | 650230   | SH | DEFINE |
| CONVERGYS CORP                     | COM           | 212485106 | 20671  | 852770   | SH | DEFINE |
| COOPER COMPANIES INC               | COM           | 216648402 | 23838  | 447070   | SH | DEFINE |
| COOPER COMPANIES INC               | COM           | 216648402 | 1297   | 24330    | SH | DEFINE |
| CORINTHIAN COLLEGES INC            | COM           | 218868107 | 29405  | 1805110  | SH | DEFINE |
| CORINTHIAN COLLEGES INC            | COM           | 218868107 | 4019   | 246741   | SH | DEFINE |
| CORN PRODUCTS INTL INC             | COM           | 219023108 | 126242 | 2777600  | SH | DEFINE |
| CORN PRODUCTS INTL INC             | COM           | 219023108 | 1477   | 32496    | SH | DEFINE |
| CORNING INC                        | COM           | 219350105 | 68665  | 2687495  | SH | DEFINE |
| CORNING INC                        | COM           | 219350105 | 8247   | 322790   | SH | DEFINE |
| CORPORATE OFFICE PROPERTIES TRUST  | COM           | 22002T108 | 21     | 520      | SH | DEFINE |
| CORPORATE OFFICE PROPERTIES TRUST  | COM           | 22002T108 | 32718  | 797800   | SH | DEFINE |
| COSI INC                           | COM           | 22122P101 | 3500   | 767450   | SH | DEFINE |
| COST PLUS INC                      | COM           | 221485105 | 16811  | 1982480  | SH | DEFINE |
| COST PLUS INC                      | COM           | 221485105 | 1      | 60       | SH | DEFINE |
| COSTAR GROUP INC                   | COM           | 22160N109 | 12702  | 240200   | SH | DEFINE |
| COSTCO WHOLESALE CORP              | COM           | 22160K105 | 29867  | 510365   | SH | DEFINE |
| COUNTRYWIDE FINANCIAL CORP         | COM           | 222372104 | 1981   | 54485    | SH | DEFINE |
| COURIER CORP                       | COM           | 222660102 | 8000   | 200000   | SH | DEFINE |
| COUSINS PROPERTIES INC             | COM           | 222795106 | 7      | 241      | SH | DEFINE |
| COUSINS PROPERTIES INC             | COM           | 222795106 | 218    | 7500     | SH | DEFINE |
| COUSINS PROPERTIES INC             | COM           | 222795106 | 949    | 32700    | SH | DEFINE |
| COVANCE INC                        | COM           | 222816100 | 814    | 11878    | SH | DEFINE |
| COVANCE INC                        | COM           | 222816100 | 7705   | 112390   | SH | DEFINE |
| COVENTRY HEALTH CARE INC           | COM           | 222862104 | 1089   | 18898    | SH | DEFINE |
| COVENTRY HEALTH CARE INC           | COM           | 222862104 | 1062   | 18426    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                 |               |           |        |          |    |        |
|---------------------------------|---------------|-----------|--------|----------|----|--------|
| COVENTRY HEALTH CARE INC        | COM           | 222862104 | 85922  | 1490406  | SH | DEFINE |
| COVIDIEN LTD                    | COM           | G2552X108 | 35078  | 813867   | SH | DEFINE |
| CREDICORP LTD                   | COM           | G2519Y108 | 14932  | 244100   | SH | DEFINE |
| CREDICORP LTD                   | COM           | G2519Y108 | 28261  | 462000   | SH | DEFINE |
| CREDIT SUISSE GROUP             | SPONSORED ADR | 225401108 | 2      | 27       | SH | DEFINE |
| CREDIT SUISSE GROUP             | SPONSORED ADR | 225401108 | 9139   | 128790   | SH | DEFINE |
| CREE INC                        | COM           | 225447101 | 579    | 22400    | SH | DEFINE |
| CRITICAL THERAPEUTICS INC       | COM           | 22674T105 | 1170   | 536795   | SH | DEFINE |
| CROCS INC                       | COM           | 227046109 | 10671  | 247980   | SH | DEFINE |
| CROCS INC                       | COM           | 227046109 | 759    | 17628    | SH | DEFINE |
| CROSSTEX ENERGY INC             | COM           | 22765Y104 | 21605  | 752000   | SH | DEFINE |
| CROSSTEX ENERGY INC             | COM           | 22765Y104 | 422    | 14700    | SH | DEFINE |
| CROWN CASTLE INTERNATIONAL CORP | COM           | 228227104 | 1624   | 44777    | SH | DEFINE |
| CROWN CASTLE INTERNATIONAL CORP | COM           | 228227104 | 97385  | 2684988  | SH | DEFINE |
| CSX CORP                        | COM           | 126408103 | 815    | 18086    | SH | DEFINE |
| CTC MEDIA INC                   | COM           | 12642X106 | 44323  | 1633121  | SH | DEFINE |
| CTRIP.COM INTERNATIONAL LTD     | ADR           | 22943F100 | 489    | 6220     | SH | DEFINE |
| CULLEN FROST BANKERS INC        | COM           | 229899109 | 1      | 26       | SH | DEFINE |
| CULLEN FROST BANKERS INC        | COM           | 229899109 | 355    | 6632     | SH | DEFINE |
| CUMMINS INC                     | COM           | 231021106 | 202    | 2000     | SH | DEFINE |
| CURRENCYSHARES EURO TRUST       | COM           | 23130C108 | 1123   | 8275     | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 589390 | 16169815 | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 211    | 5790     | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 4603   | 126293   | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 537    | 14740    | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 17131  | 469979   | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 79278  | 2174989  | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 168    | 4600     | SH | DEFINE |
| CVS CAREMARK CORP               | COM           | 126650100 | 28     | 760      | SH | DEFINE |
| CYTEC INDUSTRIES INC            | COM           | 232820100 | 8631   | 135344   | SH | DEFINE |
| CYTEC INDUSTRIES INC            | COM           | 232820100 | 573    | 8990     | SH | DEFINE |
| CYTEC INDUSTRIES INC            | COM           | 232820100 | 2287   | 35870    | SH | DEFINE |
| CYTEC INDUSTRIES INC            | COM           | 232820100 | 672    | 10540    | SH | DEFINE |
| CYTRX CORP                      | COM           | 232828301 | 1918   | 614800   | SH | DEFINE |
| CYTYC CORP                      | COM           | 232946103 | 5      | 105      | SH | DEFINE |
| CYTYC CORP                      | COM           | 232946103 | 82344  | 1910100  | SH | DEFINE |
| D R HORTON INC                  | COM           | 23331A109 | 51057  | 2561800  | SH | DEFINE |
| D R HORTON INC                  | COM           | 23331A109 | 3890   | 195202   | SH | DEFINE |
| D R HORTON INC                  | COM           | 23331A109 | 3388   | 170000   | SH | DEFINE |
| D R HORTON INC                  | COM           | 23331A109 | 1827   | 91668    | SH | DEFINE |
| D R HORTON INC                  | COM           | 23331A109 | 95774  | 4805500  | SH | DEFINE |
| DAIMLERCHRYSLER AG              | COM           | D1668R123 | 166676 | 2442140  | SH | DEFINE |
| DAIMLERCHRYSLER AG              | COM           | D1668R123 | 2      | 24       | SH | DEFINE |
| DAIMLERCHRYSLER AG              | COM           | D1668R123 | 4146   | 45091    | SH | DEFINE |
| DANAHER CORP                    | COM           | 235851102 | 157    | 2086     | SH | DEFINE |
| DANAHER CORP                    | COM           | 235851102 | 36156  | 478883   | SH | DEFINE |
| DANAHER CORP                    | COM           | 235851102 | 50158  | 664350   | SH | DEFINE |
| DANAHER CORP                    | COM           | 235851102 | 302    | 4000     | SH | DEFINE |
| DANAHER CORP                    | COM           | 235851102 | 906    | 12000    | SH | DEFINE |
| DAVITA INC                      | COM           | 23918K108 | 2484   | 46100    | SH | DEFINE |
| DEALERTRACK HOLDINGS INC        | COM           | 242309102 | 4292   | 116500   | SH | DEFINE |
| DEAN FOODS INC                  | COM           | 242370104 | 3063   | 96100    | SH | DEFINE |
| DEAN FOODS INC                  | COM           | 242370104 | 353    | 11077    | SH | DEFINE |
| DEERE & CO                      | COM           | 244199105 | 2513   | 20816    | SH | DEFINE |
| DEL MONTE FOODS CO              | COM           | 24522P103 | 843    | 69320    | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 608614 | 21317466 | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 1      | 36       | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 14275  | 500000   | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 572    | 20040    | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 4877   | 170831   | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 38700  | 1355530  | SH | DEFINE |
| DELL INC                        | COM           | 24702R101 | 157    | 5500     | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                               |                  |                      |        |         |     |        |
|-------------------------------|------------------|----------------------|--------|---------|-----|--------|
| DELL INC                      | COM              | 24702R101            | 27     | 960     | SH  | DEFINE |
| DELTA APPAREL INC             | COM              | 247368103            | 12342  | 680000  | SH  | DEFINE |
| DENBURY RESOURCES INC         | COM              | 247916208            | 24229  | 646100  | SH  | DEFINE |
| DENISON MINES CORP            | COM              | 248356107            | 1521   | 119300  | SH  | DEFINE |
| DENTSPLY INTERNATIONAL INC    | COM              | 249030107            | 134    | 3500    | SH  | DEFINE |
| DENTSPLY INTERNATIONAL INC    | COM              | 249030107            | 2062   | 53900   | SH  | DEFINE |
| DEUTSCHE BANK AG              | COM              | D18190898            | 1045   | 9752    | SH  | DEFINE |
| DEUTSCHE BANK AG              | COM              | D18190898            | 653    | 4550    | SH  | DEFINE |
| DEUTSCHE BANK AG              | COM              | D18190898            | 16221  | 151315  | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 75     | 955     | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 3915   | 50000   | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 457    | 5840    | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 20772  | 265320  | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 78527  | 1003030 | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 164    | 2100    | SH  | DEFINE |
| DEVON ENERGY CORP             | COM              | 25179M103            | 28     | 360     | SH  | DEFINE |
| DEVON ENERGY CORP             | DEB              | 4.900% 8/1 25179MAA1 | 88     | 56000   | PRN | DEFINE |
| DEXCOM INC                    | COM              | 252131107            | 10215  | 1247300 | SH  | DEFINE |
| DIAGEO PLC                    | SPON ADR NEW     | 25243Q205            | 1307   | 15692   | SH  | DEFINE |
| DIAGEO PLC                    | SPON ADR NEW     | 25243Q205            | 12039  | 144504  | SH  | DEFINE |
| DIAGEO PLC                    | SPON ADR NEW     | 25243Q205            | 16103  | 193288  | SH  | DEFINE |
| DIAGEO PLC                    | SPON ADR NEW     | 25243Q205            | 16704  | 200500  | SH  | DEFINE |
| DIAMOND OFFSHORE DRILLING INC | COM              | 25271C102            | 498    | 4900    | SH  | DEFINE |
| DIAMONDS TRUST                | COM              | 252787106            | 217    | 1620    | SH  | DEFINE |
| DICKS SPORTING GOODS INC      | COM              | 253393102            | 1953   | 33572   | SH  | DEFINE |
| DICKS SPORTING GOODS INC      | COM              | 253393102            | 6462   | 111095  | SH  | DEFINE |
| DICKS SPORTING GOODS INC      | COM              | 253393102            | 119954 | 2062130 | SH  | DEFINE |
| DIEBOLD INC                   | COM              | 253651103            | 12418  | 237900  | SH  | DEFINE |
| DIEBOLD INC                   | COM              | 253651103            | 347    | 6650    | SH  | DEFINE |
| DIGENE CORP                   | COM              | 253752109            | 1513   | 25200   | SH  | DEFINE |
| DIGI INTERNATIONAL INC        | COM              | 253798102            | 783    | 53087   | SH  | DEFINE |
| DIGITAL REALTY TRUST INC      | COM              | 253868103            | 18     | 467     | SH  | DEFINE |
| DIGITAL REALTY TRUST INC      | COM              | 253868103            | 1730   | 45900   | SH  | DEFINE |
| DIGITAL REALTY TRUST INC      | COM              | 253868103            | 47940  | 1272300 | SH  | DEFINE |
| DIGITAL REALTY TRUST INC      | COM              | 253868103            | 2849   | 75600   | SH  | DEFINE |
| DIGITAL REALTY TRUST INC      | COM              | 253868103            | 622    | 16500   | SH  | DEFINE |
| DIGITAL REALTY TRUST INC      | COM              | 253868103            | 13574  | 360254  | SH  | DEFINE |
| DILLARDS INC                  | COM              | 254067101            | 31119  | 866100  | SH  | DEFINE |
| DILLARDS INC                  | COM              | 254067101            | 117    | 3269    | SH  | DEFINE |
| DIME BANCORP INC              | *W EXP 99/99/999 | 25429Q110            | 6      | 23510   | SH  | DEFINE |
| DIODES INC                    | COM              | 254543101            | 5752   | 137700  | SH  | DEFINE |
| DIONEX CORP                   | COM              | 254546104            | 17748  | 250000  | SH  | DEFINE |
| DIONEX CORP                   | COM              | 254546104            | 213    | 3000    | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 114181 | 4940750 | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 48822  | 2112590 | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 3449   | 149263  | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 6509   | 281650  | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 619    | 26805   | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 2095   | 90673   | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 5793   | 250670  | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 24529  | 1061395 | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 132    | 5710    | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 9052   | 391691  | SH  | DEFINE |
| DIRECTV GROUP INC             | COM              | 25459L106            | 1569   | 67909   | SH  | DEFINE |
| DISCOVER FINANCIAL SERVICES   | COM              | 254709108            | 287    | 10085   | SH  | DEFINE |
| DISCOVERY HOLDING CO          | COM              | 25468Y107            | 1119   | 48664   | SH  | DEFINE |
| DIVX INC                      | COM              | 255413106            | 2439   | 162600  | SH  | DEFINE |
| DIXIE GROUP INC               | COM              | 255519100            | 5063   | 405000  | SH  | DEFINE |
| DNP SELECT INCOME FUND INC    | COM              | 23325P104            | 218    | 20000   | SH  | DEFINE |
| DOLBY LABORATORIES INC        | COM              | 25659T107            | 452    | 12775   | SH  | DEFINE |
| DOLBY LABORATORIES INC        | COM              | 25659T107            | 3541   | 100000  | SH  | DEFINE |
| DOLLAR GENERAL CORP           | COM              | 256669102            | 601    | 27400   | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |         |          |    |             |
|------------------------------------|---------------|-----------|---------|----------|----|-------------|
| DOLLAR GENERAL CORP                | COM           | 256669102 | 277047  | 12639025 | SH | DEFINE      |
| DOLLAR THRIFTY AUTOMOTIVE GROUP IN | COM           | 256743105 | 92730   | 2270567  | SH | DEFINE      |
| DOMINION RESOURCES INC             | COM           | 25746U109 | 1475    | 17089    | SH | DEFINE      |
| DOMINION RESOURCES INC             | COM           | 25746U109 | 341     | 3950     | SH | DEFINE      |
| DOMINION RESOURCES INC             | COM           | 25746U109 | 8307    | 96247    | SH | DEFINE      |
| DOMINION RESOURCES INC             | COM           | 25746U109 | 1131500 | 13109720 | SH | DEFINE      |
| DOMINION RESOURCES INC             | COM           | 25746U109 | 121     | 1400     | SH | DEFINE      |
| DOMINION RESOURCES INC             | COM           | 25746U109 | 21      | 240      | SH | DEFINE      |
| DOMTAR CORP                        | COM           | 257559104 | 1230    | 103970   | SH | DEFINE      |
| DOMTAR CORP                        | COM           | 257559104 | 36399   | 3076830  | SH | DEFINE      |
| DOMTAR CORP                        | COM           | 257559104 | 238630  | 21382585 | SH | DEFINE      |
| DOMTAR CORP                        | COM           | 257559104 | 44339   | 3748000  | SH | DEFINE      |
| DOMTAR CORP                        | COM           | 257559104 | 45      | 4000     | SH | DEFINE      |
| DOMTAR CORP                        | COM           | 257559104 | 7655    | 647069   | SH | DEFINE      |
| DONALDSON CO INC                   | COM           | 257651109 | 25272   | 710900   | SH | DEFINE      |
| DOUBLE HULL TANKERS INC            | COM           | Y21110104 | 1559    | 100000   | SH | DEFINE      |
| DOUGLAS EMMETT INC                 | COM           | 25960P109 | 34488   | 1394000  | SH | DEFINE      |
| DOVER CORP                         | COM           | 260003108 | 263981  | 5160916  | SH | DEFINE      |
| DOVER CORP                         | COM           | 260003108 | 7783    | 152170   | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 9106    | 205922   | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 23429   | 529833   | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 5979    | 135200   | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 1846    | 41736    | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 12916   | 292082   | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 16479   | 372665   | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 389667  | 8812000  | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 1846    | 41755    | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 3285    | 74282    | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 55074   | 1245450  | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 100     | 2270     | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 2513    | 56840    | SH | DEFINE      |
| DOW CHEMICAL CO                    | COM           | 260543103 | 971     | 21960    | SH | DEFINE      |
| DOW JONES & CO INC                 | COM           | 260561105 | 296308  | 5157670  | SH | DEFINE      |
| DOW JONES & CO INC                 | COM           | 260561105 | 317     | 5510     | SH | DEFINE      |
| DREW INDS INC                      | COM           | 26168L205 | 21644   | 653100   | SH | DEFINE      |
| DRIL-QUIP INC                      | COM           | 262037104 | 957     | 21280    | SH | DEFINE      |
| DRIL-QUIP INC                      | COM           | 262037104 | 6832    | 152000   | SH | DEFINE      |
| DTE ENERGY COMPANY                 | COM           | 233331107 | 33416   | 693000   | SH | DEFINE      |
| DTE ENERGY COMPANY                 | COM           | 233331107 | 3035    | 62950    | SH | DEFINE      |
| DTE ENERGY COMPANY                 | COM           | 233331107 | 1136    | 23557    | SH | DEFINE      |
| DTE ENERGY COMPANY                 | COM           | 233331107 | 305035  | 6325900  | SH | DEFINE      |
| DTE ENERGY COMPANY                 | COM           | 233331107 | 7679    | 159240   | SH | DEFINE      |
| DTF TAX FREE INCOME INC            | COM           | 23334J107 | 243     | 16860    | SH | DEFINE      |
| DU PONT DE NEMOURS & CO            | COM           | 263534109 | 72178   | 1419700  | SH | DEFINE      |
| DU PONT DE NEMOURS & CO            | COM           | 263534109 | 7577    | 149040   | SH | DEFINE      |
| DU PONT DE NEMOURS & CO            | COM           | 263534109 | 53290   | 1048192  | SH | DEFINE      |
| DU PONT DE NEMOURS & CO            | COM           | 263534109 | 618     | 12150    | SH | DEFINE      |
| DU PONT DE NEMOURS & CO            | COM           | 263534109 | 52285   | 1028430  | SH | DEFINE      |
| DUCKWALL ALCO STORES INC           | COM           | 264142100 | 8486    | 227500   | SH | DEFINE      |
| DUKE ENERGY CORP                   | COM           | 26441C105 | 5027    | 274713   | SH | DEFINE      |
| DUKE ENERGY CORP                   | COM           | 26441C105 | 567318  | 31001000 | SH | DEFINE      |
| DUKE ENERGY CORP                   | COM           | 26441C905 | 183     | 10000    | SH | CALL DEFINE |
| DUN & BRADSTREET CORP              | COM           | 26483E100 | 12564   | 122000   | SH | DEFINE      |
| DUN & BRADSTREET CORP              | COM           | 26483E100 | 364     | 3538     | SH | DEFINE      |
| DYAX CORP                          | COM           | 26746E103 | 1433    | 342112   | SH | DEFINE      |
| E*TRADE FINANCIAL CORP             | COM           | 269246104 | 1501    | 67930    | SH | DEFINE      |
| E*TRADE FINANCIAL CORP             | COM           | 269246104 | 9       | 400      | SH | DEFINE      |
| E*TRADE FINANCIAL CORP             | COM           | 269246104 | 123188  | 5576660  | SH | DEFINE      |
| E.ON AG                            | SPONSORED ADR | 268780103 | 7441    | 133740   | SH | DEFINE      |
| E.ON AG                            | SPONSORED ADR | 268780103 | 35903   | 645266   | SH | DEFINE      |
| E.ON AG                            | SPONSORED ADR | 268780103 | 5013    | 90100    | SH | DEFINE      |
| E.ON AG                            | SPONSORED ADR | 268780103 | 133     | 2385     | SH | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |          |    |        |
|------------------------------------|----------------|-----------|--------|----------|----|--------|
| EAGLE HOSPITALITY PROPERTIES       | COM            | 26959T102 | 11752  | 893000   | SH | DEFINE |
| EAST WEST BANCORP INC              | COM            | 27579R104 | 1330   | 34195    | SH | DEFINE |
| EAST WEST BANCORP INC              | COM            | 27579R104 | 80844  | 2079310  | SH | DEFINE |
| EASTERN CO (THE)                   | COM            | 276317104 | 218    | 7500     | SH | DEFINE |
| EASTMAN CHEMICAL CO                | COM            | 277432100 | 561    | 8715     | SH | DEFINE |
| EASTMAN KODAK CO                   | COM            | 277461109 | 670276 | 24084649 | SH | DEFINE |
| EASTMAN KODAK CO                   | COM            | 277461109 | 12396  | 445420   | SH | DEFINE |
| EASTMAN KODAK CO                   | COM            | 277461109 | 18480  | 664030   | SH | DEFINE |
| EASTMAN KODAK CO                   | COM            | 277461109 | 1231   | 44221    | SH | DEFINE |
| EASTMAN KODAK CO                   | COM            | 277461109 | 3276   | 117712   | SH | DEFINE |
| EATON CORP                         | COM            | 278058102 | 5002   | 53781    | SH | DEFINE |
| EBAY INC                           | COM            | 278642103 | 15701  | 487927   | SH | DEFINE |
| EBAY INC                           | COM            | 278642103 | 3540   | 110010   | SH | DEFINE |
| EBAY INC                           | COM            | 278642103 | 290    | 9000     | SH | DEFINE |
| ECHOSTAR DBS CORP                  | COM            | 278762109 | 144068 | 3321838  | SH | DEFINE |
| ECHOSTAR DBS CORP                  | COM            | 278762109 | 25662  | 591689   | SH | DEFINE |
| ECHOSTAR DBS CORP                  | COM            | 278762109 | 35     | 800      | SH | DEFINE |
| ECOLAB INC                         | COM            | 278865100 | 150    | 3514     | SH | DEFINE |
| ECOLAB INC                         | COM            | 278865100 | 886    | 20750    | SH | DEFINE |
| ECOLAB INC                         | COM            | 278865100 | 31781  | 744280   | SH | DEFINE |
| ECOLOGY & ENVIRONMENT INC          | COM            | 278878103 | 2596   | 202000   | SH | DEFINE |
| EDISON INTERNATIONAL               | COM            | 281020107 | 39     | 700      | SH | DEFINE |
| EDISON INTERNATIONAL               | COM            | 281020107 | 301280 | 5368500  | SH | DEFINE |
| EDWARDS LIFESCIENCES CORP          | COM            | 28176E108 | 2467   | 50000    | SH | DEFINE |
| EDWARDS LIFESCIENCES CORP          | COM            | 28176E108 | 152    | 3073     | SH | DEFINE |
| EHEALTH INC                        | COM            | 28238P109 | 699    | 36600    | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 815177 | 47311498 | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 31835  | 1847676  | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 3030   | 175877   | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 28865  | 1675300  | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 386    | 22397    | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 6380   | 370260   | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 625    | 36300    | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 75927  | 4406703  | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 11206  | 650349   | SH | DEFINE |
| EL PASO CORP                       | COM            | 28336L109 | 1242   | 72083    | SH | DEFINE |
| ELBIT SYSTEMS LTD                  | COM            | M3760D101 | 9539   | 53349    | SH | DEFINE |
| ELDORADO GOLD CORP                 | COM            | 284902103 | 16505  | 2645000  | SH | DEFINE |
| ELECTRO SCIENTIFIC INDUSTRIES INC  | COM            | 285229100 | 32459  | 1560516  | SH | DEFINE |
| ELECTRONIC ARTS INC                | COM            | 285512109 | 1      | 23       | SH | DEFINE |
| ELECTRONIC ARTS INC                | COM            | 285512109 | 329    | 6960     | SH | DEFINE |
| ELECTRONIC ARTS INC                | COM            | 285512109 | 3421   | 72300    | SH | DEFINE |
| ELECTRONIC ARTS INC                | COM            | 285512109 | 34445  | 727920   | SH | DEFINE |
| ELECTRONIC ARTS INC                | COM            | 285512109 | 123    | 2600     | SH | DEFINE |
| ELECTRONIC ARTS INC                | COM            | 285512109 | 20     | 430      | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 576854 | 20802510 | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 22352  | 806057   | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 26401  | 952060   | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 2395   | 86352    | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 1494   | 53891    | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 2777   | 100128   | SH | DEFINE |
| ELECTRONIC DATA SYSTEMS CORP       | COM            | 285661104 | 58977  | 2126827  | SH | DEFINE |
| ELI LILLY & CO                     | COM            | 532457108 | 69     | 1227     | SH | DEFINE |
| ELI LILLY & CO                     | COM            | 532457108 | 22352  | 400000   | SH | DEFINE |
| ELI LILLY & CO                     | COM            | 532457108 | 396    | 7094     | SH | DEFINE |
| ELI LILLY & CO                     | COM            | 532457108 | 5439   | 97326    | SH | DEFINE |
| ELI LILLY & CO                     | COM            | 532457108 | 11735  | 210000   | SH | DEFINE |
| EMAGEON INC                        | COM            | 29076V109 | 492    | 54500    | SH | DEFINE |
| EMBARQ CORP                        | COM            | 29078E105 | 136699 | 2157155  | SH | DEFINE |
| EMBARQ CORP                        | COM            | 29078E105 | 2233   | 35244    | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 13219  | 274192   | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 179161 | 3716267  | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |         |    |        |
|------------------------------------|----------------|-----------|--------|---------|----|--------|
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 2179   | 45200   | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 40897  | 848311  | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 11152  | 231330  | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 166028 | 3443848 | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 10872  | 225517  | SH | DEFINE |
| EMBRAER-EMPRESA BRAS DE AERONAUTIC | SP ADR COM SHS | 29081M102 | 86     | 1780    | SH | DEFINE |
| EMC CORP                           | COM            | 268648102 | 18100  | 1000000 | SH | DEFINE |
| EMC CORP                           | COM            | 268648102 | 31872  | 1760902 | SH | DEFINE |
| EMCOR GROUP INC                    | COM            | 29084Q100 | 16432  | 225400  | SH | DEFINE |
| EMERGING MARKETS TELECOMMUNICATION | COM            | 290890102 | 5310   | 250000  | SH | DEFINE |
| EMERGING MARKETS TELECOMMUNICATION | COM            | 290890102 | 83     | 3885    | SH | DEFINE |
| EMERSON ELECTRIC CO                | COM            | 291011104 | 46800  | 1000000 | SH | DEFINE |
| EMERSON ELECTRIC CO                | COM            | 291011104 | 1      | 25      | SH | DEFINE |
| EMERSON ELECTRIC CO                | COM            | 291011104 | 22659  | 484167  | SH | DEFINE |
| EMERSON ELECTRIC CO                | COM            | 291011104 | 982    | 20990   | SH | DEFINE |
| EMPLOYERS HOLDINGS INC             | COM            | 292218104 | 12147  | 571900  | SH | DEFINE |
| EMULEX CORP                        | COM            | 292475209 | 4705   | 215450  | SH | DEFINE |
| ENBRIDGE INC                       | COM            | 29250N105 | 34834  | 970299  | SH | DEFINE |
| ENCANA CORP                        | COM            | 292505104 | 236478 | 3609247 | SH | DEFINE |
| ENCANA CORP                        | COM            | 292505104 | 7059   | 114746  | SH | DEFINE |
| ENDESA SA                          | SPONSORED ADR  | 29258N107 | 893    | 16915   | SH | DEFINE |
| ENDO PHARMACEUTICALS HOLDINGS INC  | COM            | 29264F205 | 1424   | 41600   | SH | DEFINE |
| ENDO PHARMACEUTICALS HOLDINGS INC  | COM            | 29264F205 | 5      | 151     | SH | DEFINE |
| ENDO PHARMACEUTICALS HOLDINGS INC  | COM            | 29264F205 | 70387  | 2056310 | SH | DEFINE |
| ENERGEN CORP                       | COM            | 29265N108 | 42661  | 776500  | SH | DEFINE |
| ENERGEN CORP                       | COM            | 29265N108 | 214    | 3900    | SH | DEFINE |
| ENERGIZER HOLDINGS INC             | COM            | 29266R108 | 3430   | 34436   | SH | DEFINE |
| ENERGY EAST CORP                   | COM            | 29266M109 | 230    | 8826    | SH | DEFINE |
| ENERGY EAST CORP                   | COM            | 29266M109 | 135538 | 5195000 | SH | DEFINE |
| ENERGY PARTNERS LTD                | COM            | 29270U105 | 646    | 38716   | SH | DEFINE |
| ENERPLUS RESOURCES FUND            | UNIT TR G NEW  | 29274D604 | 13051  | 260651  | SH | DEFINE |
| ENERPLUS RESOURCES FUND            | UNIT TR G NEW  | 29274D604 | 1292   | 27445   | SH | DEFINE |
| ENI SPA                            | SPONSORED ADR  | 26874R108 | 7482   | 103410  | SH | DEFINE |
| ENI SPA                            | SPONSORED ADR  | 26874R108 | 34266  | 473612  | SH | DEFINE |
| ENI SPA                            | SPONSORED ADR  | 26874R108 | 10544  | 145730  | SH | DEFINE |
| ENI SPA                            | SPONSORED ADR  | 26874R108 | 41987  | 580332  | SH | DEFINE |
| ENSCO INTERNATIONAL INC            | COM            | 26874Q100 | 6220   | 101950  | SH | DEFINE |
| ENSCO INTERNATIONAL INC            | COM            | 26874Q100 | 2786   | 45662   | SH | DEFINE |
| ENSCO INTERNATIONAL INC            | COM            | 26874Q100 | 2806   | 46000   | SH | DEFINE |
| ENTEGRIS INC                       | COM            | 29362U104 | 4471   | 376307  | SH | DEFINE |
| ENTEGRIS INC                       | COM            | 29362U104 | 11     | 900     | SH | DEFINE |
| ENERGY CORP                        | COM            | 29364G103 | 80126  | 746400  | SH | DEFINE |
| ENERGY CORP                        | COM            | 29364G103 | 19     | 175     | SH | DEFINE |
| ENERGY CORP                        | COM            | 29364G103 | 2845   | 26501   | SH | DEFINE |
| ENERGY CORP                        | COM            | 29364G103 | 193284 | 1800500 | SH | DEFINE |
| ENTERPRISE PRODUCTS PARTNERS LP    | COM            | 293792107 | 3592   | 112918  | SH | DEFINE |
| ENTERTAINMENT PROPERTIES TRUST     | COM            | 29380T105 | 11     | 205     | SH | DEFINE |
| ENTERTAINMENT PROPERTIES TRUST     | COM            | 29380T105 | 9869   | 183500  | SH | DEFINE |
| ENTRUST INC                        | COM            | 293848107 | 6269   | 1544090 | SH | DEFINE |
| ENTRUST INC                        | COM            | 293848107 | 11225  | 2764800 | SH | DEFINE |
| EOG RESOURCES INC                  | COM            | 26875P101 | 550    | 7525    | SH | DEFINE |
| EQUIFAX INC                        | COM            | 294429105 | 17768  | 400000  | SH | DEFINE |
| EQUIFAX INC                        | COM            | 294429105 | 227    | 5116    | SH | DEFINE |
| EQUINIX INC                        | COM            | 29444U502 | 1707   | 18658   | SH | DEFINE |
| EQUINIX INC                        | COM            | 29444U502 | 8461   | 92500   | SH | DEFINE |
| EQUINIX INC                        | COM            | 29444U502 | 67676  | 739870  | SH | DEFINE |
| EQUITY INNS INC                    | COM            | 294703103 | 1066   | 47600   | SH | DEFINE |
| EQUITY INNS INC                    | COM            | 294703103 | 1079   | 48165   | SH | DEFINE |
| EQUITY INNS INC                    | COM            | 294703103 | 338    | 15100   | SH | DEFINE |
| EQUITY INNS INC                    | COM            | 294703103 | 4739   | 211567  | SH | DEFINE |
| EQUITY RESIDENTIAL                 | COM            | 29476L107 | 15     | 325     | SH | DEFINE |
| EQUITY RESIDENTIAL                 | COM            | 29476L107 | 2904   | 63651   | SH | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |              |           |        |          |    |        |
|------------------------------------|--------------|-----------|--------|----------|----|--------|
| ERICSSON (LM) TELEPHONE CO         | ADR B SEK 10 | 294821608 | 11854  | 297170   | SH | DEFINE |
| ERIE INDY CO                       | COM          | 29530P102 | 186549 | 3452046  | SH | DEFINE |
| ESCO TECHNOLOGIES INC              | COM          | 296315104 | 44846  | 1236800  | SH | DEFINE |
| ESPEY MANUFACTURING & ELECTRONICS  | COM          | 296650104 | 3758   | 156000   | SH | DEFINE |
| ESTEE LAUDER COMPANIES INC         | COM          | 518439104 | 9022   | 198238   | SH | DEFINE |
| ETHAN ALLEN INTERIORS INC          | COM          | 297602104 | 31407  | 917000   | SH | DEFINE |
| EUROBANCSHARES INC                 | COM          | 298716101 | 168    | 18568    | SH | DEFINE |
| EURONET WORLDWIDE INC              | COM          | 298736109 | 589    | 20200    | SH | DEFINE |
| EVEREST RE GROUP LTD               | COM          | G3223R108 | 1691   | 15565    | SH | DEFINE |
| EXCO RESOURCES INC                 | COM          | 269279402 | 6993   | 401000   | SH | DEFINE |
| EXCO RESOURCES INC                 | COM          | 269279402 | 221    | 12700    | SH | DEFINE |
| EXELIXIS INC                       | COM          | 30161Q104 | 2448   | 202300   | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 1      | 12       | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 3630   | 50000    | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 293    | 4040     | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 10833  | 149212   | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 179541 | 2473010  | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 94     | 1300     | SH | DEFINE |
| EXELON CORP                        | COM          | 30161N101 | 16     | 220      | SH | DEFINE |
| EXFO ELECTRO-OPTICAL ENGINEERING I | COM          | 302043104 | 594    | 78200    | SH | DEFINE |
| EXPEDIA INC                        | COM          | 30212P105 | 438079 | 14956620 | SH | DEFINE |
| EXPEDIA INC                        | COM          | 30212P105 | 26451  | 903060   | SH | DEFINE |
| EXPEDIA INC                        | COM          | 30212P105 | 8790   | 300100   | SH | DEFINE |
| EXPEDIA INC                        | COM          | 30212P105 | 27275  | 931190   | SH | DEFINE |
| EXPEDIA INC                        | COM          | 30212P105 | 15     | 500      | SH | DEFINE |
| EXPEDIA INC                        | COM          | 30212P105 | 2739   | 93530    | SH | DEFINE |
| EXPEDITORS INT'L WAS INC           | COM          | 302130109 | 1174   | 28437    | SH | DEFINE |
| EXPEDITORS INT'L WAS INC           | COM          | 302130109 | 3304   | 80000    | SH | DEFINE |
| EXPEDITORS INT'L WAS INC           | COM          | 302130109 | 3631   | 87925    | SH | DEFINE |
| EXPEDITORS INT'L WAS INC           | COM          | 302130109 | 108899 | 2636770  | SH | DEFINE |
| EXPONENT INC                       | COM          | 30214U102 | 3132   | 140000   | SH | DEFINE |
| EXPRESS SCRIPTS INC                | COM          | 302182100 | 2039   | 40778    | SH | DEFINE |
| EXPRESS SCRIPTS INC                | COM          | 302182100 | 547    | 10940    | SH | DEFINE |
| EXPRESS SCRIPTS INC                | COM          | 302182100 | 1358   | 27150    | SH | DEFINE |
| EXPRESS SCRIPTS INC                | COM          | 302182100 | 129748 | 2594446  | SH | DEFINE |
| EXPRESS SCRIPTS INC                | COM          | 302182100 | 170    | 3400     | SH | DEFINE |
| EXPRESS SCRIPTS INC                | COM          | 302182100 | 27     | 540      | SH | DEFINE |
| EXTRA SPACE STORAGE INC            | COM          | 30225T102 | 21399  | 1296900  | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 16801  | 200300   | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 4369   | 52089    | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 5872   | 70000    | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 25666  | 305985   | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 390197 | 4651853  | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 91775  | 1094118  | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 445    | 5300     | SH | DEFINE |
| EXXON MOBIL CORP                   | COM          | 30231G102 | 56     | 670      | SH | DEFINE |
| F5 NETWORKS INC                    | COM          | 315616102 | 1671   | 20730    | SH | DEFINE |
| F5 NETWORKS INC                    | COM          | 315616102 | 121519 | 1507680  | SH | DEFINE |
| FACTSET RESEARCH SYSTEMS INC       | COM          | 303075105 | 1955   | 28603    | SH | DEFINE |
| FACTSET RESEARCH SYSTEMS INC       | COM          | 303075105 | 2204   | 32250    | SH | DEFINE |
| FACTSET RESEARCH SYSTEMS INC       | COM          | 303075105 | 136857 | 2002290  | SH | DEFINE |
| FAIRPOINT COMMUNICATIONS INC       | COM          | 305560104 | 249    | 14000    | SH | DEFINE |
| FAMILY DOLLAR STORES INC           | COM          | 307000109 | 270517 | 7882200  | SH | DEFINE |
| FAMILY DOLLAR STORES INC           | COM          | 307000109 | 112    | 3260     | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 60211  | 921643   | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 70615  | 1080900  | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 1543   | 23614    | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 6698   | 102522   | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 32253  | 493700   | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 6549   | 100244   | SH | DEFINE |
| FANNIE MAE                         | COM          | 313586109 | 7189   | 110037   | SH | DEFINE |
| FARMER BROS CO                     | COM          | 307675108 | 47377  | 2093533  | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |         |          |    |        |
|------------------------------------|-----------------|-----------|---------|----------|----|--------|
| FARO TECHNOLOGIES INC              | COM             | 311642102 | 26888   | 843943   | SH | DEFINE |
| FASTENAL CO                        | COM             | 311900104 | 951     | 22726    | SH | DEFINE |
| FASTENAL CO                        | COM             | 311900104 | 1988    | 47500    | SH | DEFINE |
| FASTENAL CO                        | COM             | 311900104 | 65910   | 1574540  | SH | DEFINE |
| FBL FINANCIAL GROUP INC            | COM             | 30239F106 | 20643   | 525000   | SH | DEFINE |
| FEDERAL SIGNAL CORP                | COM             | 313855108 | 70577   | 4449970  | SH | DEFINE |
| FEDERAL SIGNAL CORP                | COM             | 313855108 | 16      | 1000     | SH | DEFINE |
| FEDERAL SIGNAL CORP                | COM             | 313855108 | 169     | 10678    | SH | DEFINE |
| FEDERATED INVESTORS INC            | COM             | 314211103 | 2       | 61       | SH | DEFINE |
| FEDERATED INVESTORS INC            | COM             | 314211103 | 1779    | 46410    | SH | DEFINE |
| FEDERATED INVESTORS INC            | COM             | 314211103 | 111     | 2900     | SH | DEFINE |
| FEDERATED INVESTORS INC            | COM             | 314211103 | 18      | 470      | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 6547    | 59000    | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 10780   | 97140    | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 2       | 14       | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 4439    | 40000    | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 1006    | 9070     | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 5862    | 52823    | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 40196   | 362224   | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 178     | 1600     | SH | DEFINE |
| FEDEX CORP                         | COM             | 31428X106 | 27      | 240      | SH | DEFINE |
| FELCOR LODGING TRUST INC           | COM             | 31430F101 | 1295    | 49760    | SH | DEFINE |
| FELCOR LODGING TRUST INC           | COM             | 31430F101 | 186     | 7150     | SH | DEFINE |
| FELCOR LODGING TRUST INC           | COM             | 31430F101 | 68104   | 2616360  | SH | DEFINE |
| FELCOR LODGING TRUST INC           | PFD CV A \$1.95 | 31430F200 | 81280   | 3200000  | SH | DEFINE |
| FERRO ALLOYS CORP LTD              | COM             | 315405100 | 278     | 11137    | SH | DEFINE |
| FIDELITY NATIONAL FINANCIAL INC    | COM             | 31620R105 | 13794   | 582028   | SH | DEFINE |
| FIDELITY NATIONAL INFORMATION SVCS | COM             | 31620M106 | 396     | 7293     | SH | DEFINE |
| FIFTH THIRD BANCORP                | COM             | 316773100 | 1       | 14       | SH | DEFINE |
| FIFTH THIRD BANCORP                | COM             | 316773100 | 353     | 8881     | SH | DEFINE |
| FIFTH THIRD BANCORP                | COM             | 316773100 | 329693  | 8290000  | SH | DEFINE |
| FINANCIAL FEDERAL CORP             | COM             | 317492106 | 8373    | 280789   | SH | DEFINE |
| FINANCIAL FEDERAL CORP             | COM             | 317492106 | 1       | 50       | SH | DEFINE |
| FIRST COMMUNITY BANCORP            | COM             | 31983B101 | 55442   | 969103   | SH | DEFINE |
| FIRST DATA CORP                    | COM             | 319963104 | 286535  | 8770592  | SH | DEFINE |
| FIRST DATA CORP                    | COM             | 319963104 | 3235    | 99022    | SH | DEFINE |
| FIRST DEFIANCE FINANCIAL CORP      | COM             | 32006W106 | 7008    | 235000   | SH | DEFINE |
| FIRST INDIANA CORP                 | COM             | 32054R108 | 9842    | 444916   | SH | DEFINE |
| FIRST NIAGARA FINANCIAL GROUP INC  | COM             | 33582V108 | 1310    | 100000   | SH | DEFINE |
| FIRST NIAGARA FINANCIAL GROUP INC  | COM             | 33582V108 | 7448    | 568576   | SH | DEFINE |
| FIRST POTOMAC REALTY TRUST         | COM             | 33610F109 | 4896    | 210200   | SH | DEFINE |
| FIRST SECURITY GROUP INC/TN        | COM             | 336312103 | 3869    | 358200   | SH | DEFINE |
| FIRST SECURITY GROUP INC/TN        | COM             | 336312103 | 150     | 13900    | SH | DEFINE |
| FIRSTENERGY CORP                   | COM             | 337932107 | 3582    | 55330    | SH | DEFINE |
| FIRSTENERGY CORP                   | COM             | 337932107 | 1059861 | 16373568 | SH | DEFINE |
| FIRSTSERVICE CORP                  | COM             | 33761N109 | 1194    | 30800    | SH | DEFINE |
| FISERV INC                         | COM             | 337738108 | 1521    | 26786    | SH | DEFINE |
| FLAMEL TECHNOLOGIES SA             | SPONSORED ADR   | 338488109 | 822     | 39200    | SH | DEFINE |
| FLAMEL TECHNOLOGIES SA             | SPONSORED ADR   | 338488109 | 3840    | 183100   | SH | DEFINE |
| FLEXSTEEL INDUSTRIES INC           | COM             | 339382103 | 3260    | 225000   | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 180980  | 16757417 | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 141828  | 13132180 | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 16971   | 1571430  | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 97544   | 9031880  | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 84      | 7800     | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 304     | 28138    | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 27901   | 2583460  | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 2373    | 219720   | SH | DEFINE |
| FLEXTRONICS INTERNATIONAL LTD      | COM             | Y2573F102 | 626     | 57930    | SH | DEFINE |
| FLIR SYSTEMS INC                   | COM             | 302445101 | 33907   | 733116   | SH | DEFINE |
| FLIR SYSTEMS INC                   | COM             | 302445101 | 239014  | 5167870  | SH | DEFINE |
| FLIR SYSTEMS INC                   | COM             | 302445101 | 79      | 1700     | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                     |                |           |        |          |    |        |
|-------------------------------------|----------------|-----------|--------|----------|----|--------|
| FLIR SYSTEMS INC                    | COM            | 302445101 | 21     | 450      | SH | DEFINE |
| FLORIDA EAST COAST INDUSTRIES INC   | COM            | 340632108 | 39046  | 470546   | SH | DEFINE |
| FLORIDA EAST COAST INDUSTRIES INC   | COM            | 340632108 | 957950 | 12054340 | SH | DEFINE |
| FLORIDA EAST COAST INDUSTRIES INC   | COM            | 340632108 | 285    | 3434     | SH | DEFINE |
| FLOTEK INDUSTRIES INC               | COM            | 343389102 | 7194   | 120000   | SH | DEFINE |
| FLOWSERVE CORP                      | COM            | 34354P105 | 15987  | 223284   | SH | DEFINE |
| FLOWSERVE CORP                      | COM            | 34354P105 | 31540  | 440500   | SH | DEFINE |
| FLUOR CORP                          | COM            | 343412102 | 1065   | 9560     | SH | DEFINE |
| FMC CORP                            | COM            | 302491303 | 12366  | 138342   | SH | DEFINE |
| FMC CORP                            | COM            | 302491303 | 18897  | 211400   | SH | DEFINE |
| FMC TECHNOLOGIES INC                | COM            | 30249U101 | 2082   | 26281    | SH | DEFINE |
| FMC TECHNOLOGIES INC                | COM            | 30249U101 | 71     | 900      | SH | DEFINE |
| FMC TECHNOLOGIES INC                | COM            | 30249U101 | 120521 | 1521341  | SH | DEFINE |
| FOCUS MEDIA HOLDING LTD             | SPONSORED ADR  | 34415V109 | 20096  | 397932   | SH | DEFINE |
| FOMENTO ECONOMICO MEXICANO SAB DE   | SPON ADR UNITS | 344419106 | 143383 | 3646572  | SH | DEFINE |
| FOMENTO ECONOMICO MEXICANO SAB DE   | SPON ADR UNITS | 344419106 | 1018   | 25900    | SH | DEFINE |
| FOMENTO ECONOMICO MEXICANO SAB DE   | SPON ADR UNITS | 344419106 | 38660  | 983218   | SH | DEFINE |
| FORCE PROTECTION INC                | COM            | 345203202 | 4330   | 209810   | SH | DEFINE |
| FORD MOTOR CO                       | COM            | 345370860 | 10362  | 1100000  | SH | DEFINE |
| FORD MOTOR CO                       | COM            | 345370860 | 99     | 10553    | SH | DEFINE |
| FCOM MTR CO CAP TR II               | PFD TR CV6.5%  | 345395206 | 228    | 5900     | SH | DEFINE |
| FCOM MTR CO CAP TR II               | PFD TR CV6.5%  | 345395206 | 17352  | 450000   | SH | DEFINE |
| FORDING CANADIAN COAL TR            | COM            | 345425102 | 8994   | 273186   | SH | DEFINE |
| FOREST CITY ENTERPRISES INC         | COM            | 345550107 | 19     | 315      | SH | DEFINE |
| FOREST CITY ENTERPRISES INC         | COM            | 345550107 | 76899  | 1250800  | SH | DEFINE |
| FOREST LABORATORIES INC             | COM            | 345838106 | 687    | 15040    | SH | DEFINE |
| FORMFACTOR INC                      | COM            | 346375108 | 1777   | 46405    | SH | DEFINE |
| FORMFACTOR INC                      | COM            | 346375108 | 5710   | 149090   | SH | DEFINE |
| FORMFACTOR INC                      | COM            | 346375108 | 109198 | 2851119  | SH | DEFINE |
| FORTRESS INVESTMENT GROUP           | COM            | 34958B106 | 1091   | 45781    | SH | DEFINE |
| FORTRESS INVESTMENT GROUP           | COM            | 34958B106 | 1397   | 58650    | SH | DEFINE |
| FORTRESS INVESTMENT GROUP           | COM            | 34958B106 | 23111  | 970230   | SH | DEFINE |
| FORTUNE BRANDS INC                  | COM            | 349631101 | 3254   | 39500    | SH | DEFINE |
| FORTUNE BRANDS INC                  | COM            | 349631101 | 127    | 1544     | SH | DEFINE |
| FORTUNE BRANDS INC                  | COM            | 349631101 | 964    | 11700    | SH | DEFINE |
| FOSSIL INC                          | COM            | 349882100 | 341    | 11550    | SH | DEFINE |
| FOUNDATION COAL HOLDINGS INC        | COM            | 35039W100 | 3      | 65       | SH | DEFINE |
| FOUNDATION COAL HOLDINGS INC        | COM            | 35039W100 | 8534   | 210000   | SH | DEFINE |
| FPL GROUP INC                       | COM            | 302571104 | 12537  | 220959   | SH | DEFINE |
| FPL GROUP INC                       | COM            | 302571104 | 506456 | 8925900  | SH | DEFINE |
| FRANCE TELECOM SA                   | SPONSORED ADR  | 35177Q105 | 10275  | 373925   | SH | DEFINE |
| FRANCE TELECOM SA                   | SPONSORED ADR  | 35177Q105 | 27702  | 1008096  | SH | DEFINE |
| FRANCE TELECOM SA                   | SPONSORED ADR  | 35177Q105 | 1368   | 49784    | SH | DEFINE |
| FRANKLIN BANK CORP/HOUSTON          | COM            | 352451108 | 17880  | 1199979  | SH | DEFINE |
| FRANKLIN ELECTRIC CO INC            | COM            | 353514102 | 8558   | 181385   | SH | DEFINE |
| FRANKLIN ELECTRIC CO INC            | COM            | 353514102 | 24     | 500      | SH | DEFINE |
| FRANKLIN RESOURCES INC              | COM            | 354613101 | 67836  | 512085   | SH | DEFINE |
| FRED'S INC                          | COM            | 356108100 | 5352   | 400000   | SH | DEFINE |
| FREDDIE MAC                         | COM            | 313400301 | 320534 | 5280620  | SH | DEFINE |
| FREDDIE MAC                         | COM            | 313400301 | 2      | 28       | SH | DEFINE |
| FREDDIE MAC                         | COM            | 313400301 | 1821   | 30000    | SH | DEFINE |
| FREDDIE MAC                         | COM            | 313400301 | 2721   | 44830    | SH | DEFINE |
| FREDDIE MAC                         | COM            | 313400301 | 54143  | 891972   | SH | DEFINE |
| FREEMPORT MCMORAN COPPER & GOLD INC | PFD CONV       | 35671D782 | 209    | 1625     | SH | DEFINE |
| FREEMPORT MCMORAN COPPER & GOLD INC | PFD CONV       | 35671D782 | 228203 | 1775900  | SH | DEFINE |
| FREEMPORT MCMORAN COPPER & GOLD INC | COM            | 35671D857 | 1038   | 12535    | SH | DEFINE |
| FREEMPORT MCMORAN COPPER & GOLD INC | COM            | 35671D857 | 9763   | 117884   | SH | DEFINE |
| FRESENIUS MEDICAL CARE AG & CO      | SPONSORED ADR  | 358029106 | 1793   | 39036    | SH | DEFINE |
| FRESENIUS MEDICAL CARE AG & CO      | SPONSORED ADR  | 358029106 | 36     | 777      | SH | DEFINE |
| FSI INTERNATIONAL INC               | COM            | 302633102 | 1914   | 600000   | SH | DEFINE |
| FUEL SYSTEMS SOLUTIONS INC          | COM            | 35952W103 | 1649   | 99459    | SH | DEFINE |
| FUJIFILM HOLDINGS CORP              | ADR 2 COM      | 35958N107 | 31767  | 711941   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |     |           |         |          |    |        |
|------------------------------------|-----|-----------|---------|----------|----|--------|
| FURMANITE CORP                     | COM | 361086101 | 21672   | 2800000  | SH | DEFINE |
| FURNITURE BRANDS INTERNATIONAL INC | COM | 360921100 | 42600   | 3000000  | SH | DEFINE |
| GAIAM INC                          | COM | 36268Q103 | 11514   | 631610   | SH | DEFINE |
| GAMESTOP CORP                      | COM | 36467W109 | 3481    | 89026    | SH | DEFINE |
| GAMMON GOLD INC                    | COM | 36467T106 | 78302   | 5834700  | SH | DEFINE |
| GAMMON GOLD INC                    | COM | 36467T106 | 31866   | 2374500  | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 43226   | 786650   | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 2       | 29       | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 432     | 7860     | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 3229    | 58770    | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 14398   | 262020   | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 154     | 2800     | SH | DEFINE |
| GANNETT CO INC                     | COM | 364730101 | 18      | 320      | SH | DEFINE |
| GAP INC                            | COM | 364760108 | 102229  | 5352281  | SH | DEFINE |
| GAP INC                            | COM | 364760108 | 4486    | 234859   | SH | DEFINE |
| GAP INC                            | COM | 364760108 | 1213    | 63514    | SH | DEFINE |
| GAP INC                            | COM | 364760108 | 2152    | 112670   | SH | DEFINE |
| GAP INC                            | COM | 364760108 | 1196    | 62643    | SH | DEFINE |
| GAP INC                            | COM | 364760108 | 17425   | 912300   | SH | DEFINE |
| GARMIN LTD                         | COM | G37260109 | 2605    | 35217    | SH | DEFINE |
| GARMIN LTD                         | COM | G37260109 | 4858    | 65675    | SH | DEFINE |
| GARMIN LTD                         | COM | G37260109 | 181021  | 2447222  | SH | DEFINE |
| GATEWAY INC                        | COM | 367626108 | 16      | 10000    | SH | DEFINE |
| GAYLORD ENTERTAINMENT CO           | COM | 367905106 | 4       | 67       | SH | DEFINE |
| GAYLORD ENTERTAINMENT CO           | COM | 367905106 | 15851   | 295500   | SH | DEFINE |
| GEHL CO                            | COM | 368483103 | 9108    | 300000   | SH | DEFINE |
| GEN-PROBE INC                      | COM | 36866T103 | 1130    | 18697    | SH | DEFINE |
| GEN-PROBE INC                      | COM | 36866T103 | 26631   | 440770   | SH | DEFINE |
| GENCORP INC                        | COM | 368682100 | 36430   | 2787317  | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 215     | 2836     | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 75660   | 1000000  | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 452     | 5970     | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 25253   | 333776   | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 117893  | 1558200  | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 113     | 1500     | SH | DEFINE |
| GENENTECH INC                      | COM | 368710406 | 26      | 340      | SH | DEFINE |
| GENERAL DYNAMICS CORP              | COM | 369550108 | 2777    | 35500    | SH | DEFINE |
| GENERAL DYNAMICS CORP              | COM | 369550108 | 78220   | 1000000  | SH | DEFINE |
| GENERAL DYNAMICS CORP              | COM | 369550108 | 16      | 200      | SH | DEFINE |
| GENERAL DYNAMICS CORP              | COM | 369550108 | 723     | 9238     | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 1538246 | 40184071 | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 22270   | 581760   | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 52555   | 1372900  | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 281480  | 7353200  | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 5653    | 147679   | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 2680    | 70000    | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 54918   | 1434641  | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 291057  | 7603367  | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 461351  | 12052000 | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 2201    | 57500    | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 10980   | 286830   | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 155259  | 4055875  | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 10042   | 262320   | SH | DEFINE |
| GENERAL ELECTRIC CO                | COM | 369604103 | 1146    | 29930    | SH | DEFINE |
| GENERAL GROWTH PROPERTIES          | COM | 370021107 | 22      | 415      | SH | DEFINE |
| GENERAL GROWTH PROPERTIES          | COM | 370021107 | 3744    | 70712    | SH | DEFINE |
| GENERAL GROWTH PROPERTIES          | COM | 370021107 | 20814   | 393090   | SH | DEFINE |
| GENERAL GROWTH PROPERTIES          | COM | 370021107 | 1843    | 34800    | SH | DEFINE |
| GENERAL GROWTH PROPERTIES          | COM | 370021107 | 715     | 13500    | SH | DEFINE |
| GENERAL GROWTH PROPERTIES          | COM | 370021107 | 10858   | 205066   | SH | DEFINE |
| GENERAL MILLS INC                  | COM | 370334104 | 79827   | 1366441  | SH | DEFINE |
| GENERAL MILLS INC                  | COM | 370334104 | 20783   | 355748   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                               |                |           |        |          |    |             |
|-------------------------------|----------------|-----------|--------|----------|----|-------------|
| GENERAL MILLS INC             | COM            | 370334104 | 2725   | 46643    | SH | DEFINE      |
| GENERAL MOTORS CORP           | COM            | 370442105 | 591032 | 15635765 | SH | DEFINE      |
| GENERAL MOTORS CORP           | COM            | 370442105 | 15120  | 400000   | SH | DEFINE      |
| GENERAL MOTORS CORP           | COM            | 370442105 | 107    | 2827     | SH | DEFINE      |
| GENERAL MOTORS CORP           | DEB SR CV C 33 | 370442717 | 11558  | 461200   | SH | DEFINE      |
| GENESE & WYOMING INC          | COM            | 371559105 | 46247  | 1549841  | SH | DEFINE      |
| GENESE & WYOMING INC          | COM            | 371559105 | 2      | 66       | SH | DEFINE      |
| GENLYTE GROUP INC             | COM            | 372302109 | 27560  | 350900   | SH | DEFINE      |
| GENTEX CORP                   | COM            | 371901109 | 13260  | 673443   | SH | DEFINE      |
| GENTEX CORP                   | COM            | 371901109 | 110    | 5600     | SH | DEFINE      |
| GENTIUM SPA                   | SPONSORED ADR  | 37250B104 | 3630   | 220000   | SH | DEFINE      |
| GENUINE PARTS CO              | COM            | 372460105 | 18620  | 375400   | SH | DEFINE      |
| GENUINE PARTS CO              | COM            | 372460105 | 18958  | 382210   | SH | DEFINE      |
| GENUINE PARTS CO              | COM            | 372460105 | 174    | 3501     | SH | DEFINE      |
| GENUINE PARTS CO              | COM            | 372460105 | 12075  | 243441   | SH | DEFINE      |
| GENWORTH FINANCIAL INC        | COM            | 37247D106 | 55040  | 1600000  | SH | DEFINE      |
| GENWORTH FINANCIAL INC        | COM            | 37247D106 | 176    | 5102     | SH | DEFINE      |
| GENZYME CORP-GENERAL DIVISION | COM            | 372917104 | 1010   | 15678    | SH | DEFINE      |
| GENZYME CORP-GENERAL DIVISION | COM            | 372917104 | 41937  | 651200   | SH | DEFINE      |
| GEOMET INC                    | COM            | 37250U201 | 4213   | 550000   | SH | DEFINE      |
| GERDAU AMERISTEEL CORP        | COM            | 37373P105 | 54867  | 3750300  | SH | DEFINE      |
| GFI GROUP INC                 | COM            | 361652209 | 5897   | 81360    | SH | DEFINE      |
| GFI GROUP INC                 | COM            | 361652209 | 12481  | 172200   | SH | DEFINE      |
| GFI GROUP INC                 | COM            | 361652209 | 254    | 3500     | SH | DEFINE      |
| GIBALTAR INDUSTRIES INC       | COM            | 374689107 | 65132  | 2940499  | SH | DEFINE      |
| GILDAN ACTIVEWEAR INC         | COM            | 375916103 | 180208 | 4954857  | SH | DEFINE      |
| GILEAD SCIENCES INC           | COM            | 375558103 | 296    | 7626     | SH | DEFINE      |
| GILEAD SCIENCES INC           | COM            | 375558103 | 23309  | 601220   | SH | DEFINE      |
| GILEAD SCIENCES INC           | COM            | 375558103 | 132587 | 3419824  | SH | DEFINE      |
| GILEAD SCIENCES INC           | COM            | 375558103 | 155    | 4000     | SH | DEFINE      |
| GILEAD SCIENCES INC           | COM            | 375558103 | 698    | 18000    | SH | DEFINE      |
| GILEAD SCIENCES INC           | COM            | 375558903 | 78     | 2000     | SH | CALL DEFINE |
| GLATFELTER                    | COM            | 377316104 | 32091  | 2361342  | SH | DEFINE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR  | 37733W105 | 838    | 16000    | SH | DEFINE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR  | 37733W105 | 34347  | 655855   | SH | DEFINE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR  | 37733W105 | 6752   | 128931   | SH | DEFINE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR  | 37733W105 | 2338   | 44644    | SH | DEFINE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR  | 37733W105 | 22074  | 421500   | SH | DEFINE      |
| GLIMCHER REALTY TRUST         | COM            | 379302102 | 8      | 300      | SH | DEFINE      |
| GLIMCHER REALTY TRUST         | COM            | 379302102 | 6005   | 240200   | SH | DEFINE      |
| GLOBAL INDUSTRIES LTD         | COM            | 379336100 | 19487  | 726600   | SH | DEFINE      |
| GLOBAL INDUSTRIES LTD         | COM            | 379336100 | 54     | 2000     | SH | DEFINE      |
| GLOBAL INDUSTRIES LTD         | COM            | 379336100 | 2682   | 100000   | SH | DEFINE      |
| GLOBAL PAYMENTS INC           | COM            | 37940X102 | 1678   | 42330    | SH | DEFINE      |
| GLOBAL PAYMENTS INC           | COM            | 37940X102 | 23     | 582      | SH | DEFINE      |
| GLOBAL PAYMENTS INC           | COM            | 37940X102 | 116440 | 2936700  | SH | DEFINE      |
| GLOBALSANTAFE CORP            | COM            | G3930E101 | 2312   | 32000    | SH | DEFINE      |
| GLOBALSANTAFE CORP            | COM            | G3930E101 | 643    | 8900     | SH | DEFINE      |
| GLOBALSANTAFE CORP            | COM            | G3930E101 | 3468   | 48000    | SH | DEFINE      |
| GMH COMMUNITIES TRUST         | COM            | 36188G102 | 11     | 1090     | SH | DEFINE      |
| GMH COMMUNITIES TRUST         | COM            | 36188G102 | 20280  | 2092900  | SH | DEFINE      |
| GOLD FIELDS LTD               | SPONSORED ADR  | 38059T106 | 13416  | 854528   | SH | DEFINE      |
| GOLDCORP INC                  | COM            | 380956409 | 1064   | 42080    | SH | SOLE        |
| GOLDCORP INC                  | COM            | 380956409 | 15     | 600      | SH | DEFINE      |
| GOLDCORP INC                  | COM            | 380956409 | 31     | 1300     | SH | DEFINE      |
| GOLDCORP INC                  | COM            | 380956409 | 87076  | 3590490  | SH | DEFINE      |
| GOLDEN STAR RESOURCES LTD     | COM            | 38119T104 | 5515   | 1450000  | SH | DEFINE      |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 293    | 1350     | SH | DEFINE      |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 3251   | 15000    | SH | DEFINE      |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 412    | 1900     | SH | DEFINE      |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 38918  | 179551   | SH | DEFINE      |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 91661  | 422890   | SH | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |           |     |        |
|------------------------------------|-----------------|-----------|--------|-----------|-----|--------|
| GOLDMAN SACHS GROUP INC            | COM             | 38141G104 | 108    | 500       | SH  | DEFINE |
| GOLDMAN SACHS GROUP INC            | COM             | 38141G104 | 17     | 80        | SH  | DEFINE |
| GOODRICH CORP                      | COM             | 382388106 | 1277   | 21445     | SH  | DEFINE |
| GOODRICH CORP                      | COM             | 382388106 | 14632  | 245675    | SH  | DEFINE |
| GOOGLE INC                         | COM             | 38259P508 | 359    | 685       | SH  | DEFINE |
| GOOGLE INC                         | COM             | 38259P508 | 9421   | 18000     | SH  | DEFINE |
| GOOGLE INC                         | COM             | 38259P508 | 4867   | 9299      | SH  | DEFINE |
| GOOGLE INC                         | COM             | 38259P508 | 157857 | 301610    | SH  | DEFINE |
| GRACO INC                          | COM             | 384109104 | 95225  | 2364083   | SH  | DEFINE |
| GRACO INC                          | COM             | 384109104 | 1835   | 45545     | SH  | DEFINE |
| GRAINGER W W INC                   | COM             | 384802104 | 530    | 5700      | SH  | DEFINE |
| GRAINGER W W INC                   | COM             | 384802104 | 51178  | 550000    | SH  | DEFINE |
| GRAINGER W W INC                   | COM             | 384802104 | 447    | 4800      | SH  | DEFINE |
| GRANT PRIDECO INC                  | COM             | 38821G101 | 23664  | 439600    | SH  | DEFINE |
| GRANT PRIDECO INC                  | COM             | 38821G101 | 781    | 14515     | SH  | DEFINE |
| GRANT PRIDECO INC                  | COM             | 38821G101 | 4845   | 90000     | SH  | DEFINE |
| GREAT BASIN GOLD LTD               | COM             | 390124105 | 5400   | 2000000   | SH  | DEFINE |
| GREAT PLAINS ENERGY INC            | COM             | 391164100 | 1159   | 39798     | SH  | DEFINE |
| GREATBATCH INC                     | COM             | 39153L106 | 27820  | 858639    | SH  | DEFINE |
| GREATBATCH INC                     | COM             | 39153L106 | 1422   | 43900     | SH  | DEFINE |
| GREENHILL & CO INC                 | COM             | 395259104 | 5143   | 74850     | SH  | DEFINE |
| GREENHILL & CO INC                 | COM             | 395259104 | 179    | 2600      | SH  | DEFINE |
| GRIFFIN LAND & NURSERIES INC       | COM             | 398231100 | 6245   | 173000    | SH  | DEFINE |
| GRUPO AEROPORTUARIO DEL SURESTE SA | SPON ADR SER B  | 40051E202 | 325    | 6170      | SH  | DEFINE |
| GRUPO TELEVISA S A                 | SP ADR REP COM  | 40049J206 | 33     | 1200      | SH  | DEFINE |
| GRUPO TELEVISA S A                 | SP ADR REP COM  | 40049J206 | 10754  | 389500    | SH  | DEFINE |
| GSI GROUP INC                      | COM             | 36229U102 | 22595  | 2308010   | SH  | DEFINE |
| GSI GROUP INC                      | COM             | 36229U102 | 7791   | 795796    | SH  | DEFINE |
| GSI GROUP INC                      | COM             | 36229U102 | 4075   | 416230    | SH  | DEFINE |
| GSI GROUP INC                      | COM             | 36229U102 | 2335   | 238526    | SH  | DEFINE |
| GTSI CORP                          | COM             | 36238K103 | 4083   | 316249    | SH  | DEFINE |
| GUANGSHEN RAILWAY CO LTD           | SPONSORED ADR   | 40065W107 | 1735   | 42900     | SH  | DEFINE |
| GUESS? INC                         | COM             | 401617105 | 2057   | 42817     | SH  | DEFINE |
| GUESS? INC                         | COM             | 401617105 | 19     | 400       | SH  | DEFINE |
| GUESS? INC                         | COM             | 401617105 | 74407  | 1548860   | SH  | DEFINE |
| GUITAR CENTER INC                  | COM             | 402040109 | 4758   | 79560     | SH  | DEFINE |
| GYMBOREE CORP                      | COM             | 403777105 | 15078  | 382600    | SH  | DEFINE |
| H & Q HEALTHCARE INVESTORS FUND    | COM             | 404052102 | 2579   | 150000    | SH  | DEFINE |
| H & R BLOCK INC                    | COM             | 093671105 | 2617   | 112000    | SH  | DEFINE |
| H & R BLOCK INC                    | COM             | 093671105 | 73423  | 3141777   | SH  | DEFINE |
| H & R BLOCK INC                    | COM             | 093671105 | 1105   | 47300     | SH  | DEFINE |
| H J HEINZ CO                       | COM             | 423074103 | 11909  | 250873    | SH  | DEFINE |
| HALLIBURTON CO                     | COM             | 406216101 | 1      | 37        | SH  | DEFINE |
| HALLIBURTON CO                     | COM             | 406216101 | 357    | 10360     | SH  | DEFINE |
| HALLIBURTON CO                     | COM             | 406216101 | 1379   | 39962     | SH  | DEFINE |
| HALLIBURTON CO                     | COM             | 406216101 | 95352  | 2763830   | SH  | DEFINE |
| HALLIBURTON CO                     | COM             | 406216101 | 114    | 3300      | SH  | DEFINE |
| HALLIBURTON CO                     | COM             | 406216101 | 18     | 530       | SH  | DEFINE |
| HANCOCK HOLDING CO                 | COM             | 410120109 | 2658   | 70788     | SH  | DEFINE |
| HANCOCK HOLDING CO                 | COM             | 410120109 | 8805   | 234500    | SH  | DEFINE |
| HANDLEMAN CO                       | COM             | 410252100 | 11339  | 1820000   | SH  | DEFINE |
| HANESBRANDS INC                    | COM             | 410345102 | 3      | 100       | SH  | DEFINE |
| HANESBRANDS INC                    | COM             | 410345102 | 233    | 8626      | SH  | DEFINE |
| HANOVER COMPRESSOR CO              | COM             | 410768105 | 35775  | 1500000   | SH  | DEFINE |
| HANOVER COMPRESSOR CO              | NOTE 4.750% 3/1 | 410768AC9 | 117215 | 119000000 | PRN | DEFINE |
| HANSEN NATURAL CORP                | COM             | 411310105 | 2487   | 57875     | SH  | DEFINE |
| HANSEN NATURAL CORP                | COM             | 411310105 | 19257  | 448050    | SH  | DEFINE |
| HANSEN NATURAL CORP                | COM             | 411310105 | 180212 | 4192920   | SH  | DEFINE |
| HARDINGE INC                       | COM             | 412324303 | 27564  | 810000    | SH  | DEFINE |
| HARLEY-DAVIDSON INC                | COM             | 412822108 | 309178 | 5186680   | SH  | DEFINE |
| HARLEY-DAVIDSON INC                | COM             | 412822108 | 29805  | 500000    | SH  | DEFINE |
| HARLEY-DAVIDSON INC                | COM             | 412822108 | 1056   | 17717     | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| HARLEY-DAVIDSON INC                | COM             | 412822108 | 8380   | 140582   | SH  | DEFINE |
| HARMAN INTERNATIONAL INDUSTRIES IN | COM             | 413086109 | 5      | 46       | SH  | DEFINE |
| HARMAN INTERNATIONAL INDUSTRIES IN | COM             | 413086109 | 392    | 3360     | SH  | DEFINE |
| HARMAN INTERNATIONAL INDUSTRIES IN | COM             | 413086109 | 350    | 3000     | SH  | DEFINE |
| HARMAN INTERNATIONAL INDUSTRIES IN | COM             | 413086109 | 20414  | 174777   | SH  | DEFINE |
| HARMAN INTERNATIONAL INDUSTRIES IN | COM             | 413086109 | 128    | 1100     | SH  | DEFINE |
| HARMAN INTERNATIONAL INDUSTRIES IN | COM             | 413086109 | 20     | 170      | SH  | DEFINE |
| HARMONY GOLD MINING CO LTD         | SPONSORED ADR   | 413216300 | 8562   | 600000   | SH  | DEFINE |
| HARRIS CORP                        | COM             | 413875105 | 3032   | 55573    | SH  | DEFINE |
| HARRIS CORP                        | COM             | 413875105 | 29264  | 536458   | SH  | DEFINE |
| HARRIS CORP                        | COM             | 413875105 | 291028 | 5335068  | SH  | DEFINE |
| HARTE HANKS INC                    | COM             | 416196103 | 1226   | 47750    | SH  | DEFINE |
| HARTFORD FINANCIAL SERVICES GROUP  | COM             | 416515104 | 258614 | 2625252  | SH  | DEFINE |
| HARTFORD FINANCIAL SERVICES GROUP  | COM             | 416515104 | 18458  | 187375   | SH  | DEFINE |
| HARTFORD FINANCIAL SERVICES GROUP  | COM             | 416515104 | 6409   | 65055    | SH  | DEFINE |
| HASBRO INC                         | COM             | 418056107 | 51286  | 1632800  | SH  | DEFINE |
| HAVERTY FURNITURE COS INC          | COM             | 419596101 | 13477  | 1154800  | SH  | DEFINE |
| HAWAIIAN ELECTRIC INC              | COM             | 419870100 | 38     | 1625     | SH  | DEFINE |
| HAWAIIAN ELECTRIC INC              | COM             | 419870100 | 55435  | 2340000  | SH  | DEFINE |
| HEADWATERS INC                     | COM             | 42210P102 | 17     | 1000     | SH  | DEFINE |
| HEADWATERS INC                     | COM             | 42210P102 | 1900   | 110000   | SH  | DEFINE |
| HEADWATERS INC                     | NOTE 2.875% 6/0 | 42210PAB8 | 11060  | 12120000 | PRN | DEFINE |
| HEALTH MANAGEMENT ASSOCIATES INC   | COM             | 421933102 | 1211   | 106610   | SH  | DEFINE |
| HEALTH MANAGEMENT ASSOCIATES INC   | COM             | 421933102 | 163    | 14387    | SH  | DEFINE |
| HEALTH MANAGEMENT ASSOCIATES INC   | COM             | 421933102 | 2039   | 179490   | SH  | DEFINE |
| HEALTH NET INC                     | COM             | 42222G108 | 388    | 7340     | SH  | DEFINE |
| HEALTH NET INC                     | COM             | 42222G108 | 26     | 500      | SH  | DEFINE |
| HEALTH NET INC                     | COM             | 42222G108 | 8080   | 153030   | SH  | DEFINE |
| HEALTH NET INC                     | COM             | 42222G108 | 20     | 370      | SH  | DEFINE |
| HEALTHCARE SERVICES GROUP INC      | COM             | 421906108 | 11557  | 391750   | SH  | DEFINE |
| HEALTHCARE SERVICES GROUP INC      | COM             | 421906108 | 13207  | 447695   | SH  | DEFINE |
| HEALTHSOUTH CORP                   | COM             | 421924309 | 6431   | 355109   | SH  | DEFINE |
| HEALTHWAYS INC                     | COM             | 422245100 | 6149   | 129800   | SH  | DEFINE |
| HEALTHWAYS INC                     | COM             | 422245100 | 15608  | 329500   | SH  | DEFINE |
| HEALTHWAYS INC                     | COM             | 422245100 | 152    | 3200     | SH  | DEFINE |
| HEARTLAND PAYMENT SYSTEMS INC      | COM             | 42235N108 | 6661   | 227105   | SH  | DEFINE |
| HEARTLAND PAYMENT SYSTEMS INC      | COM             | 42235N108 | 16478  | 561800   | SH  | DEFINE |
| HELEN OF TROY LTD                  | COM             | G4388N106 | 243    | 9000     | SH  | DEFINE |
| HELICOS BIOSCIENCES CORP           | COM             | 42326R109 | 8282   | 914100   | SH  | DEFINE |
| CAL DIVE INTL INC                  | NOTE 3.250%12/1 | 127914AB5 | 14488  | 10000000 | PRN | DEFINE |
| HELIX ENERGY SOLUTIONS GROUP       | COM             | 42330P107 | 49466  | 1239445  | SH  | DEFINE |
| HELIX ENERGY SOLUTIONS GROUP       | COM             | 42330P107 | 12842  | 321770   | SH  | DEFINE |
| HELIX ENERGY SOLUTIONS GROUP       | COM             | 42330P107 | 109973 | 2755529  | SH  | DEFINE |
| HENRY SCHEIN INC                   | COM             | 806407102 | 269    | 5040     | SH  | DEFINE |
| HENRY SCHEIN INC                   | COM             | 806407102 | 56846  | 1063940  | SH  | DEFINE |
| HERCULES OFFSHORE INC              | COM             | 427093109 | 3      | 94       | SH  | DEFINE |
| HERCULES OFFSHORE INC              | COM             | 427093109 | 5234   | 161650   | SH  | DEFINE |
| HERMAN MILLER INC                  | COM             | 600544100 | 923    | 29219    | SH  | DEFINE |
| HERMAN MILLER INC                  | COM             | 600544100 | 46     | 1450     | SH  | DEFINE |
| HERMAN MILLER INC                  | COM             | 600544100 | 15073  | 477000   | SH  | DEFINE |
| HESS CORP                          | COM             | 42809H107 | 1398   | 23705    | SH  | DEFINE |
| HEWLETT PACKARD CO                 | COM             | 428236103 | 3998   | 89600    | SH  | DEFINE |
| HEWLETT PACKARD CO                 | COM             | 428236103 | 311    | 6974     | SH  | DEFINE |
| HEWLETT PACKARD CO                 | COM             | 428236103 | 51592  | 1156250  | SH  | DEFINE |
| HEWLETT PACKARD CO                 | COM             | 428236103 | 22442  | 502967   | SH  | DEFINE |
| HEWLETT PACKARD CO                 | COM             | 428236103 | 78776  | 1765490  | SH  | DEFINE |
| HIBBETT SPORTS INC                 | COM             | 428567101 | 15757  | 575500   | SH  | DEFINE |
| HILLENBRAND INDUSTRIES INC         | COM             | 431573104 | 208475 | 3207314  | SH  | DEFINE |
| HILLENBRAND INDUSTRIES INC         | COM             | 431573104 | 205595 | 3163004  | SH  | DEFINE |
| HILLENBRAND INDUSTRIES INC         | COM             | 431573104 | 1677   | 25800    | SH  | DEFINE |
| HILTON HOTELS CORP                 | COM             | 432848109 | 2037   | 60870    | SH  | DEFINE |
| HILTON HOTELS CORP                 | COM             | 432848109 | 172    | 5150     | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                  |       |            |           |        |          |     |        |
|----------------------------------|-------|------------|-----------|--------|----------|-----|--------|
| HILTON HOTELS CORP               | COM   |            | 432848109 | 81873  | 2446158  | SH  | DEFINE |
| HILTON HOTELS CORP               | NOTE  | 3.375% 4/1 | 432848AZ2 | 15868  | 10500000 | PRN | DEFINE |
| HITTITE MICROWAVE                | COM   |            | 43365Y104 | 15068  | 352630   | SH  | DEFINE |
| HLTH CORP                        | COM   |            | 40422Y101 | 1164   | 83116    | SH  | DEFINE |
| HLTH CORP                        | COM   |            | 40422Y101 | 27     | 1948     | SH  | DEFINE |
| HLTH CORP                        | COM   |            | 40422Y101 | 29210  | 2084970  | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 1434   | 36450    | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 590438 | 15004782 | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 1728   | 43909    | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 2153   | 54705    | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 33424  | 849415   | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 57193  | 1453440  | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 193    | 4900     | SH  | DEFINE |
| HOME DEPOT INC                   | COM   |            | 437076102 | 37     | 930      | SH  | DEFINE |
| HONDA MOTOR CO LTD               | AMERN | SHS        | 438128308 | 2270   | 62560    | SH  | DEFINE |
| HONEYWELL INTERNATIONAL INC      | COM   |            | 438516106 | 1294   | 22986    | SH  | DEFINE |
| HONEYWELL INTERNATIONAL INC      | COM   |            | 438516106 | 472    | 8382     | SH  | DEFINE |
| HONEYWELL INTERNATIONAL INC      | COM   |            | 438516106 | 29547  | 524994   | SH  | DEFINE |
| HONEYWELL INTERNATIONAL INC      | COM   |            | 438516106 | 32704  | 581100   | SH  | DEFINE |
| HOOKER FURNITURE CORP            | COM   |            | 439038100 | 45762  | 2039306  | SH  | DEFINE |
| HORNBECK OFFSHORE SERVICES INC   | COM   |            | 440543106 | 5694   | 146893   | SH  | DEFINE |
| HORNBECK OFFSHORE SERVICES INC   | COM   |            | 440543106 | 7612   | 196400   | SH  | DEFINE |
| HORNBECK OFFSHORE SERVICES INC   | COM   |            | 440543106 | 2326   | 60000    | SH  | DEFINE |
| HOSPIRA INC                      | COM   |            | 441060100 | 1562   | 40000    | SH  | DEFINE |
| HOSPIRA INC                      | COM   |            | 441060100 | 1236   | 31666    | SH  | DEFINE |
| HOSPITALITY PROPERTIES TRUST     | COM   |            | 44106M102 | 803    | 19350    | SH  | DEFINE |
| HOST HOTELS & RESORTS INC        | COM   |            | 44107P104 | 15     | 645      | SH  | DEFINE |
| HOST HOTELS & RESORTS INC        | COM   |            | 44107P104 | 5197   | 224766   | SH  | DEFINE |
| HOST HOTELS & RESORTS INC        | COM   |            | 44107P104 | 44937  | 1943650  | SH  | DEFINE |
| HOT TOPIC INC                    | COM   |            | 441339108 | 22356  | 2056700  | SH  | DEFINE |
| HOUSTON WIRE & CABLE CO          | COM   |            | 44244K109 | 4648   | 163600   | SH  | DEFINE |
| HOVNANIAN ENTERPRISES INC        | COM   |            | 442487203 | 5888   | 356200   | SH  | DEFINE |
| HSBC HOLDINGS PLC                | SPON  | ADR NEW    | 404280406 | 1949   | 21235    | SH  | DEFINE |
| HSBC HOLDINGS PLC                | SPON  | ADR NEW    | 404280406 | 30598  | 333424   | SH  | DEFINE |
| HSBC HOLDINGS PLC                | SPON  | ADR NEW    | 404280406 | 1407   | 15333    | SH  | DEFINE |
| HSBC HOLDINGS PLC                | SPON  | ADR NEW    | 404280406 | 18508  | 201680   | SH  | DEFINE |
| HSBC HOLDINGS PLC                | SPON  | ADR NEW    | 404280406 | 7800   | 84990    | SH  | DEFINE |
| HUANENG POWER INTERNATIONAL INC  | SPON  | ADR H SHS  | 443304100 | 395    | 8500     | SH  | DEFINE |
| HUB GROUP INC                    | COM   |            | 443320106 | 8478   | 241120   | SH  | DEFINE |
| HUB GROUP INC                    | COM   |            | 443320106 | 320    | 9100     | SH  | DEFINE |
| HUBBELL INC                      | COM   |            | 443510201 | 1071   | 19745    | SH  | DEFINE |
| HUDSON CITY BANCORP INC          | COM   |            | 443683107 | 10998  | 900000   | SH  | DEFINE |
| HUDSON CITY BANCORP INC          | COM   |            | 443683107 | 376010 | 30770042 | SH  | DEFINE |
| HUDSON CITY BANCORP INC          | COM   |            | 443683107 | 643    | 52624    | SH  | DEFINE |
| HUMAN GENOME SCIENCES INC        | COM   |            | 444903108 | 71     | 8000     | SH  | DEFINE |
| HUMAN GENOME SCIENCES INC        | COM   |            | 444903108 | 3101   | 347700   | SH  | DEFINE |
| HUNT (JB) TRANSPORT SERVICES INC | COM   |            | 445658107 | 10687  | 364500   | SH  | DEFINE |
| HUNT (JB) TRANSPORT SERVICES INC | COM   |            | 445658107 | 4      | 132      | SH  | DEFINE |
| HUNT (JB) TRANSPORT SERVICES INC | COM   |            | 445658107 | 67440  | 2300127  | SH  | DEFINE |
| HUNTSMAN CORP                    | PFD   | MND CV 5%  | 447011206 | 25408  | 515900   | SH  | DEFINE |
| HURON CONSULTING GROUP INC       | COM   |            | 447462102 | 6106   | 83632    | SH  | DEFINE |
| HURON CONSULTING GROUP INC       | COM   |            | 447462102 | 25685  | 351800   | SH  | DEFINE |
| IAC/INTERACTIVECORP              | COM   |            | 44919P300 | 10386  | 300100   | SH  | DEFINE |
| IAC/INTERACTIVECORP              | COM   |            | 44919P300 | 121    | 3500     | SH  | DEFINE |
| IAMGOLD CORP                     | COM   |            | 450913108 | 10512  | 1282000  | SH  | DEFINE |
| IBERIABANK CORP                  | COM   |            | 450828108 | 211    | 4243     | SH  | DEFINE |
| ICICI BANK LTD                   | ADR   |            | 45104G104 | 43601  | 887096   | SH  | DEFINE |
| ICICI BANK LTD                   | ADR   |            | 45104G104 | 9308   | 189377   | SH  | DEFINE |
| ICICI BANK LTD                   | ADR   |            | 45104G104 | 14708  | 299240   | SH  | DEFINE |
| ICICI BANK LTD                   | ADR   |            | 45104G104 | 49     | 989      | SH  | DEFINE |
| IDACORP INC                      | COM   |            | 451107106 | 5607   | 175000   | SH  | DEFINE |
| IDACORP INC                      | COM   |            | 451107106 | 10     | 300      | SH  | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| IDEARC INC                         | COM             | 451663108 | 0      | 10       | SH  | DEFINE |
| IDEARC INC                         | COM             | 451663108 | 641    | 18151    | SH  | DEFINE |
| ILLINOIS TOOL WORKS INC            | COM             | 452308109 | 11239  | 207400   | SH  | DEFINE |
| ILLINOIS TOOL WORKS INC            | COM             | 452308109 | 54190  | 1000000  | SH  | DEFINE |
| ILLINOIS TOOL WORKS INC            | COM             | 452308109 | 5739   | 105907   | SH  | DEFINE |
| IMPERIAL OIL LTD                   | COM             | 453038408 | 35368  | 713216   | SH  | DEFINE |
| IMPERIAL OIL LTD                   | COM             | 453038408 | 738    | 15900    | SH  | DEFINE |
| IMS HEALTH INC                     | COM             | 449934108 | 16065  | 500000   | SH  | DEFINE |
| IMS HEALTH INC                     | COM             | 449934108 | 1869   | 58161    | SH  | DEFINE |
| IMS HEALTH INC                     | COM             | 449934108 | 18181  | 565850   | SH  | DEFINE |
| INDEVUS PHARMACEUTICALS INC        | COM             | 454072109 | 6198   | 920950   | SH  | DEFINE |
| INDEVUS PHARMACEUTICALS INC        | COM             | 454072109 | 8659   | 1286600  | SH  | DEFINE |
| INDIA FUND INC                     | COM             | 454089103 | 1938   | 44410    | SH  | DEFINE |
| INFINEON TECHNOLOGIES AG           | SPONSORED ADR   | 45662N103 | 14046  | 849724   | SH  | DEFINE |
| INFINEON TECHNOLOGIES AG           | SPONSORED ADR   | 45662N103 | 42919  | 2596443  | SH  | DEFINE |
| INFINEON TECHNOLOGIES AG           | SPONSORED ADR   | 45662N103 | 1      | 72       | SH  | DEFINE |
| INFOSYS TECHNOLOGIES LTD           | SPONSORED ADR   | 456788108 | 5015   | 99535    | SH  | DEFINE |
| INFOSYS TECHNOLOGIES LTD           | SPONSORED ADR   | 456788108 | 8503   | 168770   | SH  | DEFINE |
| ING GROEP NV                       | SPONSORED ADR   | 456837103 | 1851   | 42095    | SH  | DEFINE |
| ING GROEP NV                       | SPONSORED ADR   | 456837103 | 33017  | 750904   | SH  | DEFINE |
| ING GROEP NV                       | SPONSORED ADR   | 456837103 | 5719   | 130074   | SH  | DEFINE |
| ING GROEP NV                       | SPONSORED ADR   | 456837103 | 3001   | 68260    | SH  | DEFINE |
| INGERSOLL RAND CO                  | COM             | G4776G101 | 433    | 7900     | SH  | DEFINE |
| INGERSOLL RAND CO                  | COM             | G4776G101 | 54930  | 1002000  | SH  | DEFINE |
| INGERSOLL RAND CO                  | COM             | G4776G101 | 2302   | 41983    | SH  | DEFINE |
| INPUT/OUTPUT INC                   | COM             | 457652105 | 2518   | 161320   | SH  | DEFINE |
| INPUT/OUTPUT INC                   | COM             | 457652105 | 17541  | 1123680  | SH  | DEFINE |
| INPUT/OUTPUT INC                   | COM             | 457652105 | 16     | 1000     | SH  | DEFINE |
| INPUT/OUTPUT INC                   | COM             | 457652105 | 4475   | 286660   | SH  | DEFINE |
| INPUT/OUTPUT INC                   | COM             | 457652105 | 4501   | 288357   | SH  | DEFINE |
| INSPIRE PHARMACEUTICALS INC        | COM             | 457733103 | 5177   | 819161   | SH  | DEFINE |
| INSTEEL INDUSTRIES INC             | COM             | 45774W108 | 2242   | 124560   | SH  | DEFINE |
| INSURED MUNICIPAL INCOME FUND      | COM             | 45809F104 | 171    | 13000    | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 1901   | 80000    | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 3377   | 142138   | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 23047  | 970000   | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 3217   | 135380   | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 85654  | 3604974  | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 668577 | 28138760 | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 371    | 15600    | SH  | DEFINE |
| INTEL CORP                         | COM             | 458140100 | 59     | 2470     | SH  | DEFINE |
| INTEL CORP                         | SDCV 2.950%12/1 | 458140AD2 | 26642  | 27750000 | PRN | DEFINE |
| INTERCONTINENTALEXCHANGE INC       | COM             | 45865V100 | 4308   | 29140    | SH  | DEFINE |
| INTERCONTINENTALEXCHANGE INC       | COM             | 45865V100 | 355    | 2400     | SH  | DEFINE |
| INTERMEC INC.                      | COM             | 458786100 | 11806  | 466453   | SH  | DEFINE |
| INTERMEC INC.                      | COM             | 458786100 | 26     | 1041     | SH  | DEFINE |
| INTERMUNE INC                      | COM             | 45884X103 | 1686   | 65000    | SH  | DEFINE |
| INTERNAP NETWORK SERVICES CORP     | COM             | 45885A300 | 67     | 4663     | SH  | DEFINE |
| INTERNAP NETWORK SERVICES CORP     | COM             | 45885A300 | 1884   | 130625   | SH  | DEFINE |
| INTERNAP NETWORK SERVICES CORP     | COM             | 45885A300 | 72010  | 4993748  | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 14153  | 134470   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 163489 | 1553335  | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 1297   | 12320    | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 61045  | 580000   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 6660   | 63280    | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 144125 | 1369360  | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 27966  | 265710   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 274    | 2600     | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHINES CO | COM             | 459200101 | 46     | 440      | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOGY      | COM             | 459902102 | 7462   | 187964   | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOGY      | COM             | 459902102 | 27210  | 685380   | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOGY      | COM             | 459902102 | 278    | 7000     | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| INTERNATIONAL GAME TECHNOLOGY      | COM             | 459902102 | 873    | 22000    | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 497792 | 12747553 | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 6425   | 164530   | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 634766 | 16255199 | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 1      | 21       | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 1209   | 30961    | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 435    | 11130    | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 9530   | 244042   | SH  | DEFINE |
| INTERNATIONAL PAPER CO             | COM             | 460146103 | 93     | 2390     | SH  | DEFINE |
| INTERNATIONAL POWER PLC            | SPONSORED ADR   | 46018M104 | 1742   | 20446    | SH  | DEFINE |
| INTERNATIONAL POWER PLC            | SPONSORED ADR   | 46018M104 | 2      | 27       | SH  | DEFINE |
| INTERNATIONAL ROYALTY CORP         | COM             | 460277106 | 17018  | 2477100  | SH  | DEFINE |
| INTERNATIONAL SHIPHOLDING CORP     | COM             | 460321201 | 9562   | 474800   | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 577091 | 50621974 | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 22712  | 1992304  | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 1185   | 103990   | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 655    | 57428    | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 1167   | 102410   | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 5621   | 493100   | SH  | DEFINE |
| INTERPUBLIC GROUP OF COMPANIES INC | COM             | 460690100 | 60919  | 5343768  | SH  | DEFINE |
| INTERSIL CORP                      | COM             | 46069S109 | 1020   | 32428    | SH  | DEFINE |
| INTERSIL CORP                      | COM             | 46069S109 | 68676  | 2182955  | SH  | DEFINE |
| INTERTAPE POLYMER GROUP INC        | COM             | 460919103 | 1125   | 250000   | SH  | DEFINE |
| INTERTAPE POLYMER GROUP INC        | COM             | 460919103 | 4461   | 933182   | SH  | DEFINE |
| INTERVOICE INC                     | COM             | 461142101 | 18769  | 2253165  | SH  | DEFINE |
| INTL FLAVORS & FRAGRANCES INC      | COM             | 459506101 | 240    | 4600     | SH  | DEFINE |
| INTUIT INC                         | COM             | 461202103 | 2497   | 83000    | SH  | DEFINE |
| INTUITIVE SURGICAL INC             | COM             | 46120E602 | 839    | 6047     | SH  | DEFINE |
| INTUITIVE SURGICAL INC             | COM             | 46120E602 | 1146   | 8260     | SH  | DEFINE |
| INVESTMENT TECHNOLOGY GROUP INC    | COM             | 46145F105 | 2      | 40       | SH  | DEFINE |
| INVESTMENT TECHNOLOGY GROUP INC    | COM             | 46145F105 | 8646   | 199540   | SH  | DEFINE |
| INVESTTOOLS INC                    | COM             | 46145P103 | 4488   | 450600   | SH  | DEFINE |
| INVESTORS FINANCIAL SERVICES CORP  | COM             | 461915100 | 202803 | 3288518  | SH  | DEFINE |
| INVITROGEN CORP                    | COM             | 46185R100 | 920    | 12480    | SH  | DEFINE |
| INVITROGEN CORP                    | COM             | 46185R100 | 2223   | 30139    | SH  | DEFINE |
| INVITROGEN CORP                    | COM             | 46185R100 | 1556   | 21100    | SH  | DEFINE |
| INVITROGEN CORP                    | NOTE 3.250% 6/1 | 46185RAM2 | 317    | 310000   | PRN | DEFINE |
| IOMAI CORP                         | COM             | 46202P103 | 629    | 345400   | SH  | DEFINE |
| IPC HOLDINGS LTD                   | COM             | G4933P101 | 115847 | 3587700  | SH  | DEFINE |
| IPC HOLDINGS LTD                   | COM             | G4933P101 | 20529  | 635770   | SH  | DEFINE |
| IPSCO INC                          | COM             | 462622101 | 8926   | 53000    | SH  | DEFINE |
| IRON MOUNTAIN INC                  | COM             | 462846106 | 8324   | 318564   | SH  | DEFINE |
| IRWIN FINANCIAL CORP               | COM             | 464119106 | 12609  | 842260   | SH  | DEFINE |
| IRWIN FINANCIAL CORP               | COM             | 464119106 | 2772   | 185165   | SH  | DEFINE |
| ISHARES TR COM                     | COHEN&ST RLTY   | 464287564 | 669    | 7392     | SH  | DEFINE |
| ISHARES COMEX GOLD TRUST           | ISHARES         | 464285105 | 232    | 3600     | SH  | DEFINE |
| ISHARES TR                         | FTSE XNHUA IDX  | 464287184 | 3693   | 28658    | SH  | DEFINE |
| ISHARES TR                         | 1-3 YR TRS BD   | 464287457 | 282    | 3524     | SH  | DEFINE |
| ISHARES TR                         | LEHMAN AGG BND  | 464287226 | 550    | 5588     | SH  | DEFINE |
| ISHARES TR                         | 7-10 YR TRS BD  | 464287440 | 497    | 6135     | SH  | DEFINE |
| ISHARES TR                         | MSCI EAFE IDX   | 464287465 | 28400  | 351612   | SH  | DEFINE |
| ISHARES TR                         | MSCI EMERG MKT  | 464287234 | 42210  | 320625   | SH  | DEFINE |
| ISHARES INC                        | MSCI HONG KONG  | 464286871 | 1305   | 76300    | SH  | DEFINE |
| ISHARES INC                        | MSCI JAPAN      | 464286848 | 1283   | 88454    | SH  | DEFINE |
| ISHARES TR                         | RUSSELL1000VAL  | 464287598 | 260    | 3000     | SH  | DEFINE |
| ISHARES TR                         | S&P EURO PLUS   | 464287861 | 244    | 2100     | SH  | DEFINE |
| ISHARES TR                         | S&P 500 INDEX   | 464287200 | 11987  | 79648    | SH  | DEFINE |
| ISHARES TR                         | S&P MIDCAP 400  | 464287507 | 2029   | 22735    | SH  | DEFINE |
| ISHARES TR                         | S&P SMLCAP 600  | 464287804 | 568    | 7983     | SH  | DEFINE |
| ISHARES TR                         | S&P/TOPIX 150   | 464287382 | 230    | 1800     | SH  | DEFINE |
| ISHARES TR                         | RUSL 2000 VALU  | 464287630 | 2528   | 30700    | SH  | DEFINE |
| ISHARES TR                         | DJ SEL DIV INX  | 464287168 | 4434   | 61694    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| ISHARES TR                         | RUSSELL 2000    | 464287655 | 416    | 5018     | SH  | DEFINE |
| ISHARES TR                         | DJ US UTILS     | 464287697 | 508    | 5275     | SH  | DEFINE |
| ISHARES TR                         | US TIPS BD FD   | 464287176 | 2756   | 27849    | SH  | DEFINE |
| ISTA PHARMACEUTICALS INC           | COM             | 45031X204 | 2542   | 344400   | SH  | DEFINE |
| ISTAR FINANCIAL INC                | COM             | 45031U101 | 2200   | 49622    | SH  | DEFINE |
| ISTAR FINANCIAL INC                | COM             | 45031U101 | 487    | 10980    | SH  | DEFINE |
| ISTAR FINANCIAL INC                | COM             | 45031U101 | 117465 | 2649780  | SH  | DEFINE |
| ISTAR FINANCIAL INC                | COM             | 45031U101 | 2797   | 63100    | SH  | DEFINE |
| ISTAR FINANCIAL INC                | COM             | 45031U101 | 762    | 17200    | SH  | DEFINE |
| ISTAR FINANCIAL INC                | COM             | 45031U101 | 12350  | 278594   | SH  | DEFINE |
| ITLA CAPITAL CORP                  | COM             | 450565106 | 23235  | 445796   | SH  | DEFINE |
| ITRON INC                          | COM             | 465741106 | 10170  | 130480   | SH  | DEFINE |
| ITT CORP                           | COM             | 450911102 | 2374   | 34774    | SH  | DEFINE |
| IVANHOE MINES LTD                  | COM             | 46579N103 | 1137   | 75300    | SH  | DEFINE |
| IVANHOE MINES LTD                  | COM             | 46579N103 | 7399   | 490000   | SH  | DEFINE |
| IVAX CORP                          | NOTE 4.500% 5/1 | 465823AG7 | 5106   | 5000000  | PRN | DEFINE |
| IXIA                               | COM             | 45071R109 | 21202  | 2289605  | SH  | DEFINE |
| IXIA                               | COM             | 45071R109 | 26600  | 2872620  | SH  | DEFINE |
| JACOBS ENGINEERING GROUP           | COM             | 469814107 | 2398   | 41700    | SH  | DEFINE |
| JARDEN CORP                        | COM             | 471109108 | 9593   | 223050   | SH  | DEFINE |
| JARDEN CORP                        | COM             | 471109108 | 280    | 6500     | SH  | DEFINE |
| JER INVESTORS TRUST                | COM             | 46614H301 | 6838   | 455880   | SH  | DEFINE |
| JER INVESTORS TRUST                | COM             | 46614H301 | 848    | 56500    | SH  | DEFINE |
| JER INVESTORS TRUST                | COM             | 46614H301 | 1625   | 108300   | SH  | DEFINE |
| JER INVESTORS TRUST                | COM             | 46614H301 | 483    | 32200    | SH  | DEFINE |
| JER INVESTORS TRUST                | COM             | 46614H301 | 7332   | 488769   | SH  | DEFINE |
| JETBLUE AIRWAYS CORP               | DBCV 3.750% 3/1 | 477143AC5 | 14794  | 15000000 | PRN | DEFINE |
| JOHN B SANFILIPPO & SON INC        | COM             | 800422107 | 2145   | 195000   | SH  | DEFINE |
| JOHN HANCOCK BANK & THRIFT OPPORTU | COM             | 409735107 | 14966  | 1650000  | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 104834 | 1701300  | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 3255   | 52830    | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 2499   | 40557    | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 66611  | 1081000  | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 35916  | 582864   | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 134818 | 2187890  | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 676717 | 10982108 | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 511    | 8300     | SH  | DEFINE |
| JOHNSON & JOHNSON                  | COM             | 478160104 | 80     | 1300     | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 3494   | 30180    | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 2      | 17       | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 46308  | 400000   | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 32     | 275      | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 405    | 3500     | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 18710  | 161610   | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 185    | 1600     | SH  | DEFINE |
| JOHNSON CONTROLS INC               | COM             | 478366107 | 27     | 230      | SH  | DEFINE |
| JONES LANG LASALLE INC             | COM             | 48020Q107 | 2006   | 17678    | SH  | DEFINE |
| JONES LANG LASALLE INC             | COM             | 48020Q107 | 1137   | 10020    | SH  | DEFINE |
| JONES LANG LASALLE INC             | COM             | 48020Q107 | 159042 | 1401248  | SH  | DEFINE |
| JOY GLOBAL INC                     | COM             | 481165108 | 1717   | 29429    | SH  | DEFINE |
| JOY GLOBAL INC                     | COM             | 481165108 | 2646   | 45365    | SH  | DEFINE |
| JOY GLOBAL INC                     | COM             | 481165108 | 99449  | 1704940  | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 6778   | 139896   | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 11983  | 247319   | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 2913   | 60117    | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 24094  | 497287   | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 47468  | 979735   | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 497893 | 10276430 | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 1173   | 24202    | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 71400  | 1473677  | SH  | DEFINE |
| JPMORGAN CHASE & CO                | COM             | 46625H100 | 27     | 560      | SH  | DEFINE |
| JUNIPER NETWORKS INC               | COM             | 48203R104 | 1825   | 72510    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |               |         |          |     |             |
|------------------------------------|----------------|---------------|---------|----------|-----|-------------|
| JUNIPER NETWORKS INC               | COM            | 48203R104     | 828     | 32900    | SH  | DEFINE      |
| JUNIPER NETWORKS INC               | COM            | 48203R104     | 3711    | 147418   | SH  | DEFINE      |
| JUNIPER NETWORKS INC               | COM            | 48203R104     | 197881  | 7861780  | SH  | DEFINE      |
| JUNIPER NETWORKS INC               | COM            | 48203R104     | 234     | 9300     | SH  | DEFINE      |
| JUNIPER NETWORKS INC               | COM            | 48203R104     | 35      | 1390     | SH  | DEFINE      |
| JUNIPER NETWORKS INC               | NOTE           | 6/1 48203RAC8 | 2201500 | 17000000 | PRN | DEFINE      |
| K-SWISS INC                        | COM            | 482686102     | 1685    | 59490    | SH  | DEFINE      |
| K2 INC                             | COM            | 482732104     | 18320   | 1206030  | SH  | DEFINE      |
| KANSAS CITY LIFE INSURANCE CO      | COM            | 484836101     | 13915   | 299112   | SH  | DEFINE      |
| KANSAS CITY LIFE INSURANCE CO      | COM            | 484836101     | 93      | 2000     | SH  | DEFINE      |
| KANSAS CITY SOUTHERN               | COM            | 485170302     | 46133   | 1228900  | SH  | DEFINE      |
| KANSAS CITY SOUTHERN               | COM            | 485170302     | 3       | 80       | SH  | DEFINE      |
| KANSAS CITY SOUTHERN               | COM            | 485170302     | 23      | 600      | SH  | DEFINE      |
| KAYDON CORP                        | COM            | 486587108     | 6666    | 127900   | SH  | DEFINE      |
| KB HOME                            | COM            | 48666K109     | 29      | 725      | SH  | DEFINE      |
| KB HOME                            | COM            | 48666K109     | 1404    | 35670    | SH  | DEFINE      |
| KB HOME                            | COM            | 48666K109     | 56319   | 1430500  | SH  | DEFINE      |
| KBR INC                            | COM            | 48242W106     | 530     | 20196    | SH  | DEFINE      |
| KELLOGG CO                         | COM            | 487836108     | 984     | 19000    | SH  | DEFINE      |
| KELLWOOD CO                        | COM            | 488044108     | 22102   | 786000   | SH  | DEFINE      |
| KELLWOOD CO                        | COM            | 488044108     | 28489   | 1013110  | SH  | DEFINE      |
| KELLY SERVICES INC                 | COM            | 488152208     | 59115   | 2152750  | SH  | DEFINE      |
| KENEXA CORPORATION                 | COM            | 488879107     | 20556   | 545100   | SH  | DEFINE      |
| KENNAMETAL INC                     | COM            | 489170100     | 59029   | 719600   | SH  | DEFINE      |
| KENNAMETAL INC                     | COM            | 489170100     | 6       | 76       | SH  | DEFINE      |
| KENNAMETAL INC                     | COM            | 489170100     | 6339    | 77275    | SH  | DEFINE      |
| KERYX BIOPHARMACEUTICALS INC       | COM            | 492515101     | 5018    | 513627   | SH  | DEFINE      |
| KERYX BIOPHARMACEUTICALS INC       | COM            | 492515101     | 34809   | 3562830  | SH  | DEFINE      |
| KEYCORP                            | COM            | 493267108     | 406     | 11833    | SH  | DEFINE      |
| KEYSPAN CORP                       | COM            | 49337W100     | 249605  | 5945798  | SH  | DEFINE      |
| KEYSPAN CORP                       | COM            | 49337W100     | 369     | 8789     | SH  | DEFINE      |
| KEYSTONE AUTOMOTIVE INDUSTRIES INC | COM            | 49338N109     | 10384   | 251009   | SH  | DEFINE      |
| KIMBERLY-CLARK CORP                | COM            | 494368103     | 7773    | 116200   | SH  | DEFINE      |
| KIMBERLY-CLARK CORP                | COM            | 494368103     | 4194    | 62704    | SH  | DEFINE      |
| KIMCO REALTY CORP                  | COM            | 49446R109     | 13      | 335      | SH  | DEFINE      |
| KIMCO REALTY CORP                  | COM            | 49446R109     | 1694    | 44500    | SH  | DEFINE      |
| KIMCO REALTY CORP                  | COM            | 49446R109     | 30030   | 788800   | SH  | DEFINE      |
| KINDER MORGAN ENERGY PARTNERS LP   | UT LTD PARTNER | 494550106     | 9447    | 171168   | SH  | DEFINE      |
| KINDRED HEALTHCARE INC             | COM            | 494580103     | 8198    | 266856   | SH  | DEFINE      |
| KINDRED HEALTHCARE INC             | COM            | 494580903     | 1175    | 40250    | SH  | CALL DEFINE |
| KINDRED HEALTHCARE INC             | COM            | 494580103     | 220612  | 7559334  | SH  | DEFINE      |
| KINGSWAY FINANCIAL SERVICES INC    | COM            | 496904103     | 104765  | 5248753  | SH  | DEFINE      |
| KINROSS GOLD CORP                  | COM            | 496902404     | 146     | 12500    | SH  | DEFINE      |
| KINROSS GOLD CORP                  | COM            | 496902404     | 43526   | 3513012  | SH  | DEFINE      |
| KITE REALTY GROUP TRUST            | COM            | 49803T102     | 7       | 390      | SH  | DEFINE      |
| KITE REALTY GROUP TRUST            | COM            | 49803T102     | 31663   | 1664700  | SH  | DEFINE      |
| KKR FINANCIAL HOLDINGS LLC         | COM            | 48248A306     | 80      | 3200     | SH  | DEFINE      |
| KKR FINANCIAL HOLDINGS LLC         | COM            | 48248A306     | 712     | 28600    | SH  | DEFINE      |
| KKR FINANCIAL HOLDINGS LLC         | COM            | 48248A306     | 110     | 4400     | SH  | DEFINE      |
| KKR FINANCIAL HOLDINGS LLC         | COM            | 48248A306     | 3277    | 131543   | SH  | DEFINE      |
| KLA-TENCOR CORP                    | COM            | 482480100     | 1       | 13       | SH  | DEFINE      |
| KLA-TENCOR CORP                    | COM            | 482480100     | 1923    | 35000    | SH  | DEFINE      |
| KLA-TENCOR CORP                    | COM            | 482480100     | 486     | 8838     | SH  | DEFINE      |
| KLA-TENCOR CORP                    | COM            | 482480100     | 44937   | 817780   | SH  | DEFINE      |
| KLA-TENCOR CORP                    | COM            | 482480100     | 19      | 340      | SH  | DEFINE      |
| KNIGHT TRANSPORTATION INC          | COM            | 499064103     | 14715   | 759300   | SH  | DEFINE      |
| KNOT INC                           | COM            | 499184109     | 4386    | 217260   | SH  | DEFINE      |
| KNOT INC                           | COM            | 499184109     | 143     | 7100     | SH  | DEFINE      |
| KODIAK OIL & GAS CORP              | COM            | 50015Q100     | 6       | 1100     | SH  | DEFINE      |
| KODIAK OIL & GAS CORP              | COM            | 50015Q100     | 4350    | 750000   | SH  | DEFINE      |
| KOHL'S CORP                        | COM            | 500255104     | 2810    | 39563    | SH  | DEFINE      |
| KOHL'S CORP                        | COM            | 500255104     | 9894    | 139291   | SH  | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |        |          |    |        |
|------------------------------------|---------------|-----------|--------|----------|----|--------|
| KOHLBERG CAPITAL CORP              | COM           | 500233101 | 9275   | 500000   | SH | DEFINE |
| KOHLBERG CAPITAL CORP              | COM           | 500233101 | 6359   | 342786   | SH | DEFINE |
| KOHLBERG CAPITAL CORP              | COM           | 500233101 | 12899  | 695339   | SH | DEFINE |
| KONGZHONG CORP                     | SPONSORED ADR | 50047P104 | 1224   | 235795   | SH | DEFINE |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NY REG SH NEW | 500472303 | 18464  | 436294   | SH | DEFINE |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NY REG SH NEW | 500472303 | 36063  | 852162   | SH | DEFINE |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NY REG SH NEW | 500472303 | 3      | 68       | SH | DEFINE |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NY REG SH NEW | 500472303 | 734    | 17355    | SH | DEFINE |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NY REG SH NEW | 500472303 | 13633  | 322134   | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 84961  | 968550   | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 213183 | 2430261  | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 23648  | 269585   | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 15595  | 177780   | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 526    | 6000     | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 943    | 10747    | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 1669   | 19027    | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 7352   | 83807    | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 5788   | 65979    | SH | DEFINE |
| KOOKMIN BANK                       | SPONSORED ADR | 50049M109 | 1480   | 16877    | SH | DEFINE |
| KOREA ELECTRIC POWER CORP          | SPONSORED ADR | 500631106 | 4194   | 191500   | SH | DEFINE |
| KOREA ELECTRIC POWER CORP          | SPONSORED ADR | 500631106 | 12434  | 567743   | SH | DEFINE |
| KOREA ELECTRIC POWER CORP          | SPONSORED ADR | 500631106 | 10659  | 486730   | SH | DEFINE |
| KOREA ELECTRIC POWER CORP          | SPONSORED ADR | 500631106 | 16     | 735      | SH | DEFINE |
| KORN/FERRY INTERNATIONAL           | COM           | 500643200 | 7278   | 277166   | SH | DEFINE |
| KOSAN BIOSCIENCES INC              | COM           | 50064W107 | 6065   | 1161791  | SH | DEFINE |
| KRAFT FOODS INC                    | COM           | 50075N104 | 3631   | 103000   | SH | DEFINE |
| KRAFT FOODS INC                    | COM           | 50075N104 | 134319 | 3810469  | SH | DEFINE |
| KRAFT FOODS INC                    | COM           | 50075N104 | 17868  | 506885   | SH | DEFINE |
| KRAFT FOODS INC                    | COM           | 50075N104 | 6281   | 178182   | SH | DEFINE |
| KRAFT FOODS INC                    | COM           | 50075N104 | 0      | 1        | SH | DEFINE |
| KROGER CO                          | COM           | 501044101 | 33470  | 1189850  | SH | DEFINE |
| KROGER CO                          | COM           | 501044101 | 5564   | 197800   | SH | DEFINE |
| KROGER CO                          | COM           | 501044101 | 194964 | 6930834  | SH | DEFINE |
| KROGER CO                          | COM           | 501044101 | 28179  | 1001757  | SH | DEFINE |
| KROGER CO                          | COM           | 501044101 | 405    | 14400    | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 638105 | 27199694 | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 73346  | 3126415  | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 6438   | 274405   | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 33113  | 1411452  | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 3161   | 134732   | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 6530   | 278361   | SH | DEFINE |
| KT CORP                            | SPONSORED ADR | 48268K101 | 27     | 1160     | SH | DEFINE |
| L-3 COMMUNICATIONS CORP            | COM           | 502424104 | 10482  | 107630   | SH | DEFINE |
| LA-Z-BOY INC                       | COM           | 505336107 | 28966  | 2527600  | SH | DEFINE |
| LABOPHARM INC                      | COM           | 504905100 | 1185   | 389900   | SH | DEFINE |
| LABOPHARM INC                      | COM           | 504905100 | 1240   | 407900   | SH | DEFINE |
| LABORATORY CORP OF AMERICA HOLDING | COM           | 50540R409 | 119    | 1526     | SH | DEFINE |
| LABORATORY CORP OF AMERICA HOLDING | COM           | 50540R409 | 619    | 7915     | SH | DEFINE |
| LABORATORY CORP OF AMERICA HOLDING | COM           | 50540R409 | 24249  | 309850   | SH | DEFINE |
| LABRANCHE & CO INC                 | COM           | 505447102 | 86     | 11600    | SH | DEFINE |
| LADISH CO INC                      | COM           | 505754200 | 2279   | 53000    | SH | DEFINE |
| LAIDLAW INTL INC                   | COM           | 50730R102 | 38811  | 1123320  | SH | DEFINE |
| LAM RESEARCH CORP                  | COM           | 512807108 | 197    | 3833     | SH | DEFINE |
| LAM RESEARCH CORP                  | COM           | 512807108 | 57     | 1100     | SH | DEFINE |
| LAM RESEARCH CORP                  | COM           | 512807108 | 101719 | 1978960  | SH | DEFINE |
| LAMAR ADVERTISING CO               | COM           | 512815101 | 990    | 15770    | SH | DEFINE |
| LANCASTER COLONY CORP              | COM           | 513847103 | 4939   | 117900   | SH | DEFINE |
| LASALLE HOTEL PROPERTIES           | COM           | 517942108 | 74     | 1700     | SH | DEFINE |
| LASALLE HOTEL PROPERTIES           | COM           | 517942108 | 25110  | 578300   | SH | DEFINE |
| LASALLE HOTEL PROPERTIES           | COM           | 517942108 | 825    | 19000    | SH | DEFINE |
| LASALLE HOTEL PROPERTIES           | COM           | 517942108 | 213    | 4900     | SH | DEFINE |
| LASALLE HOTEL PROPERTIES           | COM           | 517942108 | 3589   | 82664    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |      |                      |        |          |     |        |
|------------------------------------|------|----------------------|--------|----------|-----|--------|
| LATIN AMERICA EQUITY FUND INC      | COM  | 51827Q106            | 11478  | 222015   | SH  | DEFINE |
| LATIN AMERICA EQUITY FUND INC      | COM  | 51827Q106            | 80     | 1547     | SH  | DEFINE |
| LAYNE CHRISTENSEN COMPANY          | COM  | 521050104            | 10238  | 250000   | SH  | DEFINE |
| LAYNE CHRISTENSEN COMPANY          | COM  | 521050104            | 123    | 3000     | SH  | DEFINE |
| LEAP WIRELESS INTERNATIONAL INC    | COM  | 521863308            | 9996   | 118300   | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC           | COM  | 52186N106            | 2134   | 208240   | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC           | COM  | 52186N106            | 24114  | 2352630  | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC           | COM  | 52186N106            | 15643  | 1526160  | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC           | COM  | 52186N106            | 3253   | 317360   | SH  | DEFINE |
| LEAR CORP                          | COM  | 521865105            | 60836  | 1708388  | SH  | DEFINE |
| LEAR CORP                          | COM  | 521865105            | 831    | 23330    | SH  | DEFINE |
| LEAR CORP                          | COM  | 521865105            | 848    | 23800    | SH  | DEFINE |
| LEAR CORP                          | COM  | 521865105            | 11     | 300      | SH  | DEFINE |
| LEAR CORP                          | COM  | 521865105            | 3181   | 89326    | SH  | DEFINE |
| LECG CORP                          | COM  | 523234102            | 16788  | 1111031  | SH  | DEFINE |
| LECG CORP                          | COM  | 523234102            | 12573  | 832100   | SH  | DEFINE |
| LEGG MASON INC                     | COM  | 524901105            | 321608 | 3269043  | SH  | DEFINE |
| LEGG MASON INC                     | COM  | 524901105            | 4209   | 42785    | SH  | DEFINE |
| LEGGETT & PLATT INC                | COM  | 524660107            | 99902  | 4530700  | SH  | DEFINE |
| LEGGETT & PLATT INC                | COM  | 524660107            | 1716   | 77810    | SH  | DEFINE |
| LEGGETT & PLATT INC                | COM  | 524660107            | 10100  | 458049   | SH  | DEFINE |
| LEHMAN BROTHERS HOLDINGS INC       | COM  | 524908100            | 6412   | 86050    | SH  | DEFINE |
| LEHMAN BROTHERS HOLDINGS INC       | COM  | 524908100            | 8948   | 120070   | SH  | DEFINE |
| LENNAR CORP                        | COM  | 526057104            | 17779  | 486300   | SH  | DEFINE |
| LENNAR CORP                        | COM  | 526057104            | 27     | 730      | SH  | DEFINE |
| LENNAR CORP                        | COM  | 526057104            | 19     | 512      | SH  | DEFINE |
| LENNAR CORP                        | COM  | 526057104            | 56010  | 1532000  | SH  | DEFINE |
| LENNAR CORP                        | COM  | 526057302            | 1688   | 48000    | SH  | DEFINE |
| LENNAR CORP                        | COM  | 526057302            | 8      | 230      | SH  | DEFINE |
| LENNOX INTERNATIONAL INC           | COM  | 526107107            | 29814  | 871000   | SH  | DEFINE |
| LEUCADIA NATIONAL CORP             | COM  | 527288104            | 700    | 19859    | SH  | DEFINE |
| LEUCADIA NATIONAL CORP             | NOTE | 3.750% 4/1 527288AX2 | 6017   | 3600000  | PRN | DEFINE |
| LEVEL 3 COMMUNICATIONS INC         | COM  | 52729N100            | 65     | 11100    | SH  | DEFINE |
| LEVEL 3 COMMUNICATIONS INC         | COM  | 52729N100            | 3631   | 620700   | SH  | DEFINE |
| LEXINGTON REALTY TRUST             | COM  | 529043101            | 8      | 370      | SH  | DEFINE |
| LEXINGTON REALTY TRUST             | COM  | 529043101            | 14974  | 719900   | SH  | DEFINE |
| LEXINGTON REALTY TRUST             | PFD  | CONV SER C 529043309 | 68694  | 1450000  | SH  | DEFINE |
| LEXMARK INTERNATIONAL INC          | COM  | 529771107            | 205136 | 4160121  | SH  | DEFINE |
| LEXMARK INTERNATIONAL INC          | COM  | 529771107            | 192    | 3900     | SH  | DEFINE |
| LEXMARK INTERNATIONAL INC          | COM  | 529771107            | 243    | 4930     | SH  | DEFINE |
| LEXMARK INTERNATIONAL INC          | COM  | 529771107            | 11     | 220      | SH  | DEFINE |
| LIBERTY GLOBAL INC                 | COM  | 530555101            | 3532   | 86060    | SH  | DEFINE |
| LIBERTY MEDIA CORP                 | DEB  | 3.250% 3/1 530715AR2 | 8656   | 10000000 | PRN | DEFINE |
| LIBERTY MEDIA HLDG CORP- INTERACTI | COM  | 53071M104            | 1109   | 49656    | SH  | DEFINE |
| LIBERTY MEDIA HLDG CORP-CAPITAL    | COM  | 53071M302            | 334815 | 2845131  | SH  | DEFINE |
| LIBERTY MEDIA HLDG CORP-CAPITAL    | COM  | 53071M302            | 1043   | 8859     | SH  | DEFINE |
| LIBERTY MEDIA INTO MOTOROLA        | DEB  | 3.500% 1/1 530715AN1 | 6660   | 8000000  | PRN | DEFINE |
| LIBERTY PROPERTY TRUST             | COM  | 531172104            | 15     | 335      | SH  | DEFINE |
| LIBERTY PROPERTY TRUST             | COM  | 531172104            | 8392   | 191022   | SH  | DEFINE |
| LIBERTY PROPERTY TRUST             | COM  | 531172104            | 27764  | 632000   | SH  | DEFINE |
| LIFE TIME FITNESS INC              | COM  | 53217R207            | 2659   | 49960    | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 511    | 13200    | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 1010   | 26100    | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 3      | 66       | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 16207  | 419010   | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 1      | 15       | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 5805   | 150070   | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 151    | 3900     | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC            | COM  | 53219L109            | 23     | 600      | SH  | DEFINE |
| LIMELIGHT NETWORKS INC             | COM  | 53261M104            | 15259  | 771440   | SH  | DEFINE |
| LIMITED BRANDS INC                 | COM  | 532716107            | 441    | 16050    | SH  | DEFINE |
| LINCOLN NATIONAL CORP              | COM  | 534187109            | 23728  | 334431   | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                             |               |                      |         |          |     |        |
|-----------------------------|---------------|----------------------|---------|----------|-----|--------|
| LINEAR TECHNOLOGY CORP      | COM           | 535678106            | 1592    | 44000    | SH  | DEFINE |
| LINEAR TECHNOLOGY CORP      | COM           | 535678106            | 1393    | 38490    | SH  | DEFINE |
| LIONBRIDGE TECHNOLOGIES INC | COM           | 536252109            | 22239   | 3775646  | SH  | DEFINE |
| LIONS GATE ENTMT CORP       | COM           | 535919203            | 6706    | 608000   | SH  | DEFINE |
| LIONS GATE ENTMT CORP       | COM           | 535919203            | 13132   | 1190600  | SH  | DEFINE |
| LIONS GATE ENTMT CORP       | COM           | 535919203            | 244     | 22100    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM           | 539320101            | 2758    | 73950    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM           | 539320101            | 2173    | 58250    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM           | 539320101            | 1156    | 31000    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM           | 539320101            | 423     | 11346    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM           | 539320101            | 4446    | 119190   | SH  | DEFINE |
| LLOYDS TSB GROUP PLC        | SPONSORED ADR | 539439109            | 9055    | 202480   | SH  | DEFINE |
| LOCKHEED MARTIN CORP        | COM           | 539830109            | 47065   | 500000   | SH  | DEFINE |
| LOCKHEED MARTIN CORP        | COM           | 539830109            | 8752    | 92982    | SH  | DEFINE |
| LOEWS CORP                  | COM           | 540424108            | 26510   | 520000   | SH  | DEFINE |
| LOEWS CORP                  | COM           | 540424108            | 578     | 11344    | SH  | DEFINE |
| LOGITECH INTERNATIONAL SA   | COM           | H50430232            | 1241    | 47028    | SH  | DEFINE |
| LOGITECH INTERNATIONAL SA   | COM           | H50430232            | 3959    | 150000   | SH  | DEFINE |
| LOGITECH INTERNATIONAL SA   | COM           | H50430232            | 1254    | 47500    | SH  | DEFINE |
| LOGITECH INTERNATIONAL SA   | COM           | H50430232            | 65111   | 2467277  | SH  | DEFINE |
| LOWE'S COMPANIES INC        | COM           | 548661107            | 7264    | 236680   | SH  | DEFINE |
| LOWE'S COMPANIES INC        | COM           | 548661107            | 19132   | 623410   | SH  | DEFINE |
| LOWE'S COMPANIES INC        | NOTE          | 2/1 548661CF2        | 1314070 | 13000000 | PRN | DEFINE |
| LSI CORP                    | COM           | 502161102            | 343276  | 45709152 | SH  | DEFINE |
| LSI CORP                    | COM           | 502161102            | 4       | 499      | SH  | DEFINE |
| LUNDIN MINING CORP          | COM           | 550372106            | 8560    | 665600   | SH  | DEFINE |
| LUXOTTICA GROUP SPA         | SPONSORED ADR | 55068R202            | 1159    | 30000    | SH  | DEFINE |
| LUXOTTICA GROUP SPA         | SPONSORED ADR | 55068R202            | 6963    | 180200   | SH  | DEFINE |
| LUXOTTICA GROUP SPA         | SPONSORED ADR | 55068R202            | 1468    | 38000    | SH  | DEFINE |
| LUXOTTICA GROUP SPA         | SPONSORED ADR | 55068R202            | 19320   | 500000   | SH  | DEFINE |
| LYONDELL CHEMICAL CO        | COM           | 552078107            | 1       | 22       | SH  | DEFINE |
| LYONDELL CHEMICAL CO        | COM           | 552078107            | 74      | 2000     | SH  | DEFINE |
| LYONDELL CHEMICAL CO        | COM           | 552078107            | 297042  | 8002220  | SH  | DEFINE |
| LYONDELL CHEMICAL CO        | COM           | 552078107            | 134     | 3600     | SH  | DEFINE |
| LYONDELL CHEMICAL CO        | COM           | 552078107            | 16      | 430      | SH  | DEFINE |
| M & T BANK CORP             | COM           | 55261F104            | 1701    | 15915    | SH  | DEFINE |
| M/I HOMES INC               | COM           | 55305B101            | 48622   | 1827900  | SH  | DEFINE |
| MACERICH CO                 | COM           | 554382101            | 30      | 365      | SH  | DEFINE |
| MACERICH CO                 | COM           | 554382101            | 1385    | 16800    | SH  | DEFINE |
| MACERICH CO                 | COM           | 554382101            | 55963   | 679000   | SH  | DEFINE |
| MACY'S INC                  | COM           | 55616P104            | 12645   | 317861   | SH  | DEFINE |
| MAGNA INTERNATIONAL INC     | COM           | 559222401            | 22465   | 230410   | SH  | DEFINE |
| MAGUIRE PROPERTIES INC      | COM           | 559775101            | 137     | 4000     | SH  | DEFINE |
| MAGUIRE PROPERTIES INC      | COM           | 559775101            | 1682    | 49000    | SH  | DEFINE |
| MAGUIRE PROPERTIES INC      | COM           | 559775101            | 378     | 11000    | SH  | DEFINE |
| MAGUIRE PROPERTIES INC      | COM           | 559775101            | 7067    | 205868   | SH  | DEFINE |
| MAINE & MARITIMES CORP      | COM           | 560377103            | 760     | 28300    | SH  | DEFINE |
| MANITOWOC CO INC            | COM           | 563571108            | 18      | 220      | SH  | DEFINE |
| MANITOWOC CO INC            | COM           | 563571108            | 20666   | 257100   | SH  | DEFINE |
| MANNKIND CORP               | COM           | 56400P201            | 12      | 1000     | SH  | DEFINE |
| MANNKIND CORP               | COM           | 56400P201            | 30537   | 2476650  | SH  | DEFINE |
| MANNKIND CORP               | NOTE          | 3.750%12/1 56400PAA0 | 1403    | 1500000  | PRN | DEFINE |
| MANPOWER INC                | COM           | 56418H100            | 3288    | 35650    | SH  | DEFINE |
| MANULIFE FINANCIAL CORP     | COM           | 56501R106            | 37320   | 1000000  | SH  | DEFINE |
| MANULIFE FINANCIAL CORP     | COM           | 56501R106            | 328435  | 8243850  | SH  | DEFINE |
| MANULIFE FINANCIAL CORP     | COM           | 56501R106            | 401     | 10758    | SH  | DEFINE |
| MARATHON OIL CORP           | COM           | 565849106            | 2997    | 49986    | SH  | DEFINE |
| MARATHON OIL CORP           | COM           | 565849106            | 9594    | 160000   | SH  | DEFINE |
| MARCHEX INC                 | COM           | 56624R108            | 27029   | 1656200  | SH  | DEFINE |
| MARINER ENERGY INC          | COM           | 56845T305            | 16579   | 683683   | SH  | DEFINE |
| MARINER ENERGY INC          | COM           | 56845T305            | 252     | 10380    | SH  | DEFINE |
| MARINER ENERGY INC          | COM           | 56845T305            | 83672   | 3450403  | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                               |     |           |        |          |    |             |
|-------------------------------|-----|-----------|--------|----------|----|-------------|
| MARKETAXESS HOLDINGS INC      | COM | 57060D108 | 6230   | 346300   | SH | DEFINE      |
| MARKETAXESS HOLDINGS INC      | COM | 57060D108 | 295    | 16400    | SH | DEFINE      |
| MARRIOTT INTERNATIONAL INC    | COM | 571903202 | 1697   | 39240    | SH | DEFINE      |
| MARSH & MCLENNAN COS INC      | COM | 571748102 | 878    | 28439    | SH | DEFINE      |
| MARSH & MCLENNAN COS INC      | COM | 571748102 | 242    | 7825     | SH | DEFINE      |
| MARSH & MCLENNAN COS INC      | COM | 571748102 | 390    | 12643    | SH | DEFINE      |
| MARSH & MCLENNAN COS INC      | COM | 571748102 | 26389  | 854550   | SH | DEFINE      |
| MARSH & MCLENNAN COS INC      | COM | 571748102 | 117    | 3800     | SH | DEFINE      |
| MARSH & MCLENNAN COS INC      | COM | 571748102 | 17     | 540      | SH | DEFINE      |
| MARSHALL & ILSLEY CORP        | COM | 571834100 | 1663   | 34914    | SH | DEFINE      |
| MARTIN MARIETTA MATERIALS INC | COM | 573284106 | 3413   | 21067    | SH | DEFINE      |
| MARVELL TECHNOLOGY GROUP LTD  | COM | G5876H105 | 1447   | 79466    | SH | DEFINE      |
| MARVELL TECHNOLOGY GROUP LTD  | COM | G5876H105 | 692    | 38000    | SH | DEFINE      |
| MARVELL TECHNOLOGY GROUP LTD  | COM | G5876H105 | 5100   | 280070   | SH | DEFINE      |
| MASCO CORP                    | COM | 574599106 | 3419   | 120100   | SH | DEFINE      |
| MASCO CORP                    | COM | 574599106 | 1871   | 65731    | SH | DEFINE      |
| MASCO CORP                    | COM | 574599106 | 1751   | 61500    | SH | DEFINE      |
| MASCO CORP                    | COM | 574599106 | 536    | 18830    | SH | DEFINE      |
| MASCO CORP                    | COM | 574599106 | 32112  | 1127930  | SH | DEFINE      |
| MATTEL INC                    | COM | 577081102 | 754    | 29831    | SH | DEFINE      |
| MATTEL INC                    | COM | 577081102 | 277667 | 10979302 | SH | DEFINE      |
| MATTEL INC                    | COM | 577081102 | 25296  | 1000247  | SH | DEFINE      |
| MATTEL INC                    | COM | 577081102 | 47     | 1865     | SH | DEFINE      |
| MATTEL INC                    | COM | 577081102 | 3805   | 150436   | SH | DEFINE      |
| MAX CAPITAL GROUP LIMITED     | COM | G6052F103 | 6491   | 229350   | SH | DEFINE      |
| MAX CAPITAL GROUP LIMITED     | COM | G6052F103 | 156    | 5500     | SH | DEFINE      |
| MB FINANCIAL INC              | COM | 55264U108 | 27602  | 794540   | SH | DEFINE      |
| MBIA INC                      | COM | 55262C100 | 12444  | 200000   | SH | DEFINE      |
| MBIA INC                      | COM | 55262C100 | 1320   | 21208    | SH | DEFINE      |
| MBIA INC                      | COM | 55262C100 | 1238   | 19900    | SH | DEFINE      |
| MBIA INC                      | COM | 55262C100 | 37811  | 607700   | SH | DEFINE      |
| MCCORMICK & CO INC            | COM | 579780206 | 97454  | 2552495  | SH | DEFINE      |
| MCCORMICK & CO INC            | COM | 579780206 | 302    | 7909     | SH | DEFINE      |
| MCDERMOTT INTERNATIONAL INC   | COM | 580037109 | 344    | 4140     | SH | DEFINE      |
| MCDONALD'S CORP               | COM | 580135101 | 6320   | 124500   | SH | DEFINE      |
| MCDONALD'S CORP               | COM | 580135101 | 3459   | 68150    | SH | DEFINE      |
| MCDONALD'S CORP               | COM | 580135101 | 17113  | 337137   | SH | DEFINE      |
| MCGRAW-HILL COMPANIES INC     | COM | 580645109 | 26790  | 393510   | SH | DEFINE      |
| MDC HOLDINGS INC              | COM | 552676108 | 54922  | 1135691  | SH | DEFINE      |
| MDC HOLDINGS INC              | COM | 552676108 | 39     | 815      | SH | DEFINE      |
| MDC HOLDINGS INC              | COM | 552676108 | 122336 | 2529700  | SH | DEFINE      |
| MDS INC                       | COM | 55269P302 | 42266  | 1947751  | SH | DEFINE      |
| MDS INC                       | COM | 55269P302 | 98590  | 4543312  | SH | DEFINE      |
| MDS INC                       | COM | 55269P302 | 16681  | 768703   | SH | DEFINE      |
| MDS INC                       | COM | 55269P302 | 8175   | 376719   | SH | DEFINE      |
| MDS INC                       | COM | 55269P302 | 9662   | 445251   | SH | DEFINE      |
| MDU RESOURCES GROUP INC       | COM | 552690109 | 783    | 27928    | SH | DEFINE      |
| MEADWESTVACO CORP             | COM | 583334107 | 56713  | 1605700  | SH | DEFINE      |
| MEADWESTVACO CORP             | COM | 583334107 | 215309 | 6095943  | SH | DEFINE      |
| MEADWESTVACO CORP             | COM | 583334907 | 14208  | 402258   | SH | CALL DEFINE |
| MEDAREX INC                   | COM | 583916101 | 5330   | 373000   | SH | DEFINE      |
| MEDAREX INC                   | COM | 583916101 | 2494   | 174500   | SH | DEFINE      |
| MEDAREX INC                   | COM | 583916101 | 147    | 10300    | SH | DEFINE      |
| MEDCO HEALTH SOLUTIONS INC    | COM | 58405U102 | 3762   | 48240    | SH | DEFINE      |
| MEDCO HEALTH SOLUTIONS INC    | COM | 58405U102 | 13983  | 179293   | SH | DEFINE      |
| MEDCO HEALTH SOLUTIONS INC    | COM | 58405U102 | 944    | 12100    | SH | DEFINE      |
| MEDICINES CO                  | COM | 584688105 | 42     | 2410     | SH | DEFINE      |
| MEDICINES CO                  | COM | 584688105 | 37161  | 2109023  | SH | DEFINE      |
| MEDICURE INC                  | COM | 58469E101 | 916    | 636400   | SH | DEFINE      |
| MEDTRONIC INC                 | COM | 585055106 | 1543   | 29750    | SH | DEFINE      |
| MEDTRONIC INC                 | COM | 585055106 | 1      | 25       | SH | DEFINE      |
| MEDTRONIC INC                 | COM | 585055106 | 3112   | 60000    | SH | DEFINE      |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                  |      |               |         |          |     |        |
|----------------------------------|------|---------------|---------|----------|-----|--------|
| MEDTRONIC INC                    | COM  | 585055106     | 5666    | 109250   | SH  | DEFINE |
| MEDTRONIC INC                    | COM  | 585055106     | 45405   | 875523   | SH  | DEFINE |
| MEDTRONIC INC                    | COM  | 585055106     | 28742   | 554220   | SH  | DEFINE |
| MEDTRONIC INC                    | COM  | 585055106     | 171     | 3300     | SH  | DEFINE |
| MEDTRONIC INC                    | COM  | 585055106     | 13      | 250      | SH  | DEFINE |
| MELLON FINANCIAL CORP            | COM  | 58551A108     | 7713    | 175300   | SH  | DEFINE |
| MELLON FINANCIAL CORP            | COM  | 58551A108     | 954     | 21693    | SH  | DEFINE |
| MENS WEARHOUSE INC               | COM  | 587118100     | 32123   | 629000   | SH  | DEFINE |
| MENS WEARHOUSE INC               | COM  | 587118100     | 1448    | 28362    | SH  | DEFINE |
| MENS WEARHOUSE INC               | COM  | 587118100     | 86890   | 1701397  | SH  | DEFINE |
| MENTOR CORP                      | COM  | 587188103     | 830     | 20400    | SH  | DEFINE |
| MERCER INS GROUP INC             | COM  | 587902107     | 498     | 25000    | SH  | DEFINE |
| MERCER INTERNATIONAL INC         | COM  | 588056101     | 25900   | 2539200  | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 846210  | 16992173 | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 54227   | 1088902  | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 2375    | 47700    | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 8102    | 162700   | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 24900   | 500000   | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 30043   | 603270   | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 127411  | 2558462  | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 1140167 | 22894910 | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 2925    | 58735    | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 8051    | 161660   | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 161381  | 3240575  | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 9064    | 182014   | SH  | DEFINE |
| MERCK & CO INC                   | COM  | 589331107     | 1432    | 28749    | SH  | DEFINE |
| MERCURY GENERAL CORP             | COM  | 589400100     | 31254   | 567119   | SH  | DEFINE |
| MERIDIAN GOLD INC                | COM  | 589975101     | 14      | 500      | SH  | DEFINE |
| MERIDIAN GOLD INC                | COM  | 589975101     | 42735   | 1520260  | SH  | DEFINE |
| MERITAGE HOMES CORP              | COM  | 59001A102     | 13      | 495      | SH  | DEFINE |
| MERITAGE HOMES CORP              | COM  | 59001A102     | 19      | 700      | SH  | DEFINE |
| MERITAGE HOMES CORP              | COM  | 59001A102     | 8450    | 315900   | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 216658  | 2592219  | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 1657    | 19821    | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 1317    | 15759    | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 4597    | 55000    | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 1763    | 21090    | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 15975   | 191140   | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 56075   | 670910   | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 52507   | 628228   | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 5175    | 61911    | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | COM  | 590188108     | 1149    | 13747    | SH  | DEFINE |
| MERRILL LYNCH & CO INC           | NOTE | 3/1 590188W46 | 2217420 | 18000000 | PRN | DEFINE |
| MESA AIR GROUP INC               | COM  | 590479101     | 2975    | 450000   | SH  | DEFINE |
| MESA AIR GROUP INC               | COM  | 590479101     | 71      | 10750    | SH  | DEFINE |
| METAL MANAGEMENT INC             | COM  | 591097209     | 4896    | 111095   | SH  | DEFINE |
| METALLICA RESOURCES INC          | COM  | 59125J104     | 2036    | 413900   | SH  | DEFINE |
| METALLICA RESOURCES INC          | COM  | 59125J104     | 2460    | 500000   | SH  | DEFINE |
| METHANEX CORP                    | COM  | 59151K108     | 11342   | 428973   | SH  | DEFINE |
| METHODE ELECTRONICS INC          | COM  | 591520200     | 14598   | 932796   | SH  | DEFINE |
| METLIFE INC                      | COM  | 59156R108     | 29977   | 464900   | SH  | DEFINE |
| METLIFE INC                      | COM  | 59156R108     | 2375    | 36835    | SH  | DEFINE |
| METROPCS COMMUNICATIONS INC      | COM  | 591708102     | 1092    | 33050    | SH  | DEFINE |
| METROPCS COMMUNICATIONS INC      | COM  | 591708102     | 54692   | 1655340  | SH  | DEFINE |
| METTLER-TOLEDO INTERNATIONAL INC | COM  | 592688105     | 45873   | 480300   | SH  | DEFINE |
| METTLER-TOLEDO INTERNATIONAL INC | COM  | 592688105     | 30307   | 317317   | SH  | DEFINE |
| METTLER-TOLEDO INTERNATIONAL INC | COM  | 592688105     | 4776    | 50000    | SH  | DEFINE |
| METTLER-TOLEDO INTERNATIONAL INC | COM  | 592688105     | 114315  | 1196890  | SH  | DEFINE |
| MEXICO FUND INC                  | COM  | 592835102     | 26067   | 620800   | SH  | DEFINE |
| MGIC INVESTMENT CORP             | COM  | 552848103     | 30635   | 538785   | SH  | DEFINE |
| MGIC INVESTMENT CORP             | COM  | 552848103     | 68      | 1200     | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC         | COM  | 595017104     | 3479    | 93919    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |         |          |     |        |
|------------------------------------|-----------------|-----------|---------|----------|-----|--------|
| MICROCHIP TECHNOLOGY INC           | COM             | 595017104 | 2001    | 54025    | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC           | COM             | 595017104 | 7774    | 209885   | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC           | COM             | 595017104 | 158996  | 4292541  | SH  | DEFINE |
| MICRON TECHNOLOGY INC              | COM             | 595112103 | 50      | 4000     | SH  | DEFINE |
| MICRON TECHNOLOGY INC              | COM             | 595112103 | 8907    | 710870   | SH  | DEFINE |
| MICRON TECHNOLOGY INC              | NOTE 1.875% 6/0 | 595112AH6 | 21450   | 20000000 | PRN | DEFINE |
| MICROS SYSTEMS INC                 | COM             | 594901100 | 2       | 33       | SH  | DEFINE |
| MICROS SYSTEMS INC                 | COM             | 594901100 | 18420   | 338600   | SH  | DEFINE |
| MICROSEMI CORP                     | COM             | 595137100 | 23346   | 974768   | SH  | DEFINE |
| MICROSEMI CORP                     | COM             | 595137100 | 5291    | 220900   | SH  | DEFINE |
| MICROSEMI CORP                     | COM             | 595137100 | 215901  | 9014662  | SH  | DEFINE |
| MICROSEMI CORP                     | COM             | 595137100 | 201     | 8400     | SH  | DEFINE |
| MICROSEMI CORP                     | COM             | 595137100 | 40      | 1690     | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 1793066 | 60843767 | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 47399   | 1608396  | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 4804    | 163000   | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 837412  | 28415742 | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 6329    | 214747   | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 34627   | 1175000  | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 29937   | 1015837  | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 96812   | 3285096  | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 127471  | 4325460  | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 2900    | 98400    | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 13568   | 460400   | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 187990  | 6379043  | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 53      | 1800     | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 17161   | 582330   | SH  | DEFINE |
| MICROSOFT CORP                     | COM             | 594918104 | 2123    | 72030    | SH  | DEFINE |
| MICROTUNE INC                      | COM             | 59514P109 | 5373    | 1027300  | SH  | DEFINE |
| MICROTUNE INC                      | COM             | 59514P109 | 12063   | 2306530  | SH  | DEFINE |
| MIDCAP SPDR TRUST                  | UNIT SER 1      | 595635103 | 5277    | 32384    | SH  | DEFINE |
| MIDLAND CO                         | COM             | 597486109 | 18072   | 385000   | SH  | DEFINE |
| MILLIPORE CORP                     | COM             | 601073109 | 16075   | 214076   | SH  | DEFINE |
| MILLIPORE CORP                     | COM             | 601073109 | 30036   | 400000   | SH  | DEFINE |
| MILLIPORE CORP                     | COM             | 601073109 | 13337   | 177610   | SH  | DEFINE |
| MILLIPORE CORP                     | COM             | 601073109 | 445     | 5929     | SH  | DEFINE |
| MILLIPORE CORP                     | COM             | 601073109 | 6826    | 90900    | SH  | DEFINE |
| MILLIPORE CORP                     | COM             | 601073109 | 98      | 1310     | SH  | DEFINE |
| MINDRAY MEDICAL INTL LTD           | SPON ADR        | 602675100 | 675     | 22100    | SH  | DEFINE |
| MINE SAFETY APPLIANCES CO          | COM             | 602720104 | 59321   | 1355600  | SH  | DEFINE |
| MINERALS TECHNOLOGIES INC          | COM             | 603158106 | 14824   | 221423   | SH  | DEFINE |
| MINERALS TECHNOLOGIES INC          | COM             | 603158106 | 15941   | 238100   | SH  | DEFINE |
| MIRAMAR MNG CORP (CAD)             | COM             | 60466E100 | 5196    | 1127100  | SH  | DEFINE |
| MIRAMAR MNG CORP (CAD)             | COM             | 60466E100 | 6131    | 1330000  | SH  | DEFINE |
| MITSUBISHI UFJ FINANCIAL GROUP INC | SPONSORED ADR   | 606822104 | 11379   | 1032560  | SH  | DEFINE |
| MITSUBISHI UFJ FINANCIAL GROUP INC | SPONSORED ADR   | 606822104 | 14261   | 1294094  | SH  | DEFINE |
| MITSUBISHI UFJ FINANCIAL GROUP INC | SPONSORED ADR   | 606822104 | 2       | 157      | SH  | DEFINE |
| MITSUBISHI UFJ FINANCIAL GROUP INC | SPONSORED ADR   | 606822104 | 44      | 4000     | SH  | DEFINE |
| MOBILE MINI INC                    | COM             | 60740F105 | 2       | 64       | SH  | DEFINE |
| MOBILE MINI INC                    | COM             | 60740F105 | 13312   | 455900   | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC            | SPONSORED ADR   | 607409109 | 202644  | 3345620  | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC            | SPONSORED ADR   | 607409109 | 40664   | 671350   | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC            | SPONSORED ADR   | 607409109 | 528     | 8720     | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC            | SPONSORED ADR   | 607409109 | 61      | 1000     | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC            | SPONSORED ADR   | 607409109 | 149657  | 2470810  | SH  | DEFINE |
| MOLEX INC                          | COM             | 608554101 | 4396    | 146483   | SH  | DEFINE |
| MOLEX INC                          | COM             | 608554101 | 227     | 7566     | SH  | DEFINE |
| MOLEX INC                          | COM             | 608554200 | 3889    | 146483   | SH  | DEFINE |
| MOLEX INC                          | COM             | 608554200 | 76      | 2859     | SH  | DEFINE |
| MONACO COACH CORP                  | COM             | 60886R103 | 36730   | 2559600  | SH  | DEFINE |
| MONSANTO CO                        | COM             | 61166W101 | 84425   | 1250000  | SH  | DEFINE |
| MONSANTO CO                        | COM             | 61166W101 | 1104    | 16346    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                  |               |           |        |          |    |        |
|----------------------------------|---------------|-----------|--------|----------|----|--------|
| MONSANTO CO                      | COM           | 61166W101 | 1351   | 20000    | SH | DEFINE |
| MONTPELIER RE HOLDINGS LTD       | COM           | G62185106 | 51372  | 2770900  | SH | DEFINE |
| MONTPELIER RE HOLDINGS LTD       | COM           | G62185106 | 3      | 179      | SH | DEFINE |
| MONTPELIER RE HOLDINGS LTD       | COM           | G62185106 | 113    | 6100     | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 176    | 2825     | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 33464  | 538000   | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 581    | 9340     | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 2085   | 33528    | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 71205  | 1144780  | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 149    | 2400     | SH | DEFINE |
| MOODY'S CORP                     | COM           | 615369105 | 24     | 380      | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 2978   | 35499    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 13728  | 163657   | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 5301   | 63200    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 4578   | 54580    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 3476   | 41445    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 30803  | 367232   | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 45035  | 536900   | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 1458   | 17384    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 7697   | 91757    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 69595  | 829703   | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 3990   | 47569    | SH | DEFINE |
| MORGAN STANLEY                   | COM           | 617446448 | 1153   | 13749    | SH | DEFINE |
| MOSYS INC.                       | COM           | 619718109 | 88     | 10000    | SH | DEFINE |
| MOTOROLA INC                     | COM           | 620076109 | 513805 | 29028520 | SH | DEFINE |
| MOTOROLA INC                     | COM           | 620076109 | 4624   | 261254   | SH | DEFINE |
| MOTOROLA INC                     | COM           | 620076109 | 3540   | 200000   | SH | DEFINE |
| MUELLER INDUSTRIES INC           | COM           | 624756102 | 80662  | 2342100  | SH | DEFINE |
| MUELLER INDUSTRIES INC           | COM           | 624756102 | 344    | 10000    | SH | DEFINE |
| MURPHY OIL CORP                  | COM           | 626717102 | 2      | 31       | SH | DEFINE |
| MURPHY OIL CORP                  | COM           | 626717102 | 898    | 15108    | SH | DEFINE |
| MURPHY OIL CORP                  | COM           | 626717102 | 4755   | 80000    | SH | DEFINE |
| MWI VETERINARY SUPPLY INC        | COM           | 55402X105 | 4573   | 114635   | SH | DEFINE |
| MYLAN LABORATORIES INC           | COM           | 628530107 | 333    | 18295    | SH | DEFINE |
| MYLAN LABORATORIES INC           | COM           | 628530107 | 0      | 1        | SH | DEFINE |
| MYRIAD GENETICS INC              | COM           | 62855J104 | 64167  | 1725380  | SH | DEFINE |
| NABORS INDUSTRIES LTD            | COM           | G6359F103 | 1      | 16       | SH | DEFINE |
| NABORS INDUSTRIES LTD            | COM           | G6359F103 | 333    | 9990     | SH | DEFINE |
| NABORS INDUSTRIES LTD            | COM           | G6359F103 | 4459   | 133590   | SH | DEFINE |
| NABORS INDUSTRIES LTD            | COM           | G6359F103 | 19473  | 583380   | SH | DEFINE |
| NABORS INDUSTRIES LTD            | COM           | G6359F103 | 97     | 2900     | SH | DEFINE |
| NABORS INDUSTRIES LTD            | COM           | G6359F103 | 16     | 480      | SH | DEFINE |
| NACCO INDUSTRIES INC             | COM           | 629579103 | 47577  | 305984   | SH | DEFINE |
| NASDAQ STOCK MARKET INC          | COM           | 631103108 | 664    | 22341    | SH | SOLE   |
| NASH FINCH CO                    | COM           | 631158102 | 297    | 6000     | SH | DEFINE |
| NASHUA CORP                      | COM           | 631226107 | 5157   | 477930   | SH | DEFINE |
| NATIONAL AUSTRALIA BANK LTD      | SPONSORED ADR | 632525408 | 19886  | 115279   | SH | DEFINE |
| NATIONAL AUSTRALIA BANK LTD      | SPONSORED ADR | 632525408 | 1869   | 10837    | SH | DEFINE |
| NATIONAL BANK OF GREECE SA       | SPONSORED ADR | 633643408 | 2736   | 238725   | SH | DEFINE |
| NATIONAL CINEMEDIA INC           | COM           | 635309107 | 2      | 67       | SH | DEFINE |
| NATIONAL CINEMEDIA INC           | COM           | 635309107 | 366    | 13050    | SH | DEFINE |
| NATIONAL CITY CORP               | COM           | 635405103 | 539    | 16181    | SH | DEFINE |
| NATIONAL FINANCIAL PARTNERS CORP | COM           | 63607P208 | 11433  | 246870   | SH | DEFINE |
| NATIONAL FINANCIAL PARTNERS CORP | COM           | 63607P208 | 6295   | 135925   | SH | DEFINE |
| NATIONAL FINANCIAL PARTNERS CORP | COM           | 63607P208 | 11202  | 241900   | SH | DEFINE |
| NATIONAL FINANCIAL PARTNERS CORP | COM           | 63607P208 | 162    | 3500     | SH | DEFINE |
| NATIONAL INSTRUMENTS CORP        | COM           | 636518102 | 10541  | 323637   | SH | DEFINE |
| NATIONAL INSTRUMENTS CORP        | COM           | 636518102 | 8      | 255      | SH | DEFINE |
| NATIONAL INSTRUMENTS CORP        | COM           | 636518102 | 17459  | 536052   | SH | DEFINE |
| NATIONAL OILWELL VARCO INC       | COM           | 637071101 | 35770  | 343151   | SH | DEFINE |
| NATIONAL OILWELL VARCO INC       | COM           | 637071101 | 1872   | 17955    | SH | DEFINE |
| NATIONAL OILWELL VARCO INC       | COM           | 637071101 | 6410   | 61490    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |          |           |         |          |    |        |
|------------------------------------|----------|-----------|---------|----------|----|--------|
| NATIONAL OILWELL VARCO INC         | COM      | 637071101 | 174524  | 1674253  | SH | DEFINE |
| NATIONAL RV HOLDINGS INC           | COM      | 637277104 | 431     | 295000   | SH | DEFINE |
| NATIONAL WESTERN LIFE INSURANCE CO | COM      | 638522102 | 37938   | 150000   | SH | DEFINE |
| NATIONWIDE FINANCIAL SERVICES INC  | COM      | 638612101 | 141720  | 2241689  | SH | DEFINE |
| NATIONWIDE FINANCIAL SERVICES INC  | COM      | 638612101 | 67      | 1052     | SH | DEFINE |
| NATIONWIDE HEALTH PROPERTIES INC   | COM      | 638620104 | 2519    | 92600    | SH | DEFINE |
| NATIONWIDE HEALTH PROPERTIES INC   | COM      | 638620104 | 1991    | 73200    | SH | DEFINE |
| NATIONWIDE HEALTH PROPERTIES INC   | COM      | 638620104 | 647     | 23800    | SH | DEFINE |
| NATIONWIDE HEALTH PROPERTIES INC   | COM      | 638620104 | 9113    | 335040   | SH | DEFINE |
| NAVTEQ CORP                        | COM      | 63936L100 | 235657  | 5565830  | SH | DEFINE |
| NAVTEQ CORP                        | COM      | 63936L100 | 7614    | 179840   | SH | DEFINE |
| NAVTEQ CORP                        | COM      | 63936L100 | 1059    | 25000    | SH | DEFINE |
| NAVTEQ CORP                        | COM      | 63936L100 | 5551    | 131100   | SH | DEFINE |
| NAVTEQ CORP                        | COM      | 63936L100 | 169     | 4000     | SH | DEFINE |
| NAVTEQ CORP                        | COM      | 63936L100 | 593     | 14000    | SH | DEFINE |
| NEC CORP                           | ADR      | 629050204 | 75      | 14625    | SH | DEFINE |
| NEKTAR THERAPEUTIC                 | COM      | 640268108 | 2304    | 242800   | SH | DEFINE |
| NETFLIX COM INC                    | COM      | 64110L106 | 1192    | 61500    | SH | DEFINE |
| NETGEAR INC                        | COM      | 64111Q104 | 77      | 2123     | SH | DEFINE |
| NETGEAR INC                        | COM      | 64111Q104 | 14939   | 412100   | SH | DEFINE |
| NETLOGIC MICROSYSTEMS INC          | COM      | 64118B100 | 7020    | 220469   | SH | DEFINE |
| NETLOGIC MICROSYSTEMS INC          | COM      | 64118B100 | 36300   | 1140060  | SH | DEFINE |
| NETWORK APPLIANCE INC              | COM      | 64120L104 | 1181    | 40461    | SH | DEFINE |
| NETWORK APPLIANCE INC              | COM      | 64120L104 | 6302    | 215810   | SH | DEFINE |
| NETWORK APPLIANCE INC              | COM      | 64120L104 | 144414  | 4945682  | SH | DEFINE |
| NETWORK APPLIANCE INC              | COM      | 64120L104 | 17      | 580      | SH | DEFINE |
| NEUSTAR INC                        | COM      | 64126X201 | 5       | 169      | SH | DEFINE |
| NEUSTAR INC                        | COM      | 64126X201 | 12611   | 435300   | SH | DEFINE |
| NEVSUN RESOURCES LTD               | COM      | 64156L101 | 2333    | 877000   | SH | DEFINE |
| NEW AMER HIGH INCOME FD INC        | COM      | 641876107 | 22      | 10126    | SH | DEFINE |
| NEW IRELAND FUND INC               | COM      | 645673104 | 4093    | 135000   | SH | DEFINE |
| NEW JERSEY RESOURCES CORP          | COM      | 646025106 | 309     | 6050     | SH | DEFINE |
| NEW ORIENTAL EDUCATION & TECH GROU | SPON ADR | 647581107 | 1117    | 20800    | SH | DEFINE |
| NEW YORK TIMES CO                  | COM      | 650111107 | 3797    | 149480   | SH | DEFINE |
| NEWCASTLE INVESTMENT CORP          | COM      | 65105M108 | 14      | 560      | SH | DEFINE |
| NEWCASTLE INVESTMENT CORP          | COM      | 65105M108 | 201     | 8000     | SH | DEFINE |
| NEWCASTLE INVESTMENT CORP          | COM      | 65105M108 | 38736   | 1545100  | SH | DEFINE |
| NEWCASTLE INVESTMENT CORP          | COM      | 65105M108 | 2068    | 82500    | SH | DEFINE |
| NEWCASTLE INVESTMENT CORP          | COM      | 65105M108 | 562     | 22400    | SH | DEFINE |
| NEWCASTLE INVESTMENT CORP          | COM      | 65105M108 | 9126    | 364025   | SH | DEFINE |
| NEWELL RUBBERMAID INC              | COM      | 651229106 | 312     | 10617    | SH | DEFINE |
| NEWFIELD EXPLORATION COMPANY       | COM      | 651290108 | 4       | 93       | SH | DEFINE |
| NEWFIELD EXPLORATION COMPANY       | COM      | 651290108 | 305     | 6700     | SH | DEFINE |
| NEWFIELD EXPLORATION COMPANY       | COM      | 651290108 | 5903    | 129600   | SH | DEFINE |
| NEWMONT MINING CORP                | COM      | 651639106 | 1278    | 32731    | SH | DEFINE |
| NEWMONT MINING CORP                | COM      | 651639106 | 28151   | 720714   | SH | DEFINE |
| NEWPARK RESOURCES INC              | COM      | 651718504 | 2273    | 293230   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 1527239 | 72005622 | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 112580  | 5307857  | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 724246  | 34146448 | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 3933    | 185413   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 22993   | 1084080  | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 8993    | 423993   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 10479   | 494080   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 2962    | 139635   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 125197  | 5902727  | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 84      | 3980     | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 15902   | 749726   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E104 | 1944    | 91674    | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E203 | 4114    | 179336   | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E203 | 270     | 11775    | SH | DEFINE |
| NEWS CORP INC                      | COM      | 65248E203 | 11930   | 520042   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                  |           |        |           |     |             |
|------------------------------------|------------------|-----------|--------|-----------|-----|-------------|
| NEWS CORP INC                      | COM              | 65248E203 | 9739   | 424560    | SH  | DEFINE      |
| NEWSTAR FINANCIAL INC              | COM              | 65251F105 | 16800  | 1180600   | SH  | DEFINE      |
| NEXEN INC                          | COM              | 65334H102 | 151016 | 4576235   | SH  | DEFINE      |
| NEXEN INC                          | COM              | 65334H102 | 5280   | 160000    | SH  | DEFINE      |
| NIGHTHAWK RADIOLOGY HOLDINGS INC   | COM              | 65411N105 | 4573   | 253366    | SH  | DEFINE      |
| NIGHTHAWK RADIOLOGY HOLDINGS INC   | COM              | 65411N105 | 762    | 42200     | SH  | DEFINE      |
| NII HOLDINGS INC                   | COM              | 62913F201 | 3132   | 38792     | SH  | DEFINE      |
| NII HOLDINGS INC                   | COM              | 62913F201 | 2747   | 34025     | SH  | DEFINE      |
| NII HOLDINGS INC                   | COM              | 62913F201 | 360431 | 4464090   | SH  | DEFINE      |
| NIKE INC                           | COM              | 654106103 | 3218   | 55200     | SH  | DEFINE      |
| NIKE INC                           | COM              | 654106103 | 5963   | 102300    | SH  | DEFINE      |
| NIKE INC                           | COM              | 654106103 | 15087  | 258821    | SH  | DEFINE      |
| NIPPON TELEGRAPH & TELEPHONE CORP  | SPONSORED ADR    | 654624105 | 275    | 12383     | SH  | DEFINE      |
| NIPPON TELEGRAPH & TELEPHONE CORP  | SPONSORED ADR    | 654624105 | 155    | 7000      | SH  | DEFINE      |
| NISOURCE INC                       | COM              | 65473P105 | 310    | 14953     | SH  | DEFINE      |
| NISOURCE INC                       | COM              | 65473P105 | 105621 | 5100000   | SH  | DEFINE      |
| NISSAN MOTOR CO LTD                | SPONSORED ADR    | 654744408 | 4974   | 231979    | SH  | DEFINE      |
| NISSAN MOTOR CO LTD                | SPONSORED ADR    | 654744408 | 49     | 2300      | SH  | DEFINE      |
| NOBLE CORP                         | COM              | G65422100 | 24072  | 246840    | SH  | DEFINE      |
| NOBLE CORP                         | COM              | G65422100 | 1089   | 11166     | SH  | DEFINE      |
| NOBLE CORP                         | COM              | G65422100 | 847    | 8684      | SH  | DEFINE      |
| NOBLE CORP                         | COM              | G65422100 | 3082   | 31600     | SH  | DEFINE      |
| NOBLE ENERGY INC                   | COM              | 655044105 | 518    | 8300      | SH  | DEFINE      |
| NOBLE ENERGY INC                   | COM              | 655044105 | 8111   | 130000    | SH  | DEFINE      |
| NOBLE ENERGY INC                   | COM              | 655044905 | 125    | 2000      | SH  | CALL DEFINE |
| NOKIA CORP                         | SPONSORED ADR    | 654902204 | 1887   | 67137     | SH  | DEFINE      |
| NOKIA CORP                         | SPONSORED ADR    | 654902204 | 696    | 24745     | SH  | DEFINE      |
| NOKIA CORP                         | SPONSORED ADR    | 654902204 | 17637  | 627431    | SH  | DEFINE      |
| NOKIA CORP                         | SPONSORED ADR    | 654902204 | 91994  | 3272650   | SH  | DEFINE      |
| NOKIA CORP                         | SPONSORED ADR    | 654902204 | 219    | 7800      | SH  | DEFINE      |
| NOKIA CORP                         | SPONSORED ADR    | 654902204 | 35     | 1250      | SH  | DEFINE      |
| NOMURA HOLDINGS INC                | SPONSORED ADR    | 65535H208 | 7387   | 380383    | SH  | DEFINE      |
| NOMURA HOLDINGS INC                | SPONSORED ADR    | 65535H208 | 558    | 28759     | SH  | DEFINE      |
| NORDSON CORP                       | COM              | 655663102 | 62872  | 1253422   | SH  | DEFINE      |
| NORDSTROM INC                      | COM              | 655664100 | 3851   | 75325     | SH  | DEFINE      |
| NORFOLK SOUTHERN CORP              | COM              | 655844108 | 72925  | 1387200   | SH  | DEFINE      |
| NORFOLK SOUTHERN CORP              | COM              | 655844108 | 7638   | 145291    | SH  | DEFINE      |
| NORSK HYDRO ASA                    | SPONSORED ADR    | 656531605 | 1217   | 31800     | SH  | DEFINE      |
| NORTEL NETWORKS CORP               | NOTE 4.250% 9/0  | 656568AB8 | 570545 | 576266000 | PRN | DEFINE      |
| NORTH AMERICAN ENERGY PARTNERS INC | COM              | 656844107 | 1823   | 90000     | SH  | DEFINE      |
| NORTH EUROPEAN OIL ROYALTY TRUST   | COM              | 659310106 | 237    | 6000      | SH  | DEFINE      |
| NORTHEAST UTILITIES                | COM              | 664397106 | 44599  | 1572600   | SH  | DEFINE      |
| NORTHEAST UTILITIES                | COM              | 664397106 | 96     | 3400      | SH  | DEFINE      |
| NORTHEAST UTILITIES                | COM              | 664397106 | 28360  | 1000000   | SH  | DEFINE      |
| NORTHERN ORION RES INC             | COM              | 665575106 | 3699   | 650000    | SH  | DEFINE      |
| NORTHERN TRUST CORP                | COM              | 665859104 | 275    | 4281      | SH  | DEFINE      |
| NORTHROP GRUMMAN CORP              | COM              | 666807102 | 77870  | 1000000   | SH  | DEFINE      |
| NORTHROP GRUMMAN CORP              | COM              | 666807102 | 10156  | 130421    | SH  | DEFINE      |
| NORTHSTAR NEUROSCIENCE INC         | COM              | 66704V101 | 736    | 63300     | SH  | DEFINE      |
| NORTHWEST AIRLINES CORP            | COM              | 667280408 | 148860 | 6705396   | SH  | DEFINE      |
| NORTHWEST PIPE COMPANY             | COM              | 667746101 | 11027  | 310000    | SH  | DEFINE      |
| NORTHWESTERN CORP                  | *W EXP 11/01/200 | 668074115 | 1001   | 106864    | SH  | DEFINE      |
| NORTHWESTERN CORP                  | COM              | 668074305 | 67305  | 2115834   | SH  | DEFINE      |
| NOVAGOLD RES INC                   | COM              | 66987E206 | 3006   | 200000    | SH  | DEFINE      |
| NOVARTIS AG                        | SPONSORED ADR    | 66987V109 | 11591  | 206720    | SH  | DEFINE      |
| NOVARTIS AG                        | SPONSORED ADR    | 66987V109 | 24489  | 436749    | SH  | DEFINE      |
| NOVARTIS AG                        | SPONSORED ADR    | 66987V109 | 6452   | 115075    | SH  | DEFINE      |
| NOVARTIS AG                        | SPONSORED ADR    | 66987V109 | 5334   | 95125     | SH  | DEFINE      |
| NOVELLUS SYS INC                   | COM              | 670008101 | 19774  | 697000    | SH  | DEFINE      |
| NOVO-NORDISK AS                    | ADR              | 670100205 | 2      | 18        | SH  | DEFINE      |
| NOVO-NORDISK AS                    | ADR              | 670100205 | 1451   | 13355     | SH  | DEFINE      |
| NOVO-NORDISK AS                    | ADR              | 670100205 | 3609   | 33210     | SH  | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |          |     |        |
|------------------------------------|----------------|-----------|--------|----------|-----|--------|
| NSTAR                              | COM            | 67019E107 | 437    | 13480    | SH  | DEFINE |
| NSTAR                              | COM            | 67019E107 | 1227   | 37800    | SH  | DEFINE |
| NUANCE COMMUNICATIONS INC          | COM            | 67020Y100 | 1719   | 102746   | SH  | DEFINE |
| NUANCE COMMUNICATIONS INC          | COM            | 67020Y100 | 6161   | 368250   | SH  | DEFINE |
| NUANCE COMMUNICATIONS INC          | COM            | 67020Y100 | 110648 | 6613745  | SH  | DEFINE |
| NUANCE COMMUNICATIONS INC          | COM            | 67020Y100 | 341    | 20400    | SH  | DEFINE |
| NUCOR CORP                         | COM            | 670346105 | 259575 | 4425839  | SH  | DEFINE |
| NUCOR CORP                         | COM            | 670346105 | 13704  | 233650   | SH  | DEFINE |
| NUVEEN INSURED N Y TAX FREE ADVANT | COM            | 670656107 | 530    | 38600    | SH  | DEFINE |
| NUVEEN INVESTMENTS INC             | COM            | 67090F106 | 6      | 103      | SH  | DEFINE |
| NUVEEN INVESTMENTS INC             | COM            | 67090F106 | 6631   | 106695   | SH  | DEFINE |
| NUVEEN PREMIUM INCOME MUNICIPAL FU | COM            | 6706K4105 | 306    | 25000    | SH  | DEFINE |
| NVIDIA CORP                        | COM            | 67066G104 | 228    | 5525     | SH  | DEFINE |
| NVIDIA CORP                        | COM            | 67066G104 | 68057  | 1647480  | SH  | DEFINE |
| NVR INC                            | COM            | 62944T105 | 1074   | 1580     | SH  | DEFINE |
| NVR INC                            | COM            | 62944T105 | 77852  | 114530   | SH  | DEFINE |
| OAKLEY INC                         | COM            | 673662102 | 393    | 13833    | SH  | DEFINE |
| OCCIDENTAL PETROLEUM CORP          | COM            | 674599105 | 8393   | 145000   | SH  | DEFINE |
| OCCIDENTAL PETROLEUM CORP          | COM            | 674599105 | 316    | 5464     | SH  | DEFINE |
| OCCIDENTAL PETROLEUM CORP          | COM            | 674599105 | 22191  | 383400   | SH  | DEFINE |
| OFFICE DEPOT INC                   | COM            | 676220106 | 1153   | 38057    | SH  | DEFINE |
| OFFICE DEPOT INC                   | COM            | 676220106 | 3352   | 110617   | SH  | DEFINE |
| OFFICE DEPOT INC                   | COM            | 676220106 | 60217  | 1987350  | SH  | DEFINE |
| OFFICE DEPOT INC                   | COM            | 676220106 | 5568   | 183759   | SH  | DEFINE |
| OFFICEMAX INCORPRATED              | COM            | 67622P101 | 4995   | 127100   | SH  | DEFINE |
| OFFICEMAX INCORPRATED              | COM            | 67622P101 | 240    | 6100     | SH  | DEFINE |
| OFFICEMAX INCORPRATED              | COM            | 67622P101 | 8876   | 225863   | SH  | DEFINE |
| OGE ENERGY CORP                    | COM            | 670837103 | 220    | 6000     | SH  | DEFINE |
| OIL STATES INTERNATIONAL INC       | COM            | 678026105 | 28401  | 687000   | SH  | DEFINE |
| OIL STATES INTERNATIONAL INC       | COM            | 678026105 | 41108  | 994400   | SH  | DEFINE |
| OIL STATES INTERNATIONAL INC       | COM            | 678026105 | 4961   | 120000   | SH  | DEFINE |
| OLD REPUBLIC INTERNATIONAL CORP    | COM            | 680223104 | 268809 | 12643883 | SH  | DEFINE |
| OLD REPUBLIC INTERNATIONAL CORP    | COM            | 680223104 | 349754 | 16451254 | SH  | DEFINE |
| OLD REPUBLIC INTERNATIONAL CORP    | COM            | 680223104 | 3      | 157      | SH  | DEFINE |
| OMEGA HEALTHCARE INVESTORS INC     | COM            | 681936100 | 177    | 11200    | SH  | DEFINE |
| OMEGA HEALTHCARE INVESTORS INC     | COM            | 681936100 | 1037   | 65500    | SH  | DEFINE |
| OMEGA HEALTHCARE INVESTORS INC     | COM            | 681936100 | 237    | 15000    | SH  | DEFINE |
| OMEGA HEALTHCARE INVESTORS INC     | COM            | 681936100 | 3764   | 237774   | SH  | DEFINE |
| OMEGA PROTEIN CORP                 | COM            | 68210P107 | 9282   | 1002400  | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 900    | 24950    | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 1349   | 37420    | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 39565  | 1097210  | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 2      | 67       | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 356    | 9880     | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 16154  | 447988   | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 5560   | 154200   | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 11956  | 331561   | SH  | DEFINE |
| OMNICARE INC                       | COM            | 681904108 | 18     | 500      | SH  | DEFINE |
| OMNICARE INC                       | BCV 3.250%12/1 | 681904AL2 | 13460  | 16000000 | PRN | DEFINE |
| OMNICELL INC                       | COM            | 68213N109 | 6560   | 315700   | SH  | DEFINE |
| OMNICOM GROUP INC                  | COM            | 681919106 | 3363   | 63540    | SH  | DEFINE |
| OMNITURE INC                       | COM            | 68212S109 | 97     | 4232     | SH  | DEFINE |
| OMNITURE INC                       | COM            | 68212S109 | 39093  | 1705630  | SH  | DEFINE |
| OMNIVISION TECHNOLOGIES INC        | COM            | 682128103 | 30992  | 1711300  | SH  | DEFINE |
| ONEBEACON INSURANCE GROUP LTD      | COM            | G67742109 | 18927  | 747200   | SH  | DEFINE |
| ONEOK INC                          | COM            | 682680103 | 227    | 4500     | SH  | DEFINE |
| ONYX PHARMACEUTICALS INC           | COM            | 683399109 | 101    | 3750     | SH  | DEFINE |
| ONYX PHARMACEUTICALS INC           | COM            | 683399109 | 17116  | 636300   | SH  | DEFINE |
| OPEN TEXT CORP                     | COM            | 683715106 | 34776  | 1489955  | SH  | DEFINE |
| OPEN TEXT CORP                     | COM            | 683715106 | 25620  | 1097688  | SH  | DEFINE |
| OPEN TEXT CORP                     | COM            | 683715106 | 6821   | 292256   | SH  | DEFINE |
| OPEN TEXT CORP                     | COM            | 683715106 | 5431   | 232672   | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                  |      |                      |         |          |     |             |
|----------------------------------|------|----------------------|---------|----------|-----|-------------|
| OPNEXT INC                       | COM  | 68375V105            | 9223    | 696600   | SH  | DEFINE      |
| OPSWARE INC                      | COM  | 68383A101            | 6535    | 687139   | SH  | DEFINE      |
| OPSWARE INC                      | COM  | 68383A101            | 1371    | 144200   | SH  | DEFINE      |
| OPTION CARE INC                  | COM  | 683948103            | 8643    | 561221   | SH  | DEFINE      |
| OPTIONSXPRESS HOLDINGS INC       | COM  | 684010101            | 7430    | 289547   | SH  | DEFINE      |
| OPTIONSXPRESS HOLDINGS INC       | COM  | 684010101            | 7051    | 274773   | SH  | DEFINE      |
| OPTIONSXPRESS HOLDINGS INC       | COM  | 684010101            | 101721  | 3964172  | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 1374149 | 69718347 | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 45716   | 2319457  | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 3439    | 174475   | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 9855    | 500000   | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 1801    | 91360    | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 9315    | 472624   | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 54485   | 2764340  | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 1434    | 72740    | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 9945    | 504580   | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 78878   | 4001920  | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 16616   | 843040   | SH  | DEFINE      |
| ORACLE CORP                      | COM  | 68389X105            | 1789    | 90750    | SH  | DEFINE      |
| ORBITAL SCIENCES CORP            | COM  | 685564106            | 2       | 87       | SH  | DEFINE      |
| ORBITAL SCIENCES CORP            | COM  | 685564106            | 5587    | 265931   | SH  | DEFINE      |
| ORBITAL SCIENCES CORP            | COM  | 685564106            | 26844   | 1277700  | SH  | DEFINE      |
| ORBOTECH LTD                     | COM  | M75253100            | 14144   | 633700   | SH  | DEFINE      |
| ORBOTECH LTD                     | COM  | M75253100            | 455     | 20400    | SH  | DEFINE      |
| ORBOTECH LTD                     | COM  | M75253100            | 2214    | 99200    | SH  | DEFINE      |
| OREXIGEN THERAPEUTICS INC        | COM  | 686164104            | 5274    | 351100   | SH  | DEFINE      |
| ORIENT EXPRESS HOTELS LTD        | COM  | G67743107            | 1       | 26       | SH  | DEFINE      |
| ORIENT EXPRESS HOTELS LTD        | COM  | G67743107            | 72705   | 1361510  | SH  | DEFINE      |
| OSHKOSH TRUCK CORP               | COM  | 688239201            | 62939   | 1000300  | SH  | DEFINE      |
| OSHKOSH TRUCK CORP               | COM  | 688239201            | 1643    | 26110    | SH  | DEFINE      |
| OUTDOOR CHANNEL HOLDINGS INC     | COM  | 690027206            | 2615    | 232000   | SH  | DEFINE      |
| OVERSEAS SHIPHOLDING GROUP INC   | COM  | 690368105            | 112308  | 1379700  | SH  | DEFINE      |
| OWENS & MINOR INC                | COM  | 690732102            | 13855   | 396546   | SH  | DEFINE      |
| OWENS CORNING NEW                | COM  | 690742101            | 248566  | 7391209  | SH  | DEFINE      |
| OWENS CORNING NEW                | COM  | 690742901            | 78055   | 2320988  | SH  | CALL DEFINE |
| P.A.M. TRANSPORTATION SVCS INC   | COM  | 693149106            | 1138    | 62263    | SH  | DEFINE      |
| PACER INTERNATIONAL INC          | COM  | 69373H106            | 18932   | 804939   | SH  | DEFINE      |
| PACIFICARE HEALTH SYSTEMS INC    | DBCV | 3.000%10/1 695112AG7 | 7425    | 2000000  | PRN | DEFINE      |
| PALL CORP                        | COM  | 696429307            | 22995   | 500000   | SH  | DEFINE      |
| PALL CORP                        | COM  | 696429307            | 916     | 19915    | SH  | DEFINE      |
| PAN AMERICAN SILVER CORP         | COM  | 697900108            | 7926    | 285100   | SH  | DEFINE      |
| PANACOS PHARMACEUTICALS INC      | COM  | 69811Q106            | 0       | 9        | SH  | DEFINE      |
| PANACOS PHARMACEUTICALS INC      | COM  | 69811Q106            | 2532    | 783900   | SH  | DEFINE      |
| PANERA BREAD CO                  | COM  | 69840W108            | 1261    | 27383    | SH  | DEFINE      |
| PANERA BREAD CO                  | COM  | 69840W108            | 1700    | 36900    | SH  | DEFINE      |
| PANERA BREAD CO                  | COM  | 69840W108            | 95837   | 2080690  | SH  | DEFINE      |
| PAR PHARMACEUTICAL COMPANIES INC | COM  | 69888P106            | 13599   | 481738   | SH  | DEFINE      |
| PARAMETRIC TECHNOLOGY CORP       | COM  | 699173209            | 1716    | 79400    | SH  | DEFINE      |
| PAREXEL INTERNATIONAL CORP       | COM  | 699462107            | 28647   | 681100   | SH  | DEFINE      |
| PARKER HANNIFIN CORP             | COM  | 701094104            | 230     | 2350     | SH  | DEFINE      |
| PARKWAY PROPERTIES INC           | COM  | 70159Q104            | 5       | 110      | SH  | DEFINE      |
| PARKWAY PROPERTIES INC           | COM  | 70159Q104            | 15331   | 319200   | SH  | DEFINE      |
| PARTNERRE LTD                    | COM  | G6852T105            | 351     | 4525     | SH  | DEFINE      |
| PATTERSON COS INC                | COM  | 703395103            | 1386    | 37175    | SH  | DEFINE      |
| PAYCHEX INC                      | COM  | 704326107            | 2130    | 54456    | SH  | DEFINE      |
| PAYCHEX INC                      | COM  | 704326107            | 1956    | 50000    | SH  | DEFINE      |
| PAYCHEX INC                      | COM  | 704326107            | 18452   | 471681   | SH  | DEFINE      |
| PAYCHEX INC                      | COM  | 704326107            | 104417  | 2669140  | SH  | DEFINE      |
| PDL BIOPHARMA INC                | COM  | 69329Y104            | 1319    | 56598    | SH  | DEFINE      |
| PDL BIOPHARMA INC                | COM  | 69329Y104            | 76342   | 3276460  | SH  | DEFINE      |
| PDL BIOPHARMA INC                | COM  | 69329Y104            | 17      | 730      | SH  | DEFINE      |
| PROTEIN DESIGN LABS INC          | NOTE | 2.750% 8/1 74369LAD5 | 27420   | 21990000 | PRN | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |         |          |    |        |
|------------------------------------|---------------|-----------|---------|----------|----|--------|
| PEABODY ENERGY CORP                | COM           | 704549104 | 95899   | 1982200  | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 2       | 40       | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 4596    | 95000    | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 769     | 15890    | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 18069   | 373475   | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 57819   | 1195105  | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 247     | 5100     | SH | DEFINE |
| PEABODY ENERGY CORP                | COM           | 704549104 | 42      | 870      | SH | DEFINE |
| PENN NATIONAL GAMING INC           | COM           | 707569109 | 2       | 25       | SH | DEFINE |
| PENN NATIONAL GAMING INC           | COM           | 707569109 | 38416   | 639300   | SH | DEFINE |
| PENN VIRGINIA CORP                 | COM           | 707882106 | 201     | 5000     | SH | DEFINE |
| PENN VIRGINIA RESOURCES PARTNERS L | COM           | 707884102 | 236     | 7600     | SH | DEFINE |
| PENN WEST ENERGY TRUST             | TR UNIT       | 707885109 | 26930   | 756025   | SH | DEFINE |
| PENN WEST ENERGY TRUST             | COM           | 707885109 | 60      | 1800     | SH | DEFINE |
| PENNEY JC CO INC                   | COM           | 708160106 | 2503    | 34581    | SH | DEFINE |
| PENTAIR INC                        | COM           | 709631105 | 1173    | 30400    | SH | DEFINE |
| PENTAIR INC                        | COM           | 709631105 | 451     | 11700    | SH | DEFINE |
| PENWEST PHARMACEUTICALS CO         | COM           | 709754105 | 6171    | 494898   | SH | DEFINE |
| PENWEST PHARMACEUTICALS CO         | COM           | 709754105 | 18224   | 1461436  | SH | DEFINE |
| PEOPLE'S UNITED FINANCIAL INC      | COM           | 712704105 | 35576   | 2006560  | SH | DEFINE |
| PEOPLE'S UNITED FINANCIAL INC      | COM           | 712704105 | 84      | 4725     | SH | DEFINE |
| PEOPLES BANCORP INC                | COM           | 709789101 | 28306   | 1045647  | SH | DEFINE |
| PEPCO HOLDINGS INC                 | COM           | 713291102 | 109     | 3856     | SH | DEFINE |
| PEPCO HOLDINGS INC                 | COM           | 713291102 | 39480   | 1400000  | SH | DEFINE |
| PEPSIAMERICAS INC                  | COM           | 71343P200 | 555     | 22600    | SH | DEFINE |
| PEPSICO INC                        | COM           | 713448108 | 2075    | 32000    | SH | DEFINE |
| PEPSICO INC                        | COM           | 713448108 | 193     | 2981     | SH | DEFINE |
| PEPSICO INC                        | COM           | 713448108 | 6573    | 101350   | SH | DEFINE |
| PEPSICO INC                        | COM           | 713448108 | 78353   | 1208214  | SH | DEFINE |
| PEPSICO INC                        | COM           | 713448108 | 57484   | 886410   | SH | DEFINE |
| PEPSICO INC                        | COM           | 713448108 | 117     | 1800     | SH | DEFINE |
| PERKINELMER INC                    | COM           | 714046109 | 468     | 17968    | SH | DEFINE |
| PETRO-CANADA                       | COM           | 71644E102 | 300946  | 5303022  | SH | DEFINE |
| PETROCHINA CO LTD                  | SPONSORED ADR | 71646E100 | 6697    | 45044    | SH | DEFINE |
| PETROHAWK ENERGY CORP              | COM           | 716495106 | 2       | 118      | SH | DEFINE |
| PETROHAWK ENERGY CORP              | COM           | 716495106 | 4871    | 307108   | SH | DEFINE |
| PETROHAWK ENERGY CORP              | COM           | 716495106 | 185     | 11680    | SH | DEFINE |
| PETROLEO BRASILEIRO SA (PETROBRAS) | SPON ADR PFD  | 71654V101 | 2444    | 22910    | SH | DEFINE |
| PETROLEO BRASILEIRO SA (PETROBRAS) | SPON ADR PFD  | 71654V101 | 29      | 270      | SH | DEFINE |
| PETROLEO BRASILEIRO SA (PETROBRAS) | SPON ADR PFD  | 71654V101 | 3200    | 30000    | SH | DEFINE |
| PETROLEO BRASILEIRO SA (PETROBRAS) | SPON ADR PFD  | 71654V101 | 914008  | 8567754  | SH | DEFINE |
| PETROLEO BRASILEIRO SA (PETROBRAS) | SPONSORED ADR | 71654V408 | 24      | 200      | SH | DEFINE |
| PETROLEO BRASILEIRO SA (PETROBRAS) | SPONSORED ADR | 71654V408 | 5215    | 43000    | SH | DEFINE |
| PETROLEUM & RESOURCES CORP         | COM           | 716549100 | 5793    | 150000   | SH | DEFINE |
| PETROLEUM & RESOURCES CORP         | COM           | 716549100 | 24      | 623      | SH | DEFINE |
| PETSMART INC                       | COM           | 716768106 | 1793    | 55260    | SH | DEFINE |
| PETSMART INC                       | COM           | 716768106 | 17477   | 538568   | SH | DEFINE |
| PETSMART INC                       | COM           | 716768106 | 117318  | 3615350  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 1371760 | 53647256 | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 72424   | 2832394  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 33325   | 1303300  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 186414  | 7290330  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 686344  | 26841779 | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 5985    | 234047   | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 55487   | 2170000  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 64161   | 2509215  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 73994   | 2893766  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 1539021 | 60188560 | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 3748    | 146566   | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 11839   | 462996   | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 168539  | 6591298  | SH | DEFINE |
| PFIZER INC                         | COM           | 717081103 | 175     | 6830     | SH | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |        |          |     |        |
|------------------------------------|-----------------|-----------|--------|----------|-----|--------|
| PFIZER INC                         | COM             | 717081103 | 15454  | 604389   | SH  | DEFINE |
| PFIZER INC                         | COM             | 717081103 | 271    | 10611    | SH  | DEFINE |
| PG&E CORP                          | COM             | 69331C108 | 25     | 562      | SH  | DEFINE |
| PG&E CORP                          | COM             | 69331C108 | 709172 | 15655000 | SH  | DEFINE |
| PHARMACEUTICAL PRODUCT DEVELOPMENT | COM             | 717124101 | 14508  | 379100   | SH  | DEFINE |
| PHARMACEUTICAL PRODUCT DEVELOPMENT | COM             | 717124101 | 16596  | 433658   | SH  | DEFINE |
| PHARMACEUTICAL PRODUCT DEVELOPMENT | COM             | 717124101 | 157    | 4100     | SH  | DEFINE |
| PHARMACEUTICAL PRODUCT DEVELOPMENT | COM             | 717124101 | 113447 | 2964392  | SH  | DEFINE |
| PHARMION CORP                      | COM             | 71715B409 | 5199   | 179600   | SH  | DEFINE |
| PHASE FORWARD INC                  | COM             | 71721R406 | 8314   | 494000   | SH  | DEFINE |
| PHI INC                            | COM             | 69336T106 | 2948   | 95100    | SH  | DEFINE |
| PHI INC                            | COM             | 69336T205 | 20826  | 699099   | SH  | DEFINE |
| PHI INC                            | COM             | 69336T205 | 2383   | 80000    | SH  | DEFINE |
| PHILIPPINE LONG DISTANCE TELEPHONE | SPONSORED ADR   | 718252604 | 706    | 12351    | SH  | DEFINE |
| PHILIPPINE LONG DISTANCE TELEPHONE | SPONSORED ADR   | 718252604 | 8602   | 150381   | SH  | DEFINE |
| PHILIPPINE LONG DISTANCE TELEPHONE | SPONSORED ADR   | 718252604 | 14778  | 258359   | SH  | DEFINE |
| PHILLIPS VAN HEUSEN CORP           | COM             | 718592108 | 748    | 12349    | SH  | DEFINE |
| PIER 1 IMPORTS INC                 | COM             | 720279108 | 25295  | 2979440  | SH  | DEFINE |
| PIER 1 IMPORTS INC                 | COM             | 720279108 | 13308  | 1567500  | SH  | DEFINE |
| PIER 1 IMPORTS INC                 | COM             | 720279108 | 31060  | 3658460  | SH  | DEFINE |
| PIER 1 IMPORTS INC                 | COM             | 720279108 | 3906   | 460101   | SH  | DEFINE |
| PINNACLE WEST CAPITAL CORP         | COM             | 723484101 | 84     | 2100     | SH  | DEFINE |
| PINNACLE WEST CAPITAL CORP         | COM             | 723484101 | 279787 | 7021000  | SH  | DEFINE |
| PIONEER DRILLING CO                | COM             | 723655106 | 1789   | 120000   | SH  | DEFINE |
| PIONEER NATURAL RESOURCES CO       | COM             | 723787107 | 4730   | 97100    | SH  | DEFINE |
| PIONEER NATURAL RESOURCES CO       | COM             | 723787107 | 146    | 3000     | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 253674 | 5418060  | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 2647   | 56530    | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 1751   | 37391    | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 1669   | 35643    | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 26355  | 562900   | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 68293  | 1458639  | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 7148   | 152680   | SH  | DEFINE |
| PITNEY BOWES INC                   | COM             | 724479100 | 755    | 16120    | SH  | DEFINE |
| PLATINUM UNDERWRITER HLDGS LTD     | COM             | G7127P100 | 4173   | 120078   | SH  | DEFINE |
| PLUM CREEK TIMBER CO INC           | COM             | 729251108 | 71116  | 1707069  | SH  | DEFINE |
| PLUM CREEK TIMBER CO INC           | COM             | 729251108 | 12073  | 289797   | SH  | DEFINE |
| PMC-SIERRA INC                     | NOTE 2.250%10/1 | 69344FAD8 | 10771  | 9500000  | PRN | DEFINE |
| PMI GROUP INC                      | COM             | 69344M101 | 65013  | 1455400  | SH  | DEFINE |
| PMI GROUP INC                      | COM             | 69344M101 | 6971   | 156060   | SH  | DEFINE |
| PNC FINANCIAL SERVICES GROUP       | COM             | 693475105 | 30457  | 425495   | SH  | DEFINE |
| PNC FINANCIAL SERVICES GROUP       | COM             | 693475105 | 5819   | 81289    | SH  | DEFINE |
| PNM RESOURCES INC                  | COM             | 69349H107 | 51781  | 1863300  | SH  | DEFINE |
| PNM RESOURCES INC                  | COM             | 69349H107 | 229    | 8250     | SH  | DEFINE |
| POGO PRODUCING CO                  | COM             | 730448107 | 44003  | 866366   | SH  | DEFINE |
| POGO PRODUCING CO                  | COM             | 730448107 | 787    | 15500    | SH  | DEFINE |
| POLYONE CORP                       | COM             | 73179P106 | 9886   | 1375000  | SH  | DEFINE |
| PORTLAND GENERAL ELECTRIC CO       | COM             | 736508847 | 164640 | 6000000  | SH  | DEFINE |
| PORTUGAL TELECOM SGPS SA           | SPONSORED ADR   | 737273102 | 99     | 7162     | SH  | DEFINE |
| PORTUGAL TELECOM SGPS SA           | SPONSORED ADR   | 737273102 | 25941  | 1867617  | SH  | DEFINE |
| POSCO                              | SPONSORED ADR   | 693483109 | 46466  | 387216   | SH  | DEFINE |
| POSCO                              | SPONSORED ADR   | 693483109 | 3640   | 30330    | SH  | DEFINE |
| POSCO                              | SPONSORED ADR   | 693483109 | 479    | 3989     | SH  | DEFINE |
| POTASH CORP OF SASKATCHEWAN INC    | COM             | 73755L107 | 118    | 1413     | SH  | DEFINE |
| POTASH CORP OF SASKATCHEWAN INC    | COM             | 73755L107 | 468    | 6000     | SH  | DEFINE |
| POTLATCH CORP                      | COM             | 737630103 | 143401 | 3331030  | SH  | DEFINE |
| POWELL INDUSTRIES INC              | COM             | 739128106 | 11538  | 363300   | SH  | DEFINE |
| POWERSHARES QQQ NASDAQ 100         | UNIT SER 1      | 73935A104 | 3813   | 80155    | SH  | DEFINE |
| POZEN INC                          | COM             | 73941U102 | 4152   | 229790   | SH  | DEFINE |
| POZEN INC                          | COM             | 73941U102 | 9204   | 509357   | SH  | DEFINE |
| PPG INDUSTRIES INC                 | COM             | 693506107 | 11     | 150      | SH  | DEFINE |
| PPG INDUSTRIES INC                 | COM             | 693506107 | 2618   | 34403    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                 |           |         |          |     |        |
|------------------------------------|-----------------|-----------|---------|----------|-----|--------|
| PPL CORP                           | COM             | 69351T106 | 568     | 12147    | SH  | DEFINE |
| PPL CORP                           | COM             | 69351T106 | 205876  | 4400000  | SH  | DEFINE |
| PRAXAIR INC                        | COM             | 74005P104 | 251927  | 3499478  | SH  | DEFINE |
| PRAXAIR INC                        | COM             | 74005P104 | 250     | 3473     | SH  | DEFINE |
| PRAXAIR INC                        | COM             | 74005P104 | 19860   | 275873   | SH  | DEFINE |
| PRAXAIR INC                        | COM             | 74005P104 | 48881   | 679000   | SH  | DEFINE |
| PRECISION CASTPARTS CORP           | COM             | 740189105 | 2460    | 20270    | SH  | DEFINE |
| PRECISION CASTPARTS CORP           | COM             | 740189105 | 171207  | 1410735  | SH  | DEFINE |
| PRESIDENTIAL LIFE CORP             | COM             | 740884101 | 9972    | 507200   | SH  | DEFINE |
| PRINCIPAL FINANCIAL GROUP          | COM             | 74251V102 | 13115   | 225000   | SH  | DEFINE |
| PRINCIPAL FINANCIAL GROUP          | COM             | 74251V102 | 13      | 225      | SH  | DEFINE |
| PRINTRONIX INC                     | COM             | 742578107 | 1690    | 130000   | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 257243  | 4204000  | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 149     | 2429     | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 2142    | 35000    | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 29724   | 485760   | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 90934   | 1486093  | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 80346   | 1313050  | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 269     | 4400     | SH  | DEFINE |
| PROCTER & GAMBLE CO                | COM             | 742718109 | 37      | 610      | SH  | DEFINE |
| PROGRESS ENERGY INC                | COM             | 743263105 | 3298    | 72336    | SH  | DEFINE |
| PROGRESS ENERGY INC                | COM             | 743263105 | 513790  | 11269800 | SH  | DEFINE |
| PROGRESSIVE CORP                   | COM             | 743315103 | 82589   | 3451270  | SH  | DEFINE |
| PROGRESSIVE CORP                   | COM             | 743315103 | 14246   | 595300   | SH  | DEFINE |
| PROGRESSIVE CORP                   | COM             | 743315103 | 1067    | 44570    | SH  | DEFINE |
| PROGRESSIVE CORP                   | COM             | 743315103 | 714     | 29850    | SH  | DEFINE |
| PROGRESSIVE CORP                   | COM             | 743315103 | 28295   | 1182402  | SH  | DEFINE |
| PROLIANCE INTERNATIONAL INC        | COM             | 74340R104 | 2554    | 823800   | SH  | DEFINE |
| PROLOGIS                           | COM             | 743410102 | 22      | 380      | SH  | DEFINE |
| PROLOGIS                           | COM             | 743410102 | 1840    | 32339    | SH  | DEFINE |
| PROLOGIS                           | COM             | 743410102 | 69363   | 1219034  | SH  | DEFINE |
| PROTECTION ONE INC                 | COM             | 743663403 | 11365   | 759684   | SH  | DEFINE |
| PROTECTIVE LIFE CORP               | COM             | 743674103 | 33008   | 690400   | SH  | DEFINE |
| PROTECTIVE LIFE CORP               | COM             | 743674103 | 43      | 900      | SH  | DEFINE |
| PROVIDENCE & WORCESTER RAILROAD CO | COM             | 743737108 | 3965    | 205000   | SH  | DEFINE |
| PROVIDIAN FINANCIAL CORP           | NOTE 4.000% 5/1 | 74406AAC6 | 13028   | 9000000  | PRN | DEFINE |
| PRUDENTIAL FINANCIAL INC           | COM             | 744320102 | 138261  | 1422000  | SH  | DEFINE |
| PRUDENTIAL FINANCIAL INC           | COM             | 744320102 | 273239  | 2810229  | SH  | DEFINE |
| PRUDENTIAL FINANCIAL INC           | COM             | 744320102 | 1945    | 20000    | SH  | DEFINE |
| PRUDENTIAL FINANCIAL INC           | COM             | 744320102 | 2754    | 28326    | SH  | DEFINE |
| PS BUSINESS PARKS INC              | COM             | 69360J107 | 15      | 235      | SH  | DEFINE |
| PS BUSINESS PARKS INC              | COM             | 69360J107 | 43022   | 678904   | SH  | DEFINE |
| PSS WORLD MEDICAL INC              | COM             | 69366A100 | 1489    | 81700    | SH  | DEFINE |
| PSYCHIATRIC SOLUTIONS INC          | COM             | 74439H108 | 6037    | 166500   | SH  | DEFINE |
| PSYCHIATRIC SOLUTIONS INC          | COM             | 74439H108 | 19700   | 543300   | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 4       | 50       | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 4389    | 50000    | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 373     | 4250     | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 9917    | 112979   | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 1633650 | 18610729 | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 184     | 2100     | SH  | DEFINE |
| PUBLIC SERVICE ENTERPRISE GROUP IN | COM             | 744573106 | 32      | 370      | SH  | DEFINE |
| PUBLIC STORAGE                     | COM             | 74460D109 | 13      | 165      | SH  | DEFINE |
| PUBLIC STORAGE                     | COM             | 74460D109 | 1587    | 20662    | SH  | DEFINE |
| PUBLIC STORAGE                     | COM             | 74460D109 | 42412   | 552100   | SH  | DEFINE |
| PUGET ENERGY INC                   | COM             | 745310102 | 24      | 1000     | SH  | DEFINE |
| PUGET ENERGY INC                   | COM             | 745310102 | 268188  | 11091300 | SH  | DEFINE |
| PULTE HOMES INC                    | COM             | 745867101 | 58969   | 2626700  | SH  | DEFINE |
| PULTE HOMES INC                    | COM             | 745867101 | 3       | 115      | SH  | DEFINE |
| PUTNAM MUNICIPAL OPPORTUNITIES TRU | COM             | 746922103 | 356     | 30000    | SH  | DEFINE |
| QLOGIC CORP                        | COM             | 747277101 | 2802    | 168304   | SH  | DEFINE |
| QUALCOMM INC                       | COM             | 747525103 | 311     | 7174     | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                           |     |           |        |         |    |        |
|---------------------------|-----|-----------|--------|---------|----|--------|
| QUALCOMM INC              | COM | 747525103 | 4773   | 110000  | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 568    | 13080   | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 58019  | 1337143 | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 136534 | 3146670 | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 139    | 3200    | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 304    | 7000    | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 24     | 550     | SH | DEFINE |
| QUALCOMM INC              | COM | 747525103 | 651    | 15000   | SH | DEFINE |
| QUANTA SERVICES INC       | COM | 74762E102 | 33737  | 1100000 | SH | DEFINE |
| QUANTA SERVICES INC       | COM | 74762E102 | 13     | 435     | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 18655  | 1431725 | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 23222  | 1782191 | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 7847   | 645848  | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 42436  | 3256796 | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 4288   | 329124  | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 2546   | 195383  | SH | DEFINE |
| QUEBECOR WORLD INC        | COM | 748203106 | 7078   | 543229  | SH | DEFINE |
| QUEENSTAKE RES LTD YUKON  | COM | 748314101 | 9      | 59916   | SH | DEFINE |
| QUEST CAPITAL CORP        | COM | 74835U109 | 893    | 293600  | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 14979  | 290000  | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 22752  | 440510  | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 367315 | 7111614 | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 25825  | 500000  | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 19956  | 386370  | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 9154   | 177226  | SH | DEFINE |
| QUEST DIAGNOSTICS INC     | COM | 74834L100 | 38348  | 742466  | SH | DEFINE |
| QUEST SOFTWARE INC        | COM | 74834T103 | 17712  | 1094001 | SH | DEFINE |
| QUEST SOFTWARE INC        | COM | 74834T103 | 24713  | 1526446 | SH | DEFINE |
| QUESTAR CORP              | COM | 748356102 | 2924   | 55326   | SH | DEFINE |
| R R DONNELLEY & SONS CO   | COM | 257867101 | 216959 | 4986420 | SH | DEFINE |
| R R DONNELLEY & SONS CO   | COM | 257867101 | 10059  | 231195  | SH | DEFINE |
| R R DONNELLEY & SONS CO   | COM | 257867101 | 463    | 10637   | SH | DEFINE |
| R R DONNELLEY & SONS CO   | COM | 257867101 | 31044  | 713500  | SH | DEFINE |
| R R DONNELLEY & SONS CO   | COM | 257867101 | 6896   | 158500  | SH | DEFINE |
| RADIAN GROUP INC          | COM | 750236101 | 50069  | 927200  | SH | DEFINE |
| RADIOSHACK CORP           | COM | 750438103 | 1145   | 34550   | SH | DEFINE |
| RAIT FINANCIAL TRUST      | COM | 749227104 | 7805   | 299975  | SH | DEFINE |
| RAIT FINANCIAL TRUST      | COM | 749227104 | 30495  | 1171999 | SH | DEFINE |
| RAMCO-GERSHENSON PPTYS TR | COM | 751452202 | 10     | 285     | SH | DEFINE |
| RAMCO-GERSHENSON PPTYS TR | COM | 751452202 | 43     | 1200    | SH | DEFINE |
| RAMCO-GERSHENSON PPTYS TR | COM | 751452202 | 4445   | 123700  | SH | DEFINE |
| RANDGOLD RESOURCES LTD    | ADR | 752344309 | 47211  | 2127600 | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 432896 | 8032957 | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 5902   | 109520  | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 5645   | 104755  | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 32334  | 600000  | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 1887   | 35019   | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 5153   | 95621   | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 27134  | 503500  | SH | DEFINE |
| RAYTHEON CO               | COM | 755111507 | 1607   | 29825   | SH | DEFINE |
| RC2 CORP                  | COM | 749388104 | 11699  | 292400  | SH | DEFINE |
| REALNETWORKS INC          | COM | 75605L104 | 117    | 14262   | SH | DEFINE |
| RED LION HOTELS CORP      | COM | 756764106 | 7097   | 552300  | SH | DEFINE |
| REDDY ICE HOLDING INC     | COM | 75734R105 | 1047   | 36700   | SH | DEFINE |
| REDWOOD TRUST INC         | COM | 758075402 | 2177   | 45000   | SH | DEFINE |
| REDWOOD TRUST INC         | COM | 758075402 | 4      | 75      | SH | DEFINE |
| REDWOOD TRUST INC         | COM | 758075402 | 15985  | 330400  | SH | DEFINE |
| REED ELSEVIER NV          | ADR | 758204101 | 29958  | 790020  | SH | DEFINE |
| REED ELSEVIER NV          | ADR | 758204101 | 887    | 23400   | SH | DEFINE |
| REED ELSEVIER NV          | ADR | 758204101 | 9      | 250     | SH | DEFINE |
| REGAL ENTERTAINMENT GROUP | COM | 758766109 | 7069   | 322360  | SH | DEFINE |
| REGENCY CENTERS CORP      | COM | 758849103 | 11     | 150     | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                              |               |           |        |         |    |        |
|------------------------------|---------------|-----------|--------|---------|----|--------|
| REGENCY CENTERS CORP         | COM           | 758849103 | 1361   | 19300   | SH | DEFINE |
| REGENCY CENTERS CORP         | COM           | 758849103 | 33135  | 470000  | SH | DEFINE |
| REGIONS FINANCIAL CORP       | COM           | 7591EP100 | 1196   | 36125   | SH | DEFINE |
| REGIS CORP                   | COM           | 758932107 | 64210  | 1678700 | SH | DEFINE |
| REHABCARE GROUP INC          | COM           | 759148109 | 7663   | 538097  | SH | DEFINE |
| RELIANCE STEEL & ALUMINUM CO | COM           | 759509102 | 175931 | 3127100 | SH | DEFINE |
| RELIANT ENERGY INC           | COM           | 75952B105 | 124224 | 4609430 | SH | DEFINE |
| RELIANT ENERGY INC           | COM           | 75952B105 | 104    | 3871    | SH | DEFINE |
| RENAISSANCE HOLDINGS LTD     | COM           | G7496G103 | 580    | 9360    | SH | DEFINE |
| RENOVIS INC                  | COM           | 759885106 | 3343   | 928500  | SH | DEFINE |
| REPROS THERAPEUTICS INC      | COM           | 76028H100 | 23     | 1800    | SH | DEFINE |
| REPROS THERAPEUTICS INC      | COM           | 76028H100 | 5454   | 436300  | SH | DEFINE |
| REPSOL YPF SA                | SPONSORED ADR | 76026T205 | 33863  | 875019  | SH | DEFINE |
| REPSOL YPF SA                | SPONSORED ADR | 76026T205 | 24021  | 620688  | SH | DEFINE |
| REPSOL YPF SA                | SPONSORED ADR | 76026T205 | 297    | 7675    | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM           | 760975102 | 126471 | 589885  | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM           | 760975102 | 257    | 1285    | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM           | 760975102 | 2758   | 13790   | SH | DEFINE |
| RESMED INC                   | COM           | 761152107 | 71     | 1720    | SH | DEFINE |
| RESMED INC                   | COM           | 761152107 | 14895  | 361000  | SH | DEFINE |
| REUTERS GROUP PLC            | SPONSORED ADR | 76132M102 | 1066   | 14279   | SH | DEFINE |
| REVLON INC                   | COM           | 761525500 | 23     | 16666   | SH | DEFINE |
| REYNOLDS AMERICAN INC        | COM           | 761713106 | 592211 | 9082992 | SH | DEFINE |
| REYNOLDS AMERICAN INC        | COM           | 761713106 | 557    | 8550    | SH | DEFINE |
| RIGHTNOW TECHNOLOGIES INC    | COM           | 76657R106 | 10188  | 620853  | SH | DEFINE |
| RIGHTNOW TECHNOLOGIES INC    | COM           | 76657R106 | 17629  | 1074300 | SH | DEFINE |
| RIO TINTO PLC                | SPONSORED ADR | 767204100 | 15901  | 51944   | SH | DEFINE |
| RIVERBED TECHNOLOGY INC      | COM           | 768573107 | 8562   | 195400  | SH | DEFINE |
| RLI CORPORATION              | COM           | 749607107 | 113036 | 2020295 | SH | DEFINE |
| ROBERT HALF INTL INC         | COM           | 770323103 | 1247   | 34165   | SH | DEFINE |
| ROBERT HALF INTL INC         | COM           | 770323103 | 10950  | 300000  | SH | DEFINE |
| ROBERT HALF INTL INC         | COM           | 770323103 | 256    | 7000    | SH | DEFINE |
| ROBERT HALF INTL INC         | COM           | 770323103 | 90486  | 2479080 | SH | DEFINE |
| ROCKFORD CORP                | COM           | 77316P101 | 1343   | 575000  | SH | DEFINE |
| ROCKWELL AUTOMATION INC      | COM           | 773903109 | 516    | 7435    | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM           | 774341101 | 1575   | 22299   | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM           | 774341101 | 7064   | 100000  | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM           | 774341101 | 727    | 10285   | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM           | 774341101 | 98223  | 1390473 | SH | DEFINE |
| ROGERS COMMUNICATIONS INC    | COM           | 775109200 | 242821 | 5346119 | SH | DEFINE |
| ROGERS COMMUNICATIONS INC    | COM           | 775109200 | 42     | 1000    | SH | DEFINE |
| ROGERS COMMUNICATIONS INC    | COM           | 775109200 | 57013  | 1255700 | SH | DEFINE |
| ROHM & HAAS CO               | COM           | 775371107 | 1355   | 24783   | SH | DEFINE |
| ROPER INDUSTRIES INC         | COM           | 776696106 | 308969 | 5411024 | SH | DEFINE |
| ROPER INDUSTRIES INC         | COM           | 776696106 | 4      | 76      | SH | DEFINE |
| ROSS STORES INC              | COM           | 778296103 | 424    | 13750   | SH | DEFINE |
| ROWAN COMPANIES INC          | COM           | 779382100 | 27297  | 666100  | SH | DEFINE |
| ROWAN COMPANIES INC          | COM           | 779382100 | 2      | 56      | SH | DEFINE |
| ROWAN COMPANIES INC          | COM           | 779382100 | 20     | 500     | SH | DEFINE |
| ROWAN COMPANIES INC          | COM           | 779382100 | 3278   | 80000   | SH | DEFINE |
| ROYAL BANK OF CANADA         | COM           | 780087102 | 463847 | 8192282 | SH | DEFINE |
| ROYAL BANK OF CANADA         | COM           | 780087102 | 459    | 8640    | SH | DEFINE |
| ROYAL CARIBBEAN CRUISES LTD  | COM           | V7780T103 | 599    | 13947   | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPON ADR B    | 780259107 | 223175 | 2677570 | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPON ADR B    | 780259107 | 31315  | 375701  | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPON ADR B    | 780259107 | 9484   | 113782  | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPON ADR B    | 780259107 | 418    | 5013    | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPONS ADR A   | 780259206 | 16692  | 205570  | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPONS ADR A   | 780259206 | 12960  | 159600  | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPONS ADR A   | 780259206 | 22736  | 280000  | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPONS ADR A   | 780259206 | 1      | 16      | SH | DEFINE |
| ROYAL DUTCH SHELL            | SPONS ADR A   | 780259206 | 39478  | 486179  | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                               |                 |           |        |          |     |        |
|-------------------------------|-----------------|-----------|--------|----------|-----|--------|
| ROYAL DUTCH SHELL             | SPONS ADR A     | 780259206 | 355088 | 4373000  | SH  | DEFINE |
| RPM INTERNATIONAL INC         | COM             | 749685103 | 51065  | 2209666  | SH  | DEFINE |
| RPM INTERNATIONAL INC         | COM             | 749685103 | 10168  | 439981   | SH  | DEFINE |
| RTI INTERNATIONAL METALS INC  | COM             | 74973W107 | 14019  | 186000   | SH  | DEFINE |
| RTI INTERNATIONAL METALS INC  | COM             | 74973W107 | 23     | 300      | SH  | DEFINE |
| RTI INTERNATIONAL METALS INC  | COM             | 74973W107 | 50855  | 674740   | SH  | DEFINE |
| RUSS BERRIE & CO INC          | COM             | 782233100 | 46467  | 2494200  | SH  | DEFINE |
| RUTH'S CHRIS STEAK HOUSE INC  | COM             | 783332109 | 11168  | 657314   | SH  | DEFINE |
| RUTH'S CHRIS STEAK HOUSE INC  | COM             | 783332109 | 5381   | 316700   | SH  | DEFINE |
| RUTH'S CHRIS STEAK HOUSE INC  | COM             | 783332109 | 155    | 9100     | SH  | DEFINE |
| RYLAND GROUP INC              | COM             | 783764103 | 42146  | 1127800  | SH  | DEFINE |
| SAFECO CORP                   | COM             | 786429100 | 283    | 4550     | SH  | DEFINE |
| SAFETY INSURANCE GROUP INC    | COM             | 78648T100 | 2111   | 51000    | SH  | DEFINE |
| SAFeway INC                   | COM             | 786514208 | 492    | 14455    | SH  | DEFINE |
| SAIC INC                      | COM             | 78390X101 | 2210   | 122300   | SH  | DEFINE |
| SAKS INC                      | COM             | 79377W108 | 37363  | 1750000  | SH  | DEFINE |
| SALESFORCE.COM INC            | COM             | 79466L302 | 118    | 2758     | SH  | DEFINE |
| SALESFORCE.COM INC            | COM             | 79466L302 | 105    | 2450     | SH  | DEFINE |
| SALESFORCE.COM INC            | COM             | 79466L302 | 53134  | 1239710  | SH  | DEFINE |
| SALLY BEAUTY HOLDINGS INC     | COM             | 79546E104 | 17006  | 1889500  | SH  | DEFINE |
| SANDISK CORP                  | COM             | 80004C101 | 6627   | 135405   | SH  | DEFINE |
| SANOFI-AVENTIS                | SPONSORED ADR   | 80105N105 | 274    | 6813     | SH  | DEFINE |
| SANOFI-AVENTIS                | SPONSORED ADR   | 80105N105 | 26053  | 646955   | SH  | DEFINE |
| SANOFI-AVENTIS                | SPONSORED ADR   | 80105N105 | 635    | 15779    | SH  | DEFINE |
| SANOFI-AVENTIS                | SPONSORED ADR   | 80105N105 | 1898   | 47133    | SH  | DEFINE |
| SAP AG                        | SPONSORED ADR   | 803054204 | 10163  | 199001   | SH  | DEFINE |
| SAP AG                        | SPONSORED ADR   | 803054204 | 16155  | 316329   | SH  | DEFINE |
| SAP AG                        | SPONSORED ADR   | 803054204 | 2554   | 50000    | SH  | DEFINE |
| SAPIENT CORP                  | COM             | 803062108 | 171    | 22100    | SH  | DEFINE |
| SAPIENT CORP                  | COM             | 803062108 | 36821  | 4763400  | SH  | DEFINE |
| SARA LEE CORP                 | COM             | 803111103 | 14     | 800      | SH  | DEFINE |
| SARA LEE CORP                 | COM             | 803111103 | 1204   | 69201    | SH  | DEFINE |
| SASOL LTD                     | SPONSORED ADR   | 803866300 | 1084   | 28869    | SH  | DEFINE |
| SATYAM COMPUTERS SERVICES LTD | ADR             | 804098101 | 1946   | 78594    | SH  | DEFINE |
| SATYAM COMPUTERS SERVICES LTD | ADR             | 804098101 | 10824  | 437140   | SH  | DEFINE |
| SATYAM COMPUTERS SERVICES LTD | ADR             | 804098101 | 8      | 320      | SH  | DEFINE |
| SAUL CENTERS INC              | COM             | 804395101 | 454    | 10000    | SH  | DEFINE |
| SBA COMMUNICATIONS CORP       | COM             | 78388J106 | 1798   | 53542    | SH  | DEFINE |
| SBA COMMUNICATIONS CORP       | COM             | 78388J106 | 132669 | 3949670  | SH  | DEFINE |
| SCANA CORP                    | COM             | 80589M102 | 1008   | 26325    | SH  | DEFINE |
| SCANA CORP                    | COM             | 80589M102 | 45948  | 1200000  | SH  | DEFINE |
| SCANSOURCE INC                | COM             | 806037107 | 12058  | 376942   | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 373    | 12239    | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 3653   | 120000   | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 613    | 20150    | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 5284   | 173583   | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 124242 | 4081523  | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 186    | 6100     | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | COM             | 806605101 | 24     | 790      | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | PFD CONV MAND   | 806605606 | 1120   | 16285    | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | PFD CONV MAND   | 806605606 | 3971   | 57725    | SH  | DEFINE |
| SCHERING-PLOUGH CORP          | PFD CONV MAND   | 806605606 | 618526 | 8990200  | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 122    | 1431     | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 3398   | 40000    | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 421    | 4960     | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 107472 | 1265265  | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 63566  | 748360   | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 127    | 1500     | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 212    | 2500     | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 21     | 250      | SH  | DEFINE |
| SCHLUMBERGER LTD              | COM             | 806857108 | 764    | 9000     | SH  | DEFINE |
| SCHLUMBERGER LTD              | DBCV 1.500% 6/0 | 806857AC2 | 30566  | 13000000 | PRN | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |         |          |     |        |
|------------------------------------|----------------|-----------|---------|----------|-----|--------|
| SCHOLASTIC CORP                    | COM            | 807066105 | 13073   | 363740   | SH  | DEFINE |
| SCHOLASTIC CORP                    | COM            | 807066105 | 469     | 13050    | SH  | DEFINE |
| SCHWEITZER MAUDUIT INTERNATIONAL I | COM            | 808541106 | 1076    | 34724    | SH  | DEFINE |
| SCHWEITZER MAUDUIT INTERNATIONAL I | COM            | 808541106 | 4       | 134      | SH  | DEFINE |
| SCIENTIFIC GAMES CORP              | COM            | 80874P109 | 2125    | 60797    | SH  | DEFINE |
| SCIENTIFIC GAMES CORP              | COM            | 80874P109 | 104816  | 2999016  | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 1100443 | 50548579 | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 37233   | 1710297  | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 15725   | 722320   | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 4935    | 226674   | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 2731    | 125440   | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 5777    | 265345   | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 90285   | 4147209  | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 113     | 5180     | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 3869    | 177705   | SH  | DEFINE |
| SEAGATE TECHNOLOGY                 | COM            | G7945J104 | 655     | 30077    | SH  | DEFINE |
| SEALED AIR CORP                    | COM            | 81211K100 | 201     | 6494     | SH  | DEFINE |
| SEALY CORP                         | COM            | 812139301 | 5254    | 318010   | SH  | DEFINE |
| SEARS HOLDING CORP                 | COM            | 812350106 | 482     | 2843     | SH  | DEFINE |
| SEATTLE GENETICS INC               | COM            | 812578102 | 1551    | 158100   | SH  | DEFINE |
| SECURITY CAPITAL ASSURANCE LTD     | COM            | G8018D107 | 5813    | 188320   | SH  | DEFINE |
| SEI INVESTMENT CO                  | COM            | 784117103 | 1475    | 50777    | SH  | DEFINE |
| SEI INVESTMENT CO                  | COM            | 784117103 | 30      | 1020     | SH  | DEFINE |
| SEI INVESTMENT CO                  | COM            | 784117103 | 106111  | 3653958  | SH  | DEFINE |
| SELECT COMFORT CORP                | COM            | 81616X103 | 1148    | 70780    | SH  | DEFINE |
| SELECT COMFORT CORP                | COM            | 81616X103 | 8110    | 500000   | SH  | DEFINE |
| SELECTIVE INSURANCE GROUP INC      | COM            | 816300107 | 34944   | 1300000  | SH  | DEFINE |
| SEMCO ENERGY INC                   | COM            | 78412D109 | 1010    | 130000   | SH  | DEFINE |
| SEMPRA ENERGY                      | COM            | 816851109 | 348     | 5875     | SH  | DEFINE |
| SEMPRA ENERGY                      | COM            | 816851109 | 185094  | 3125000  | SH  | DEFINE |
| SEMTECH CORP                       | COM            | 816850101 | 17221   | 993706   | SH  | DEFINE |
| SENECA FOODS CORP                  | COM            | 817070105 | 3308    | 121500   | SH  | DEFINE |
| SENECA FOODS CORP                  | COM            | 817070501 | 6774    | 256600   | SH  | DEFINE |
| SEPRACOR INC                       | COM            | 817315104 | 6       | 155      | SH  | DEFINE |
| SEPRACOR INC                       | COM            | 817315104 | 10251   | 249900   | SH  | DEFINE |
| SEQUENOM INC                       | COM            | 817337405 | 4520    | 1000000  | SH  | DEFINE |
| SERVICE CORP INTERNATIONAL         | COM            | 817565104 | 1178    | 92210    | SH  | DEFINE |
| SERVICE CORP INTERNATIONAL         | COM            | 817565104 | 31228   | 2443500  | SH  | DEFINE |
| SERVICE CORP INTERNATIONAL         | COM            | 817565104 | 1019    | 79700    | SH  | DEFINE |
| SERVICE CORP INTERNATIONAL         | COM            | 817565104 | 2718    | 212693   | SH  | DEFINE |
| SERVICEMASTER CO                   | COM            | 81760N109 | 202     | 13087    | SH  | DEFINE |
| SHARPER IMAGE CORP                 | COM            | 820013100 | 10677   | 937400   | SH  | DEFINE |
| SHARPER IMAGE CORP                 | COM            | 820013100 | 10253   | 900219   | SH  | DEFINE |
| SHARPER IMAGE CORP                 | COM            | 820013100 | 2378    | 208800   | SH  | DEFINE |
| SHERWIN-WILLIAMS CO                | COM            | 824348106 | 368     | 5533     | SH  | DEFINE |
| SHINHAN FINANCIAL GROUP CO LTD     | SPN ADR RESTRD | 824596100 | 22982   | 187626   | SH  | DEFINE |
| SHINHAN FINANCIAL GROUP CO LTD     | SPN ADR RESTRD | 824596100 | 441     | 3597     | SH  | DEFINE |
| SHIRE PLC                          | SPONSORED ADR  | 82481R106 | 8       | 110      | SH  | DEFINE |
| SHIRE PLC                          | SPONSORED ADR  | 82481R106 | 16      | 220      | SH  | DEFINE |
| SHIRE PLC                          | SPONSORED ADR  | 82481R106 | 2535    | 34200    | SH  | DEFINE |
| SIEMENS AG                         | SPONSORED ADR  | 826197501 | 76325   | 533520   | SH  | DEFINE |
| SIEMENS AG                         | SPONSORED ADR  | 826197501 | 46585   | 325632   | SH  | DEFINE |
| SIEMENS AG                         | SPONSORED ADR  | 826197501 | 2       | 16       | SH  | DEFINE |
| SIEMENS AG                         | SPONSORED ADR  | 826197501 | 687     | 4800     | SH  | DEFINE |
| SIERRA HEALTH SERVICES INC         | DCV 2.250% 3/1 | 826322AB5 | 9103    | 2000000  | PRN | DEFINE |
| SIERRA PACIFIC RESOURCES CO        | COM            | 826428104 | 112342  | 6397600  | SH  | DEFINE |
| SIERRA PACIFIC RESOURCES CO        | COM            | 826428104 | 42      | 2407     | SH  | DEFINE |
| SIERRA PACIFIC RESOURCES CO        | COM            | 826428104 | 52680   | 3000000  | SH  | DEFINE |
| SIERRA WIRELESS INC                | COM            | 826516106 | 2812    | 106200   | SH  | DEFINE |
| SIGMA-ALDRICH CORP                 | COM            | 826552101 | 1071    | 25100    | SH  | DEFINE |
| SIGMA-ALDRICH CORP                 | COM            | 826552101 | 17068   | 400000   | SH  | DEFINE |
| SIGMA-ALDRICH CORP                 | COM            | 826552101 | 2537    | 59466    | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                               |                 |           |        |          |     |        |
|-------------------------------|-----------------|-----------|--------|----------|-----|--------|
| SIGMA-ALDRICH CORP            | COM             | 826552101 | 11268  | 264070   | SH  | DEFINE |
| SIGMATEL INC                  | COM             | 82661W107 | 826    | 284690   | SH  | DEFINE |
| SIGNATURE BANK                | COM             | 82669G104 | 4590   | 134600   | SH  | DEFINE |
| SIGNATURE BANK                | COM             | 82669G104 | 13972  | 409747   | SH  | DEFINE |
| SILICON LABORATORIES INC      | COM             | 826919102 | 677    | 19550    | SH  | DEFINE |
| SILICON LABORATORIES INC      | COM             | 826919102 | 114379 | 3304790  | SH  | DEFINE |
| SILVER STANDARD RESOURCES INC | COM             | 82823L106 | 1103   | 30100    | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | COM             | 828806109 | 34     | 370      | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | COM             | 828806109 | 9388   | 100899   | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | COM             | 828806109 | 53201  | 571808   | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | COM             | 828806109 | 2531   | 27200    | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | COM             | 828806109 | 735    | 7900     | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | COM             | 828806109 | 12889  | 138535   | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | PFD CONV I 6%   | 828806802 | 538    | 7075     | SH  | DEFINE |
| SIMON PROPERTY GROUP INC      | PFD CONV I 6%   | 828806802 | 15198  | 200000   | SH  | DEFINE |
| SIMPSON MANUFACTURING CO INC  | COM             | 829073105 | 14144  | 419200   | SH  | DEFINE |
| SIMPSON MANUFACTURING CO INC  | COM             | 829073105 | 6      | 185      | SH  | DEFINE |
| SIRF TECHNOLOGY HOLDINGS INC  | COM             | 82967H101 | 1539   | 74200    | SH  | DEFINE |
| SIRTRIS PHARMACEUTICALS INC   | COM             | 82968A105 | 1208   | 122400   | SH  | DEFINE |
| SIX FLAGS INC                 | NOTE 4.500% 5/1 | 83001PAJ8 | 11721  | 10000000 | PRN | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 254993 | 9323309  | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 124461 | 4550691  | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 16606  | 607152   | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 29976  | 1096000  | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 12385  | 452825   | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 5679   | 207629   | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 2613   | 95550    | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 62     | 2260     | SH  | DEFINE |
| SK TELECOM CO LTD             | SPONSORED ADR   | 78440P108 | 2236   | 81740    | SH  | DEFINE |
| SKILLED HEALTHCARE GROUP INC  | COM             | 83066R107 | 2810   | 181200   | SH  | DEFINE |
| SKYWEST INC                   | COM             | 830879102 | 31856  | 1336800  | SH  | DEFINE |
| SKYWEST INC                   | COM             | 830879102 | 19     | 800      | SH  | DEFINE |
| SL GREEN REALTY CORP          | COM             | 78440X101 | 112    | 900      | SH  | DEFINE |
| SL GREEN REALTY CORP          | COM             | 78440X101 | 1957   | 15800    | SH  | DEFINE |
| SL GREEN REALTY CORP          | COM             | 78440X101 | 595    | 4800     | SH  | DEFINE |
| SL GREEN REALTY CORP          | COM             | 78440X101 | 9426   | 76086    | SH  | DEFINE |
| SLM CORP                      | COM             | 78442P106 | 504972 | 8769913  | SH  | DEFINE |
| SLM CORP                      | COM             | 78442P106 | 535    | 9300     | SH  | DEFINE |
| SLM CORP                      | COM             | 78442P106 | 1828   | 31740    | SH  | DEFINE |
| SLM CORP                      | COM             | 78442P106 | 13     | 230      | SH  | DEFINE |
| SMITH & NEPHEW PLC            | SPDN ADR NEW    | 83175M205 | 958    | 15445    | SH  | DEFINE |
| SMITH INTERNATIONAL INC       | COM             | 832110100 | 257    | 4385     | SH  | DEFINE |
| SMITH INTERNATIONAL INC       | COM             | 832110100 | 520    | 8874     | SH  | DEFINE |
| SMITH INTERNATIONAL INC       | COM             | 832110100 | 46640  | 795360   | SH  | DEFINE |
| SMITHFIELD FOODS INC          | COM             | 832248108 | 54504  | 1770170  | SH  | DEFINE |
| SMITHTOWN BANCORP INC         | COM             | 832449102 | 2008   | 79147    | SH  | DEFINE |
| SMUCKER J M CO (THE)          | COM             | 832696405 | 2098   | 32960    | SH  | DEFINE |
| SOHU.COM INC                  | COM             | 83408W103 | 4440   | 138800   | SH  | DEFINE |
| SOLETRON CORP                 | COM             | 834182107 | 674    | 183050   | SH  | DEFINE |
| SOLETRON CORP                 | COM             | 834182107 | 210    | 57000    | SH  | DEFINE |
| SOMAXON PHARMACEUTICALS INC   | COM             | 834453102 | 4894   | 402500   | SH  | DEFINE |
| SONUS NETWORKS INC            | COM             | 835916107 | 7233   | 849000   | SH  | DEFINE |
| SONY CORP                     | ADR NEW         | 835699307 | 25462  | 495667   | SH  | DEFINE |
| SONY CORP                     | ADR NEW         | 835699307 | 31712  | 617322   | SH  | DEFINE |
| SONY CORP                     | ADR NEW         | 835699307 | 106    | 2055     | SH  | DEFINE |
| SONY CORP                     | ADR NEW         | 835699307 | 2093   | 40745    | SH  | DEFINE |
| SONY CORP                     | ADR NEW         | 835699307 | 7690   | 149700   | SH  | DEFINE |
| SOURCEFORGE INC               | COM             | 83616W101 | 8350   | 1978721  | SH  | DEFINE |
| SOURCEFORGE INC               | COM             | 83616W101 | 9333   | 2211500  | SH  | DEFINE |
| SOUTH JERSEY INDUSTRIES INC   | COM             | 838518108 | 353    | 9984     | SH  | DEFINE |
| SOUTHERN CO                   | COM             | 842587107 | 599    | 17460    | SH  | DEFINE |
| SOUTHERN CO                   | COM             | 842587107 | 952995 | 27792200 | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |            |           |        |          |    |        |
|------------------------------------|------------|-----------|--------|----------|----|--------|
| SOUTHERN COPPER CORPORATION        | COM        | 84265V105 | 165    | 1750     | SH | DEFINE |
| SOUTHERN COPPER CORPORATION        | COM        | 84265V105 | 4242   | 45000    | SH | DEFINE |
| SOUTHERN NATL BANCORP OF VA IN     | COM        | 843395104 | 4072   | 290840   | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 2842   | 190600   | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 2      | 105      | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 972    | 65200    | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 374    | 25080    | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 2018   | 135344   | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 17304  | 1160570  | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 133    | 8900     | SH | DEFINE |
| SOUTHWEST AIRLINES CO              | COM        | 844741108 | 22     | 1480     | SH | DEFINE |
| SOUTHWESTERN ENERGY CO             | COM        | 845467109 | 3927   | 88257    | SH | DEFINE |
| SOUTHWESTERN ENERGY CO             | COM        | 845467109 | 325    | 7300     | SH | DEFINE |
| SOUTHWESTERN ENERGY CO             | COM        | 845467109 | 181977 | 4089371  | SH | DEFINE |
| SOVEREIGN BANCORP INC              | COM        | 845905108 | 256973 | 12155787 | SH | DEFINE |
| SOVEREIGN BANCORP INC              | COM        | 845905108 | 15     | 708      | SH | DEFINE |
| SOVRAN SELF STORAGE INC            | COM        | 84610H108 | 520    | 10800    | SH | DEFINE |
| SPANSION INC                       | COM        | 84649R101 | 28860  | 2600000  | SH | DEFINE |
| SPARTON CORP                       | COM        | 847235108 | 1903   | 264364   | SH | DEFINE |
| SPDR TRUST SERIES 1                | UNIT SER 1 | 78462F103 | 5065   | 33673    | SH | DEFINE |
| SPECTRA ENERGY CORPORATION         | COM        | 847560109 | 45836  | 1765657  | SH | DEFINE |
| SPECTRA ENERGY CORPORATION         | COM        | 847560109 | 3001   | 115598   | SH | DEFINE |
| SPECTRA ENERGY CORPORATION         | COM        | 847560109 | 414271 | 15958050 | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 710908 | 34326780 | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 1      | 58       | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 612    | 29575    | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 1595   | 77003    | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 23788  | 1148643  | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 2621   | 126545   | SH | DEFINE |
| SPRINT NEXTEL CORP                 | COM        | 852061100 | 34     | 1623     | SH | DEFINE |
| SPSS INC                           | COM        | 78462K102 | 16809  | 380809   | SH | DEFINE |
| SPX CORP                           | COM        | 784635104 | 335    | 3820     | SH | DEFINE |
| ST JOE COMPANY                     | COM        | 790148100 | 65604  | 1415700  | SH | DEFINE |
| ST JOE COMPANY                     | COM        | 790148100 | 100370 | 2165937  | SH | DEFINE |
| ST JOE COMPANY                     | COM        | 790148100 | 99     | 2130     | SH | DEFINE |
| ST JUDE MEDICAL INC                | COM        | 790849103 | 294    | 7091     | SH | DEFINE |
| STAMPS.COM INC                     | COM        | 852857200 | 5170   | 375183   | SH | DEFINE |
| STANCORP FINANCIAL GROUP INC       | COM        | 852891100 | 87762  | 1672300  | SH | DEFINE |
| STANDARD MICROSYSTEMS CORP         | COM        | 853626109 | 12936  | 376700   | SH | DEFINE |
| STANDARD PACIFIC CORP              | COM        | 85375C101 | 7896   | 450400   | SH | DEFINE |
| STANDARD REGISTER CO               | COM        | 853887107 | 399    | 35000    | SH | DEFINE |
| STANLEY WORKS                      | COM        | 854616109 | 341    | 5625     | SH | DEFINE |
| STANTEC INC                        | COM        | 85472N109 | 19963  | 567119   | SH | DEFINE |
| STAPLES INC                        | COM        | 855030102 | 74     | 3134     | SH | DEFINE |
| STAPLES INC                        | COM        | 855030102 | 8869   | 373758   | SH | DEFINE |
| STAPLES INC                        | COM        | 855030102 | 24805  | 1045310  | SH | DEFINE |
| STARBUCKS CORP                     | COM        | 855244109 | 144    | 5505     | SH | DEFINE |
| STARBUCKS CORP                     | COM        | 855244109 | 471    | 17940    | SH | DEFINE |
| STARBUCKS CORP                     | COM        | 855244109 | 7952   | 303031   | SH | DEFINE |
| STARBUCKS CORP                     | COM        | 855244109 | 36570  | 1393690  | SH | DEFINE |
| STARBUCKS CORP                     | COM        | 855244109 | 129    | 4900     | SH | DEFINE |
| STARBUCKS CORP                     | COM        | 855244109 | 21     | 790      | SH | DEFINE |
| STARENT NETWORKS CORP              | COM        | 85528P108 | 426    | 29000    | SH | DEFINE |
| STARWOOD HOTELS & RESORTS WORLDWID | COM        | 85590A401 | 1294   | 19300    | SH | DEFINE |
| STARWOOD HOTELS & RESORTS WORLDWID | COM        | 85590A401 | 22336  | 333030   | SH | DEFINE |
| STATE STREET CORP                  | COM        | 857477103 | 201869 | 2951300  | SH | DEFINE |
| STATE STREET CORP                  | COM        | 857477103 | 21315  | 311620   | SH | DEFINE |
| STEEL DYNAMICS INC                 | COM        | 858119100 | 94289  | 2249800  | SH | DEFINE |
| STEEL DYNAMICS INC                 | COM        | 858119100 | 2345   | 55950    | SH | DEFINE |
| STEINER LEISURE LTD                | COM        | P8744Y102 | 27139  | 552499   | SH | DEFINE |
| STEINER LEISURE LTD                | COM        | P8744Y102 | 21274  | 433100   | SH | DEFINE |
| STEINER LEISURE LTD                | COM        | P8744Y102 | 4339   | 88340    | SH | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |         |    |        |
|------------------------------------|----------------|-----------|--------|---------|----|--------|
| STEINER LEISURE LTD                | COM            | P8744Y102 | 1715   | 34910   | SH | DEFINE |
| STEREOTAXIS INC                    | COM            | 85916J102 | 19442  | 1488680 | SH | DEFINE |
| STERICYCLE INC                     | COM            | 858912108 | 241    | 5428    | SH | DEFINE |
| STERICYCLE INC                     | COM            | 858912108 | 49822  | 1120600 | SH | DEFINE |
| STERIS CORP                        | COM            | 859152100 | 40820  | 1334000 | SH | DEFINE |
| STERIS CORP                        | COM            | 859152100 | 174    | 5700    | SH | DEFINE |
| STEVEN MADDEN LTD                  | COM            | 556269108 | 202    | 6168    | SH | DEFINE |
| STILLWATER MINING CO               | COM            | 86074Q102 | 2788   | 253246  | SH | DEFINE |
| STORA ENSO OYJ                     | SPON ADR REP R | 86210M106 | 34751  | 1855383 | SH | DEFINE |
| STORA ENSO OYJ                     | SPON ADR REP R | 86210M106 | 149    | 7966    | SH | DEFINE |
| STRATEGIC HOTELS & RESORTS INC     | COM            | 86272T106 | 8369   | 372100  | SH | DEFINE |
| STRAYER EDUCATION INC              | COM            | 863236105 | 18716  | 142100  | SH | DEFINE |
| STREETTRACKS GOLD TRUST            | GOLD SHS       | 863307104 | 2872   | 44680   | SH | DEFINE |
| STRYKER CORP                       | COM            | 863667101 | 13411  | 212575  | SH | DEFINE |
| STRYKER CORP                       | COM            | 863667101 | 16463  | 260940  | SH | DEFINE |
| SUEZ SA                            | SPONSORED ADR  | 864686100 | 5497   | 95900   | SH | DEFINE |
| SUEZ SA                            | SPONSORED ADR  | 864686100 | 24816  | 432933  | SH | DEFINE |
| SUN LIFE FINANCIAL INC             | COM            | 866796105 | 271789 | 5354397 | SH | DEFINE |
| SUN LIFE FINANCIAL INC             | COM            | 866796105 | 249    | 5217    | SH | DEFINE |
| SUN MICROSYSTEMS INC               | COM            | 866810104 | 8416   | 1600000 | SH | DEFINE |
| SUN MICROSYSTEMS INC               | COM            | 866810104 | 698    | 132668  | SH | DEFINE |
| SUN MICROSYSTEMS INC               | COM            | 866810104 | 8226   | 1563860 | SH | DEFINE |
| SUN-TIMES MEDIA GROUP INC          | COM            | 86688Q100 | 29973  | 5709141 | SH | DEFINE |
| SUNCOR ENERGY INC                  | COM            | 867229106 | 196170 | 2044289 | SH | DEFINE |
| SUNCOR ENERGY INC                  | COM            | 867229106 | 1049   | 11661   | SH | DEFINE |
| SUNOCO INC                         | COM            | 86764P109 | 800    | 10046   | SH | DEFINE |
| SUNOCO INC                         | COM            | 86764P109 | 25689  | 322400  | SH | DEFINE |
| SUNOPTA INC                        | COM            | 8676EP108 | 22592  | 2026144 | SH | DEFINE |
| SUNPOWER CORP                      | COM            | 867652109 | 136    | 2151    | SH | DEFINE |
| SUNPOWER CORP                      | COM            | 867652109 | 95     | 1500    | SH | DEFINE |
| SUNPOWER CORP                      | COM            | 867652109 | 54783  | 868881  | SH | DEFINE |
| SUNTECH POWER HOLDINGS CO LTD      | ADR            | 86800C104 | 1181   | 32395   | SH | DEFINE |
| SUNTRUST BANKS INC                 | COM            | 867914103 | 104192 | 1215209 | SH | DEFINE |
| SUNTRUST BANKS INC                 | COM            | 867914103 | 2164   | 25235   | SH | DEFINE |
| SUPER MICRO COMPUTER INC           | COM            | 86800U104 | 6379   | 637300  | SH | DEFINE |
| SUPERIOR ENERGY SERVICES INC       | COM            | 868157108 | 17419  | 436349  | SH | DEFINE |
| SUPERIOR ENERGY SERVICES INC       | COM            | 868157108 | 45756  | 1146200 | SH | DEFINE |
| SUPERIOR INDUSTRIES INTL INC       | COM            | 868168105 | 20112  | 924276  | SH | DEFINE |
| SUPERIOR UNIFORM GROUP INC         | COM            | 868358102 | 6020   | 461300  | SH | DEFINE |
| SYCAMORE NETWORKS INC              | COM            | 871206108 | 7717   | 1919726 | SH | DEFINE |
| SYMANTEC CORP                      | COM            | 871503108 | 1366   | 67640   | SH | DEFINE |
| SYMS CORP                          | COM            | 871551107 | 28214  | 1430000 | SH | DEFINE |
| SYNGENTA AG                        | SPONSORED ADR  | 87160A100 | 6295   | 161694  | SH | DEFINE |
| SYNOPSIS INC                       | COM            | 871607107 | 4335   | 164000  | SH | DEFINE |
| SYSCO CORP                         | COM            | 871829107 | 2078   | 63000   | SH | DEFINE |
| SYSCO CORP                         | COM            | 871829107 | 14143  | 428714  | SH | DEFINE |
| T ROWE PRICE GROUP INC             | COM            | 74144T108 | 282    | 5442    | SH | DEFINE |
| T ROWE PRICE GROUP INC             | COM            | 74144T108 | 1283   | 24732   | SH | DEFINE |
| T ROWE PRICE GROUP INC             | COM            | 74144T108 | 54725  | 1054630 | SH | DEFINE |
| T-3 ENERGY SERVICES INC            | COM            | 87306E107 | 3345   | 100000  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MANUFACTURING | SPONSORED ADR  | 874039100 | 3356   | 301500  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MANUFACTURING | SPONSORED ADR  | 874039100 | 15874  | 1426214 | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MANUFACTURING | SPONSORED ADR  | 874039100 | 283    | 25405   | SH | DEFINE |
| TALISMAN ENERGY INC                | COM            | 87425E103 | 189521 | 9200046 | SH | DEFINE |
| TALISMAN ENERGY INC                | COM            | 87425E103 | 10052  | 520000  | SH | DEFINE |
| TANDY BRANDS ACCESSORIES INC       | COM            | 875378101 | 6902   | 545200  | SH | DEFINE |
| TANGER FACTORY OUTLET CENTERS INC  | COM            | 875465106 | 7      | 200     | SH | DEFINE |
| TANGER FACTORY OUTLET CENTERS INC  | COM            | 875465106 | 16785  | 448200  | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 506    | 7950    | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 32702  | 514181  | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 2207   | 34700   | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 4142   | 65132   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |          |    |        |
|------------------------------------|----------------|-----------|--------|----------|----|--------|
| TARGET CORP                        | COM            | 87612E106 | 2223   | 34945    | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 18763  | 295011   | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 69504  | 1092835  | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 1089   | 17119    | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 65588  | 1031250  | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 173    | 2720     | SH | DEFINE |
| TARGET CORP                        | COM            | 87612E106 | 22     | 350      | SH | DEFINE |
| TATA MOTORS LTD                    | SPONSORED ADR  | 876568502 | 1357   | 82618    | SH | DEFINE |
| TATA MOTORS LTD                    | SPONSORED ADR  | 876568502 | 14136  | 860890   | SH | DEFINE |
| TAUBMAN CENTERS INC                | COM            | 876664103 | 1454   | 29300    | SH | DEFINE |
| TAUBMAN CENTERS INC                | COM            | 876664103 | 1042   | 21000    | SH | DEFINE |
| TAUBMAN CENTERS INC                | COM            | 876664103 | 318    | 6400     | SH | DEFINE |
| TAUBMAN CENTERS INC                | COM            | 876664103 | 6007   | 121081   | SH | DEFINE |
| TDK CORP                           | AMERN DEP SH   | 872351408 | 281    | 2900     | SH | DEFINE |
| TECK COMINCO LTD                   | COM            | 878742204 | 56917  | 1259222  | SH | DEFINE |
| TECO ENERGY INC                    | COM            | 872375100 | 103867 | 6045790  | SH | DEFINE |
| TECO ENERGY INC                    | COM            | 872375100 | 214    | 12433    | SH | DEFINE |
| TECO ENERGY INC                    | COM            | 872375100 | 172745 | 10055000 | SH | DEFINE |
| TECO ENERGY INC                    | COM            | 872375100 | 4735   | 275617   | SH | DEFINE |
| TECUMSEH PRODUCTS CO               | COM            | 878895101 | 4797   | 322799   | SH | DEFINE |
| TECUMSEH PRODUCTS CO               | COM            | 878895200 | 20659  | 1315000  | SH | DEFINE |
| TEEKAY CORP                        | COM            | Y8564W103 | 114181 | 1971699  | SH | DEFINE |
| TEEKAY CORP                        | COM            | Y8564W103 | 39     | 681      | SH | DEFINE |
| TEKTRONIX INC                      | COM            | 879131100 | 37078  | 1098944  | SH | DEFINE |
| TEKTRONIX INC                      | COM            | 879131100 | 206    | 6098     | SH | DEFINE |
| TEKTRONIX INC                      | COM            | 879131100 | 108742 | 3222938  | SH | DEFINE |
| TELE NORTE LESTE PARTICIPACOES SA  | SPON ADR PFD   | 879246106 | 978    | 51570    | SH | DEFINE |
| TELE NORTE LESTE PARTICIPACOES SA  | SPON ADR PFD   | 879246106 | 28438  | 1499100  | SH | DEFINE |
| TELE NORTE LESTE PARTICIPACOES SA  | SPON ADR PFD   | 879246106 | 76     | 4000     | SH | DEFINE |
| TELEDYNE TECHNOLOGIES INC          | COM            | 879360105 | 9998   | 217580   | SH | DEFINE |
| TELEDYNE TECHNOLOGIES INC          | COM            | 879360105 | 207    | 4500     | SH | DEFINE |
| TELEFLEX INC                       | COM            | 879369106 | 133321 | 1630241  | SH | DEFINE |
| TELEFLEX INC                       | COM            | 879369106 | 40890  | 500000   | SH | DEFINE |
| TELEFLEX INC                       | COM            | 879369106 | 245    | 3000     | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 3544   | 53088    | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 286302 | 4288530  | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 34933  | 523261   | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 133649 | 2001931  | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 8624   | 129184   | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 41     | 612      | SH | DEFINE |
| TELEFONICA SA                      | SPONSORED ADR  | 879382208 | 4721   | 70714    | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 327640 | 8647147  | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 254346 | 6712745  | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 14909  | 393490   | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 114588 | 3024228  | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 2628   | 69354    | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 203155 | 5361692  | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 1694   | 44702    | SH | DEFINE |
| TELEFONOS DE MEXICO SAB DE CV (TEL | SPON ADR ORD L | 879403780 | 151    | 3990     | SH | DEFINE |
| TELEPHONE & DATA SYSTEMS INC       | COM            | 879433100 | 451    | 7200     | SH | DEFINE |
| TELEPHONE & DATA SYSTEMS INC       | COM            | 879433860 | 299    | 5200     | SH | DEFINE |
| TELETECH HOLDINGS INC              | COM            | 879939106 | 7363   | 226700   | SH | DEFINE |
| TELLABS INC                        | COM            | 879664100 | 83399  | 7750800  | SH | DEFINE |
| TELLABS INC                        | COM            | 879664100 | 8185   | 760680   | SH | DEFINE |
| TELLABS INC                        | COM            | 879664100 | 2      | 160      | SH | DEFINE |
| TELUS CORP                         | COM            | 87971M202 | 290883 | 4635580  | SH | DEFINE |
| TELUS CORP                         | COM            | 87971M202 | 3482   | 59100    | SH | DEFINE |
| TEMPLE INLAND INC                  | COM            | 879868107 | 464655 | 7551682  | SH | DEFINE |
| TEMPLE INLAND INC                  | COM            | 879868107 | 3593   | 58390    | SH | DEFINE |
| TEMPLETON DRAGON FUND INC          | COM            | 88018T101 | 288    | 10935    | SH | SOLE   |
| TEMPLETON DRAGON FUND INC          | COM            | 88018T101 | 21     | 800      | SH | DEFINE |
| TEMPLETON EMERGING MARKETS FUND    | COM            | 880191101 | 314    | 16138    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |        |          |    |        |
|------------------------------------|----------------|-----------|--------|----------|----|--------|
| TEMPLETON EMERGING MARKETS INCOME  | COM            | 880192109 | 208    | 14279    | SH | SOLE   |
| TEMPLETON EMERGING MARKETS INCOME  | COM            | 880192109 | 41     | 2800     | SH | DEFINE |
| TEMPLETON GLOBAL INCOME FUND       | COM            | 880198106 | 312    | 33401    | SH | DEFINE |
| TEMPLETON RUSSIA & EAST EUROPEAN   | COM            | 88022F105 | 738    | 11042    | SH | SOLE   |
| TENARIS SA                         | SPONSORED ADR  | 88031M109 | 91853  | 1876076  | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 480030 | 73737276 | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 25569  | 3927612  | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 295897 | 45452740 | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 2354   | 361579   | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 17793  | 2733240  | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 294    | 45150    | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 1435   | 220362   | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 2531   | 388829   | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 11863  | 1822235  | SH | DEFINE |
| TENET HEALTHCARE CORP              | COM            | 88033G100 | 85     | 13090    | SH | DEFINE |
| TENNECO INC                        | COM            | 880349105 | 17330  | 494582   | SH | DEFINE |
| TEPPCO PARTNERS L.P.               | UT LTD PARTNER | 872384102 | 217    | 4900     | SH | DEFINE |
| TEREX CORP                         | COM            | 880779103 | 1693   | 20825    | SH | DEFINE |
| TEREX CORP                         | COM            | 880779103 | 112    | 1380     | SH | DEFINE |
| TEREX CORP                         | COM            | 880779103 | 106783 | 1313441  | SH | DEFINE |
| TERNIUM SA                         | SPON ADR       | 880890108 | 58181  | 1920796  | SH | DEFINE |
| TESSERA TECHNOLOGIES INC           | COM            | 88164L100 | 7222   | 178100   | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 2      | 37       | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 1      | 25       | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 39773  | 964205   | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 55091  | 1335540  | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 7067   | 171320   | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 128    | 3100     | SH | DEFINE |
| TEVA PHARMACEUTICAL INDUSTRIES LTD | ADR            | 881624209 | 27     | 660      | SH | DEFINE |
| TEXAS INDUSTRIES INC               | COM            | 882491103 | 62728  | 800000   | SH | DEFINE |
| TEXAS INDUSTRIES INC               | COM            | 882491103 | 76     | 974      | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 178    | 4735     | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 19379  | 515000   | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 732    | 19450    | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 38388  | 1020136  | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 63128  | 1677610  | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 282    | 7500     | SH | DEFINE |
| TEXAS INSTRUMENTS INC              | COM            | 882508104 | 37     | 970      | SH | DEFINE |
| TEXTRON INC                        | COM            | 883203101 | 57808  | 525000   | SH | DEFINE |
| TEXTRON INC                        | COM            | 883203101 | 418    | 3800     | SH | DEFINE |
| THE HERSHEY CO                     | COM            | 427866108 | 2235   | 44150    | SH | DEFINE |
| THE HERSHEY CO                     | COM            | 427866108 | 28671  | 566400   | SH | DEFINE |
| THE HERSHEY CO                     | COM            | 427866108 | 1684   | 33271    | SH | DEFINE |
| THERAVANCE INC                     | COM            | 88338T104 | 4816   | 150500   | SH | DEFINE |
| THERMO FISHER SCIENTIFIC INC       | COM            | 883556102 | 616    | 11908    | SH | DEFINE |
| THERMO FISHER SCIENTIFIC INC       | COM            | 883556102 | 6811   | 131684   | SH | DEFINE |
| THOMAS & BETTS CORP                | COM            | 884315102 | 29000  | 500000   | SH | DEFINE |
| THOMAS WEISEL PARTNERS GROUP       | COM            | 884481102 | 4157   | 249670   | SH | DEFINE |
| THOMSON CORP                       | COM            | 884903105 | 211478 | 4861564  | SH | DEFINE |
| THOMSON CORP                       | COM            | 884903105 | 82     | 1994     | SH | DEFINE |
| THOMSON SA                         | SPONSORED ADR  | 885118109 | 2780   | 149970   | SH | DEFINE |
| THOMSON SA                         | SPONSORED ADR  | 885118109 | 18038  | 972938   | SH | DEFINE |
| THOR INDUSTRIES INC                | COM            | 885160101 | 63611  | 1409200  | SH | DEFINE |
| THQ INC                            | COM            | 872443403 | 14369  | 470800   | SH | DEFINE |
| TIDEWATER INC                      | COM            | 886423102 | 20187  | 284800   | SH | DEFINE |
| TIDEWATER INC                      | COM            | 886423102 | 14     | 200      | SH | DEFINE |
| TIFFANY & CO                       | COM            | 886547108 | 3162   | 59598    | SH | DEFINE |
| TIM HORTONS INC                    | COM            | 88706M103 | 85068  | 2589597  | SH | DEFINE |
| TIM HORTONS INC                    | COM            | 88706M103 | 300    | 9746     | SH | DEFINE |
| TIMBERLAND COMPANY                 | COM            | 887100105 | 24789  | 984100   | SH | DEFINE |
| TIMBERLAND COMPANY                 | COM            | 887100105 | 5      | 210      | SH | DEFINE |
| TIME WARNER CABLE INC              | COM            | 88732J108 | 248557 | 6345586  | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                            |                |           |         |          |    |             |
|----------------------------|----------------|-----------|---------|----------|----|-------------|
| TIME WARNER CABLE INC      | COM            | 88732J108 | 580     | 14800    | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 1188106 | 56468914 | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 52425   | 2491704  | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 854232  | 40600373 | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 3566    | 169499   | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 28404   | 1350000  | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 19097   | 907675   | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 14908   | 708547   | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 2187    | 103960   | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 3398    | 161500   | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 113643  | 5401287  | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 113     | 5390     | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 14198   | 674810   | SH | DEFINE      |
| TIME WARNER INC            | COM            | 887317105 | 1369    | 65060    | SH | DEFINE      |
| TIME WARNER TELECOM INC    | COM            | 887319101 | 5162    | 256800   | SH | DEFINE      |
| TIMKEN CO                  | COM            | 887389104 | 48218   | 1335300  | SH | DEFINE      |
| TJX COMPANIES INC          | COM            | 872540109 | 43      | 1550     | SH | DEFINE      |
| TJX COMPANIES INC          | COM            | 872540109 | 879     | 31971    | SH | DEFINE      |
| TNT NV                     | SPONSORED ADR  | 87260W101 | 1974    | 43800    | SH | DEFINE      |
| TOLL BROTHERS INC          | COM            | 889478103 | 687     | 27495    | SH | DEFINE      |
| TOMOTHERAPY INC            | COM            | 890088107 | 576     | 26300    | SH | DEFINE      |
| TOMOTHERAPY INC            | COM            | 890088107 | 2565    | 117000   | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 449562  | 6709884  | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 19096   | 285010   | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 1255    | 18730    | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 677     | 10100    | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 4338    | 64750    | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 1483    | 22130    | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 6646    | 99190    | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 90667   | 1353239  | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 16558   | 247130   | SH | DEFINE      |
| TORCHMARK CORP             | COM            | 891027104 | 2063    | 30790    | SH | DEFINE      |
| TORONTO DOMINION BANK      | COM            | 891160509 | 389057  | 5339792  | SH | DEFINE      |
| TORONTO DOMINION BANK      | COM            | 891160509 | 541     | 7903     | SH | DEFINE      |
| TOTAL SA                   | SPONSORED ADR  | 89151E109 | 4744    | 58580    | SH | DEFINE      |
| TOTAL SA                   | SPONSORED ADR  | 89151E109 | 35359   | 436636   | SH | DEFINE      |
| TOTAL SA                   | SPONSORED ADR  | 89151E109 | 34055   | 420541   | SH | DEFINE      |
| TOTAL SA                   | SPONSORED ADR  | 89151E109 | 16526   | 204075   | SH | DEFINE      |
| TOTAL SA                   | SPONSORED ADR  | 89151E109 | 7308    | 90246    | SH | DEFINE      |
| TOTAL SA                   | SPONSORED ADR  | 89151E109 | 9799    | 121000   | SH | DEFINE      |
| TOYOTA MOTOR CORP          | SP ADR REP2COM | 892331307 | 1813    | 14400    | SH | DEFINE      |
| TOYOTA MOTOR CORP          | SP ADR REP2COM | 892331307 | 1279    | 10162    | SH | DEFINE      |
| TRACTOR SUPPLY CO          | COM            | 892356106 | 1363    | 26178    | SH | DEFINE      |
| TRACTOR SUPPLY CO          | COM            | 892356106 | 42      | 800      | SH | DEFINE      |
| TRACTOR SUPPLY CO          | COM            | 892356106 | 68550   | 1316998  | SH | DEFINE      |
| TRANSALTA CORP             | COM            | 89346D107 | 202     | 7569     | SH | DEFINE      |
| TRANSATLANTIC HOLDINGS INC | COM            | 893521104 | 1076    | 15128    | SH | DEFINE      |
| TRANSCANADA CORP           | COM            | 89353D107 | 66629   | 1818483  | SH | DEFINE      |
| TRANSCANADA CORP           | COM            | 89353D107 | 14966   | 419105   | SH | DEFINE      |
| TRANSCANADA CORP           | COM            | 89353D107 | 19419   | 530000   | SH | DEFINE      |
| TRANSOCEAN INC             | COM            | G90078109 | 420843  | 3970962  | SH | DEFINE      |
| TRANSOCEAN INC             | COM            | G90078109 | 28146   | 265580   | SH | DEFINE      |
| TRANSOCEAN INC             | COM            | G90078109 | 7949    | 75000    | SH | DEFINE      |
| TRANSOCEAN INC             | COM            | G90078909 | 212     | 2000     | SH | CALL DEFINE |
| TRAVELERS COS INC          | COM            | 89417E109 | 30763   | 575000   | SH | DEFINE      |
| TRAVELERS COS INC          | COM            | 89417E109 | 115145  | 2152238  | SH | DEFINE      |
| TRAVELERS COS INC          | COM            | 89417E109 | 4       | 70       | SH | DEFINE      |
| TRAVELERS COS INC          | COM            | 89417E109 | 2728    | 50994    | SH | DEFINE      |
| TREDEGAR CORP              | COM            | 894650100 | 18623   | 874320   | SH | DEFINE      |
| TRIAD HOSPITALS INC        | COM            | 89579K109 | 316143  | 5880634  | SH | DEFINE      |
| TRIAD HOSPITALS INC        | COM            | 89579K109 | 1       | 15       | SH | DEFINE      |
| TRIBUNE CO                 | COM            | 896047107 | 499     | 16959    | SH | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                 |              |           |         |          |    |        |
|---------------------------------|--------------|-----------|---------|----------|----|--------|
| TRIDENT MICROSYSTEMS INC        | COM          | 895919108 | 2       | 119      | SH | DEFINE |
| TRIDENT MICROSYSTEMS INC        | COM          | 895919108 | 4885    | 266200   | SH | DEFINE |
| TRIDENT MICROSYSTEMS INC        | COM          | 895919108 | 191     | 10400    | SH | DEFINE |
| TRIMBLE NAVIGATION LTD          | COM          | 896239100 | 3190    | 99083    | SH | DEFINE |
| TRIMBLE NAVIGATION LTD          | COM          | 896239100 | 8087    | 251149   | SH | DEFINE |
| TRIMBLE NAVIGATION LTD          | COM          | 896239100 | 294157  | 9135302  | SH | DEFINE |
| TRINITY INDUSTRIES INC          | COM          | 896522109 | 129179  | 2966900  | SH | DEFINE |
| TRINITY INDUSTRIES INC          | COM          | 896522109 | 2233    | 51291    | SH | DEFINE |
| TRINITY INDUSTRIES INC          | COM          | 896522109 | 5851    | 134377   | SH | DEFINE |
| TRINITY INDUSTRIES INC          | COM          | 896522109 | 159661  | 3667000  | SH | DEFINE |
| TRIZETTO GROUP INC              | COM          | 896882107 | 18886   | 975500   | SH | DEFINE |
| TRUMP ENTERTAINMENT RESORTS INC | COM          | 89816T103 | 64684   | 5141843  | SH | DEFINE |
| TRUMP ENTERTAINMENT RESORTS INC | COM          | 89816T103 | 1       | 99       | SH | DEFINE |
| TRUSTCO BANK CORP NY            | COM          | 898349105 | 43540   | 4406889  | SH | DEFINE |
| TSAKOS ENERGY NAVIGATION LTD    | COM          | G9108L108 | 5588    | 79925    | SH | DEFINE |
| TUESDAY MORNING CORP            | COM          | 899035505 | 37387   | 3024860  | SH | DEFINE |
| TUMBLEWEED COMMUNICATIONS CORP  | COM          | 899690101 | 3674    | 1440700  | SH | DEFINE |
| TUPPERWARE BRANDS CORP          | COM          | 899896104 | 329     | 11449    | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 48696   | 2924667  | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 39271   | 2358620  | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 10019   | 601768   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 2121    | 127390   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 1736    | 104270   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 66720   | 4007191  | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI AS | SPON ADR NEW | 900111204 | 38      | 2300     | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 363445  | 5400373  | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 834     | 12394    | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 2737    | 40664    | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 6861    | 101948   | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 1501927 | 22316900 | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 168     | 2500     | SH | DEFINE |
| TXU CORP                        | COM          | 873168108 | 22      | 320      | SH | DEFINE |
| TYCO ELECTRONICS LTD            | COM          | G9144P105 | 50223   | 1285780  | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 1267488 | 37510740 | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 51356   | 1519848  | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 973462  | 28809164 | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 4404    | 130322   | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 52376   | 1550052  | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 30290   | 896416   | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 2424    | 71745    | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 42564   | 1259650  | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 3047    | 90160    | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 14518   | 429640   | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 152768  | 4521091  | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 96      | 2850     | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 16561   | 490116   | SH | DEFINE |
| TYCO INTERNATIONAL LTD          | COM          | G9143X208 | 1959    | 57965    | SH | DEFINE |
| U-STORE-IT TRUST                | COM          | 91274F104 | 15      | 945      | SH | DEFINE |
| U-STORE-IT TRUST                | COM          | 91274F104 | 8488    | 517900   | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 581618  | 7902424  | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 232404  | 3166822  | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 34424   | 573634   | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 60506   | 822098   | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 1423    | 21500    | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 1619    | 22004    | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 8287    | 112598   | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 100152  | 1360755  | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 5965    | 81050    | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 853     | 11596    | SH | DEFINE |
| UBS AG                          | COM          | H89231338 | 1685    | 22900    | SH | DEFINE |
| UCBH HOLDINGS INC               | COM          | 90262T308 | 13190   | 721966   | SH | DEFINE |
| UCBH HOLDINGS INC               | COM          | 90262T308 | 13507   | 739300   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |                |           |         |          |    |        |
|------------------------------------|----------------|-----------|---------|----------|----|--------|
| UIL HOLDINGS CORP                  | COM            | 902748102 | 2       | 61       | SH | DEFINE |
| UIL HOLDINGS CORP                  | COM            | 902748102 | 9930    | 300000   | SH | DEFINE |
| UMB FINANCIAL CORP                 | COM            | 902788108 | 6887    | 186800   | SH | DEFINE |
| UMB FINANCIAL CORP                 | COM            | 902788108 | 195     | 5294     | SH | DEFINE |
| UNDER ARMOUR INC                   | COM            | 904311107 | 1000    | 21900    | SH | DEFINE |
| UNIBANCO UNIAO DE BANCOS BRASILEIR | GDR REP PFD UT | 90458E107 | 2140    | 18960    | SH | DEFINE |
| UNIBANCO UNIAO DE BANCOS BRASILEIR | GDR REP PFD UT | 90458E107 | 548605  | 4860500  | SH | DEFINE |
| UNILEVER NV                        | N Y SHS NEW    | 904784709 | 590     | 19020    | SH | DEFINE |
| UNILEVER NV                        | N Y SHS NEW    | 904784709 | 41597   | 1340958  | SH | DEFINE |
| UNILEVER NV                        | N Y SHS NEW    | 904784709 | 2386    | 76915    | SH | DEFINE |
| UNILEVER NV                        | N Y SHS NEW    | 904784709 | 1531    | 49371    | SH | DEFINE |
| UNILEVER NV                        | N Y SHS NEW    | 904784709 | 25520   | 822700   | SH | DEFINE |
| UNION PACIFIC CORP                 | COM            | 907818108 | 34545   | 300000   | SH | DEFINE |
| UNION PACIFIC CORP                 | COM            | 907818108 | 15315   | 133001   | SH | DEFINE |
| UNIONBANCAL CORP                   | COM            | 908906100 | 85098   | 1425424  | SH | DEFINE |
| UNIONBANCAL CORP                   | COM            | 908906100 | 30      | 500      | SH | DEFINE |
| UNIT CORP                          | COM            | 909218109 | 27404   | 435600   | SH | DEFINE |
| UNITED AMERICA INDEMNITY LTD       | COM            | 90933T109 | 5401    | 217168   | SH | DEFINE |
| UNITED NATURAL FOODS INC           | COM            | 911163103 | 11404   | 429060   | SH | DEFINE |
| UNITED NATURAL FOODS INC           | COM            | 911163103 | 175     | 6600     | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 248714  | 3407041  | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 26743   | 366340   | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 1900    | 26034    | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 2090    | 28629    | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 21965   | 300887   | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 32237   | 441600   | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 2257    | 30920    | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 7654    | 104851   | SH | DEFINE |
| UNITED PARCEL SERVICE INC          | COM            | 911312106 | 75      | 1030     | SH | DEFINE |
| UNITED STATES STEEL CORP           | COM            | 912909108 | 130054  | 1195900  | SH | DEFINE |
| UNITED STATES STEEL CORP           | COM            | 912909108 | 952     | 8750     | SH | DEFINE |
| UNITED STATES STEEL CORP           | COM            | 912909108 | 163     | 1500     | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 273834  | 3860630  | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 199     | 2808     | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 60291   | 850000   | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 5323    | 75050    | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 64895   | 914917   | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 84743   | 1194746  | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 163     | 2300     | SH | DEFINE |
| UNITED TECHNOLOGIES CORP           | COM            | 913017109 | 23      | 320      | SH | DEFINE |
| UNITEDHEALTH GROUP INC             | COM            | 91324P102 | 17188   | 336093   | SH | DEFINE |
| UNITEDHEALTH GROUP INC             | COM            | 91324P102 | 2190    | 42830    | SH | DEFINE |
| UNITRIN INC                        | COM            | 913275103 | 503     | 10220    | SH | DEFINE |
| UNIVERSAL COMPRESSION HOLDINGS INC | COM            | 913431102 | 61600   | 850000   | SH | DEFINE |
| UNIVERSAL CORP                     | COM            | 913456109 | 45123   | 740700   | SH | DEFINE |
| UNIVERSAL FOREST PRODUCTS INC      | COM            | 913543104 | 52913   | 1252090  | SH | DEFINE |
| UNIVERSAL HEALTH SERVICES INC      | COM            | 913903100 | 246     | 4000     | SH | DEFINE |
| UNIVERSAL TECHNICAL INSTITUTE INC  | COM            | 913915104 | 12318   | 485159   | SH | DEFINE |
| UNIVERSAL TECHNICAL INSTITUTE INC  | COM            | 913915104 | 13101   | 516000   | SH | DEFINE |
| UNUM GROUP                         | COM            | 91529Y106 | 1471    | 56350    | SH | DEFINE |
| UPM-KYMMENE CORP                   | SPONSORED ADR  | 915436109 | 15927   | 648484   | SH | DEFINE |
| UPM-KYMMENE CORP                   | SPONSORED ADR  | 915436109 | 328     | 13355    | SH | DEFINE |
| URBAN OUTFITTERS INC               | COM            | 917047102 | 1052    | 43777    | SH | DEFINE |
| URBAN OUTFITTERS INC               | COM            | 917047102 | 3806    | 158400   | SH | DEFINE |
| US BANCORP                         | COM            | 902973304 | 175855  | 5337024  | SH | DEFINE |
| US BANCORP                         | COM            | 902973304 | 1255926 | 38116102 | SH | DEFINE |
| US BANCORP                         | COM            | 902973304 | 2050    | 62209    | SH | DEFINE |
| US BANCORP                         | COM            | 902973304 | 8299    | 251852   | SH | DEFINE |
| US BANCORP                         | COM            | 902973304 | 28907   | 877300   | SH | DEFINE |
| US BIOENERGY CORP                  | COM            | 90342V109 | 26777   | 2357160  | SH | DEFINE |
| V F CORP                           | COM            | 918204108 | 45790   | 500000   | SH | DEFINE |
| V F CORP                           | COM            | 918204108 | 1148    | 12540    | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |         |          |    |             |
|------------------------------------|---------------|-----------|---------|----------|----|-------------|
| V F CORP                           | COM           | 918204108 | 523     | 5708     | SH | DEFINE      |
| VAIL RESORTS INC                   | COM           | 91879Q109 | 92827   | 1525000  | SH | DEFINE      |
| VAIL RESORTS INC                   | COM           | 91879Q109 | 9524    | 156470   | SH | DEFINE      |
| VAIL RESORTS INC                   | COM           | 91879Q109 | 371     | 6100     | SH | DEFINE      |
| VALEANT PHARMACEUTICALS INTERNATIO | COM           | 91911X104 | 106047  | 6353946  | SH | DEFINE      |
| VALEANT PHARMACEUTICALS INTERNATIO | COM           | 91911X104 | 17      | 1000     | SH | DEFINE      |
| VALERO ENERGY CORP                 | COM           | 91913Y100 | 2369    | 32074    | SH | DEFINE      |
| VALERO ENERGY CORP                 | COM           | 91913Y100 | 8715    | 118000   | SH | DEFINE      |
| VALERO ENERGY CORP NEW             | COM           | 91913Y900 | 109     | 3000     | SH | CALL DEFINE |
| VANDA PHARMACEUTICALS INC          | COM           | 921659108 | 3252    | 160500   | SH | DEFINE      |
| VANGUARD EMERGING MARKETS ETF      | COM           | 922042858 | 735     | 8050     | SH | DEFINE      |
| VARIAN INC                         | COM           | 922206107 | 15871   | 289459   | SH | DEFINE      |
| VARIAN INC                         | COM           | 922206107 | 17847   | 325500   | SH | DEFINE      |
| VARIAN MEDICAL SYSTEMS INC         | COM           | 92220P105 | 2       | 49       | SH | DEFINE      |
| VARIAN MEDICAL SYSTEMS INC         | COM           | 92220P105 | 128     | 3000     | SH | DEFINE      |
| VARIAN MEDICAL SYSTEMS INC         | COM           | 92220P105 | 89884   | 2114429  | SH | DEFINE      |
| VARIAN SEMICONDUCTOR EQUIPMENT ASS | COM           | 922207105 | 27      | 675      | SH | DEFINE      |
| VARIAN SEMICONDUCTOR EQUIPMENT ASS | COM           | 922207105 | 29044   | 725005   | SH | DEFINE      |
| VCA ANTECH INC                     | COM           | 918194101 | 209     | 5534     | SH | DEFINE      |
| VCA ANTECH INC                     | COM           | 918194101 | 125022  | 3317115  | SH | DEFINE      |
| VECTREN CORP                       | COM           | 92240G101 | 269     | 9979     | SH | DEFINE      |
| VECTREN CORP                       | COM           | 92240G101 | 18851   | 700000   | SH | DEFINE      |
| VENTANA MEDICAL SYSTEMS INC        | COM           | 92276H106 | 255     | 3300     | SH | DEFINE      |
| VENTAS INC                         | COM           | 92276F100 | 109522  | 3021308  | SH | DEFINE      |
| VENTAS INC                         | COM           | 92276F100 | 91      | 2500     | SH | DEFINE      |
| VENTAS INC                         | COM           | 92276F100 | 15415   | 425242   | SH | DEFINE      |
| VENTAS INC                         | COM           | 92276F100 | 1080    | 29800    | SH | DEFINE      |
| VENTAS INC                         | COM           | 92276F100 | 388     | 10700    | SH | DEFINE      |
| VENTAS INC                         | COM           | 92276F100 | 5670    | 156424   | SH | DEFINE      |
| VERIGY LTD                         | COM           | Y93691106 | 1401    | 48974    | SH | DEFINE      |
| VERIGY LTD                         | COM           | Y93691106 | 165     | 5759     | SH | DEFINE      |
| VERISIGN INC                       | COM           | 92343E102 | 1199    | 37782    | SH | DEFINE      |
| VERISIGN INC                       | COM           | 92343E102 | 78893   | 2486370  | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 489791  | 11896795 | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 1901    | 46176    | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 1445    | 35101    | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 55720   | 1353412  | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 553254  | 13438290 | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 103     | 2500     | SH | DEFINE      |
| VERIZON COMMUNICATIONS             | COM           | 92343V104 | 17      | 420      | SH | DEFINE      |
| VERTEX PHARMACEUTICALS INC         | COM           | 92532F100 | 14      | 500      | SH | DEFINE      |
| VERTEX PHARMACEUTICALS INC         | COM           | 92532F100 | 7568    | 265000   | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P102 | 4160    | 100000   | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P102 | 1151    | 27660    | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 1031170 | 24769888 | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 53635   | 1288374  | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 431544  | 10366167 | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 2908    | 69859    | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 2082    | 50000    | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 25702   | 617380   | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 2409    | 57860    | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 2571    | 61770    | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 5319    | 127760   | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 131481  | 3158323  | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 97      | 2320     | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 15916   | 382330   | SH | DEFINE      |
| VIACOM INC                         | COM           | 92553P201 | 1911    | 45900    | SH | DEFINE      |
| VIASAT INC                         | COM           | 92552V100 | 10263   | 319733   | SH | DEFINE      |
| VIASAT INC                         | COM           | 92552V100 | 16      | 500      | SH | DEFINE      |
| VIASAT INC                         | COM           | 92552V100 | 26082   | 812517   | SH | DEFINE      |
| VILLAGE SUPER MARKET INC           | COM           | 927107409 | 10231   | 214000   | SH | DEFINE      |
| VIMPEL COMMUNICATIONS              | SPONSORED ADR | 68370R109 | 1852    | 17575    | SH | DEFINE      |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                          |                 |           |         |          |     |        |
|--------------------------|-----------------|-----------|---------|----------|-----|--------|
| VION PHARMACEUTICALS INC | COM             | 927624106 | 1545    | 1430400  | SH  | DEFINE |
| VIRGIN MEDIA INC         | COM             | 92769L101 | 742540  | 30469431 | SH  | DEFINE |
| VIOPHARMA INC            | COM             | 928241108 | 55      | 4000     | SH  | DEFINE |
| VIOPHARMA INC            | COM             | 928241108 | 6275    | 454700   | SH  | DEFINE |
| VITRAN CORP INC          | COM             | 92850E107 | 345     | 15100    | SH  | DEFINE |
| VIVUS INC                | COM             | 928551100 | 6938    | 1326500  | SH  | DEFINE |
| VODAFONE GROUP PLC       | SPONS ADR NEW   | 92857W209 | 95006   | 2825027  | SH  | DEFINE |
| VODAFONE GROUP PLC       | SPONS ADR NEW   | 92857W209 | 336     | 10000    | SH  | DEFINE |
| VODAFONE GROUP PLC       | SPONS ADR NEW   | 92857W209 | 32621   | 969984   | SH  | DEFINE |
| VODAFONE GROUP PLC       | SPONS ADR NEW   | 92857W209 | 684     | 20335    | SH  | DEFINE |
| VODAFONE GROUP PLC       | SPONS ADR NEW   | 92857W209 | 32479   | 965778   | SH  | DEFINE |
| VODAFONE GROUP PLC       | SPONS ADR NEW   | 92857W209 | 2388    | 71000    | SH  | DEFINE |
| VOLCOM INC               | COM             | 92864N101 | 7671    | 153030   | SH  | DEFINE |
| VORNADO REALTY TRUST     | COM             | 929042109 | 35      | 315      | SH  | DEFINE |
| VORNADO REALTY TRUST     | COM             | 929042109 | 2319    | 21110    | SH  | DEFINE |
| VORNADO REALTY TRUST     | COM             | 929042109 | 54964   | 500400   | SH  | DEFINE |
| VORNADO REALTY TRUST     | COM             | 929042109 | 1944    | 17700    | SH  | DEFINE |
| VORNADO REALTY TRUST     | COM             | 929042109 | 659     | 6000     | SH  | DEFINE |
| VORNADO REALTY TRUST     | COM             | 929042109 | 9563    | 87065    | SH  | DEFINE |
| W&T OFFSHORE INC         | COM             | 92922P106 | 494     | 17663    | SH  | DEFINE |
| WABASH NATIONAL CORP     | COM             | 929566107 | 54584   | 3730959  | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 9676    | 188800   | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 355884  | 6944087  | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 3181    | 62075    | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 2790    | 54448    | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 21791   | 425195   | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 235100  | 4587314  | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 99      | 1930     | SH  | DEFINE |
| WACHOVIA CORP            | COM             | 929903102 | 9       | 170      | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 251748  | 5232760  | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 264391  | 5495544  | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 1714    | 35619    | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 3368    | 70000    | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 6533    | 135785   | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 22085   | 459043   | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 52004   | 1080940  | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 130     | 2700     | SH  | DEFINE |
| WAL-MART STORES INC      | COM             | 931142103 | 22      | 450      | SH  | DEFINE |
| WALGREEN CO              | COM             | 931422109 | 1       | 19       | SH  | DEFINE |
| WALGREEN CO              | COM             | 931422109 | 14352   | 329624   | SH  | DEFINE |
| WALGREEN CO              | COM             | 931422109 | 9846    | 226140   | SH  | DEFINE |
| WALGREEN CO              | COM             | 931422109 | 118     | 2700     | SH  | DEFINE |
| WALGREEN CO              | COM             | 931422109 | 19      | 430      | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 151     | 4426     | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 38578   | 1130000  | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 250     | 7332     | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 51462   | 1507391  | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 61459   | 1800212  | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 85      | 2500     | SH  | DEFINE |
| WALT DISNEY CO           | COM             | 254687106 | 14      | 420      | SH  | DEFINE |
| WALT DISNEY CO           | NOTE 2.125% 4/1 | 254687AU0 | 11      | 9000     | PRN | DEFINE |
| WALT DISNEY CO           | NOTE 2.125% 4/1 | 254687AU0 | 19240   | 16000000 | PRN | DEFINE |
| WALTER INDUSTRIES INC    | COM             | 93317Q105 | 48592   | 1677890  | SH  | DEFINE |
| WARNACO GROUP INC        | COM             | 934390402 | 66951   | 1701844  | SH  | DEFINE |
| WARNACO GROUP INC        | COM             | 934390402 | 10937   | 278020   | SH  | DEFINE |
| WARNACO GROUP INC        | COM             | 934390402 | 287     | 7300     | SH  | DEFINE |
| WASHINGTON MUTUAL INC    | COM             | 939322103 | 121480  | 2848970  | SH  | DEFINE |
| WASHINGTON MUTUAL INC    | COM             | 939322103 | 360488  | 8454210  | SH  | DEFINE |
| WASHINGTON MUTUAL INC    | COM             | 939322103 | 1777    | 41678    | SH  | DEFINE |
| WASHINGTON MUTUAL INC    | COM             | 939322103 | 2734    | 64112    | SH  | DEFINE |
| WASHINGTON MUTUAL INC    | COM             | 939322103 | 7879    | 184789   | SH  | DEFINE |
| WASHINGTON MUTUAL INC    | COM             | 939322103 | 1300335 | 30495650 | SH  | DEFINE |



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                  |                 |           |        |         |     |        |
|----------------------------------|-----------------|-----------|--------|---------|-----|--------|
| WASHINGTON MUTUAL INC            | COM             | 939322103 | 281    | 6600    | SH  | DEFINE |
| WASHINGTON MUTUAL INC            | COM             | 939322103 | 44     | 1030    | SH  | DEFINE |
| WASHINGTON POST CO               | COM             | 939640108 | 1233   | 1589    | SH  | DEFINE |
| WASTE MANAGEMENT INC             | COM             | 94106L109 | 26007  | 666000  | SH  | DEFINE |
| WASTE MANAGEMENT INC             | COM             | 94106L109 | 1336   | 34203   | SH  | DEFINE |
| WASTE MANAGEMENT INC             | COM             | 94106L109 | 9      | 225     | SH  | DEFINE |
| WASTE MANAGEMENT INC             | COM             | 94106L109 | 786    | 20130   | SH  | DEFINE |
| WASTE MANAGEMENT INC             | COM             | 94106L109 | 20997  | 537700  | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 2016   | 33960   | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 29680  | 500000  | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 364    | 6140    | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 1054   | 17760   | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 131801 | 2220362 | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 77     | 1300    | SH  | DEFINE |
| WATERS CORP                      | COM             | 941848103 | 17     | 280     | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 21033  | 646565  | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 35087  | 1078592 | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 55932  | 1719400 | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 31698  | 974430  | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 3      | 100     | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 2035   | 62560   | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 1104   | 33930   | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC       | COM             | 942683103 | 135723 | 4172254 | SH  | DEFINE |
| WATTS WATER TECHNOLOGIES INC     | COM             | 942749102 | 40014  | 1067900 | SH  | DEFINE |
| WATTS WATER TECHNOLOGIES INC     | COM             | 942749102 | 39     | 1040    | SH  | DEFINE |
| WEATHERFORD INTERNATIONAL LTD    | COM             | G95089101 | 91870  | 1663100 | SH  | DEFINE |
| WEATHERFORD INTERNATIONAL LTD    | COM             | G95089101 | 206    | 3725    | SH  | DEFINE |
| WEATHERFORD INTERNATIONAL LTD    | COM             | G95089101 | 7703   | 139450  | SH  | DEFINE |
| WEBMD HEALTH CORP                | COM             | 94770V102 | 4636   | 98500   | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 2      | 30      | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 3992   | 50000   | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 891    | 11160   | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 4702   | 58896   | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 69130  | 865970  | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 295    | 3700    | SH  | DEFINE |
| WELLPOINT INC                    | COM             | 94973V107 | 49     | 610     | SH  | DEFINE |
| WELLS FARGO & CO                 | COM             | 949746101 | 3211   | 91300   | SH  | DEFINE |
| WELLS FARGO & CO                 | COM             | 949746101 | 1435   | 40803   | SH  | DEFINE |
| WELLS FARGO & CO                 | COM             | 949746101 | 4220   | 120000  | SH  | DEFINE |
| WELLS FARGO & CO                 | COM             | 949746101 | 13784  | 391925  | SH  | DEFINE |
| WELLS FARGO & CO                 | COM             | 949746101 | 30595  | 869923  | SH  | DEFINE |
| WELLS FARGO & CO                 | COM             | 949746101 | 49542  | 1408630 | SH  | DEFINE |
| WENDYS INTERNATIONAL INC         | COM             | 950590109 | 371    | 10100   | SH  | DEFINE |
| WERNER ENTERPRISES INC           | COM             | 950755108 | 1981   | 98329   | SH  | DEFINE |
| WESCO INTERNATIONAL INC          | COM             | 95082P105 | 6      | 91      | SH  | DEFINE |
| WESCO INTERNATIONAL INC          | COM             | 95082P105 | 73     | 1200    | SH  | DEFINE |
| WESCO INTERNATIONAL INC          | COM             | 95082P105 | 35910  | 594048  | SH  | DEFINE |
| WESCO INTERNATIONAL INC          | NOTE 1.750%11/1 | 95082PAG0 | 4756   | 5000000 | PRN | DEFINE |
| WEST MARINE INC                  | COM             | 954235107 | 27402  | 1991430 | SH  | DEFINE |
| WEST MARINE INC                  | COM             | 954235107 | 35798  | 2601600 | SH  | DEFINE |
| WEST MARINE INC                  | COM             | 954235107 | 113    | 8200    | SH  | DEFINE |
| WEST MARINE INC                  | COM             | 954235107 | 3221   | 234070  | SH  | DEFINE |
| WEST PHARMACEUTICAL SERVICES INC | COM             | 955306105 | 178230 | 3780073 | SH  | DEFINE |
| WESTAR ENERGY INC                | COM             | 95709T100 | 19424  | 800000  | SH  | DEFINE |
| WESTERN DIGITAL CORP             | COM             | 958102105 | 1717   | 88740   | SH  | DEFINE |
| WESTERN DIGITAL CORP             | COM             | 958102105 | 808    | 41740   | SH  | DEFINE |
| WESTERN DIGITAL CORP             | COM             | 958102105 | 1337   | 69085   | SH  | DEFINE |
| WESTERN REFINING INC             | COM             | 959319104 | 10271  | 177700  | SH  | DEFINE |
| WESTERN REFINING INC             | COM             | 959319104 | 584    | 10100   | SH  | DEFINE |
| WESTERN UNION CO                 | COM             | 959802109 | 1531   | 73496   | SH  | DEFINE |
| WESTFIELD FINANCIAL INC          | COM             | 96008P104 | 1994   | 200000  | SH  | DEFINE |
| WESTLAKE CHEMICAL CORP           | COM             | 960413102 | 70772  | 2516800 | SH  | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                                    |               |           |         |          |    |        |
|------------------------------------|---------------|-----------|---------|----------|----|--------|
| WESTWOOD ONE INC                   | COM           | 961815107 | 24034   | 3342640  | SH | DEFINE |
| WESTWOOD ONE INC                   | COM           | 961815107 | 5862    | 815260   | SH | DEFINE |
| WEYERHAEUSER CO                    | COM           | 962166104 | 1325259 | 16790313 | SH | DEFINE |
| WEYERHAEUSER CO                    | COM           | 962166104 | 1       | 14       | SH | DEFINE |
| WEYERHAEUSER CO                    | COM           | 962166104 | 1568    | 19865    | SH | DEFINE |
| WHITE MOUNTAINS INSURANCE GROUP IN | COM           | G9618E107 | 1206402 | 1990696  | SH | DEFINE |
| WHITE MOUNTAINS INSURANCE GROUP IN | COM           | G9618E107 | 455     | 750      | SH | DEFINE |
| WHITE RIVER CAPITAL INC            | COM           | 96445P105 | 16646   | 722550   | SH | DEFINE |
| WHITNEY HOLDING CORP               | COM           | 966612103 | 2       | 58       | SH | DEFINE |
| WHITNEY HOLDING CORP               | COM           | 966612103 | 201     | 6664     | SH | DEFINE |
| WHITNEY HOLDING CORP               | COM           | 966612103 | 13775   | 457654   | SH | DEFINE |
| WHOLE FOODS MARKET INC             | COM           | 966837106 | 3644    | 95142    | SH | DEFINE |
| WILD OATS MARKETS INC              | COM           | 96808B107 | 201     | 12000    | SH | DEFINE |
| WILLIAMS COS INC                   | COM           | 969457100 | 7819    | 247275   | SH | DEFINE |
| WILLIAMS COS INC                   | COM           | 969457100 | 34782   | 1100000  | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD          | COM           | G96655108 | 574499  | 13039022 | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD          | COM           | G96655108 | 13623   | 309190   | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD          | COM           | G96655108 | 2351    | 53350    | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD          | COM           | G96655108 | 14567   | 330609   | SH | DEFINE |
| WILMINGTON TRUST CORP              | COM           | 971807102 | 489     | 11787    | SH | DEFINE |
| WINDSTREAM CORP                    | COM           | 97381W104 | 2       | 128      | SH | DEFINE |
| WINDSTREAM CORP                    | COM           | 97381W104 | 6652    | 450705   | SH | DEFINE |
| WINNEBAGO INDUSTRIES INC           | COM           | 974637100 | 51273   | 1736900  | SH | DEFINE |
| WIPRO LTD                          | SPON ADR 1 SH | 97651M109 | 5646    | 363100   | SH | DEFINE |
| WISCONSIN ENERGY CORP              | COM           | 976657106 | 655     | 14800    | SH | DEFINE |
| WISCONSIN ENERGY CORP              | COM           | 976657106 | 44230   | 1000000  | SH | DEFINE |
| WM WRIGLEY JR CO                   | COM           | 982526105 | 556     | 10055    | SH | DEFINE |
| WOLVERINE WORLD WIDE INC           | COM           | 978097103 | 1228    | 44329    | SH | DEFINE |
| WOLVERINE WORLD WIDE INC           | COM           | 978097103 | 89986   | 3247420  | SH | DEFINE |
| WPP GROUP PLC                      | SPON ADR 0905 | 929309409 | 1803    | 24125    | SH | DEFINE |
| WPP GROUP PLC                      | SPON ADR 0905 | 929309409 | 1863    | 24925    | SH | DEFINE |
| WYETH                              | COM           | 983024100 | 25453   | 443900   | SH | DEFINE |
| WYETH                              | COM           | 983024100 | 1600    | 27911    | SH | DEFINE |
| WYETH                              | COM           | 983024100 | 34404   | 600000   | SH | DEFINE |
| WYETH                              | COM           | 983024100 | 32773   | 571558   | SH | DEFINE |
| WYETH                              | COM           | 983024100 | 32443   | 565800   | SH | DEFINE |
| WYNDHAM WORLDWIDE CORP             | COM           | 98310W108 | 96351   | 2657221  | SH | DEFINE |
| WYNDHAM WORLDWIDE CORP             | COM           | 98310W108 | 12380   | 341420   | SH | DEFINE |
| XCEL ENERGY INC                    | COM           | 98389B100 | 17973   | 878000   | SH | DEFINE |
| XCEL ENERGY INC                    | COM           | 98389B100 | 296     | 14455    | SH | DEFINE |
| XCEL ENERGY INC                    | COM           | 98389B100 | 42987   | 2100000  | SH | DEFINE |
| XENOPORT INC                       | COM           | 98411C100 | 5499    | 123800   | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 102572  | 1216895  | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 79861   | 947457   | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 21282   | 252491   | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 50861   | 603400   | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 843     | 10003    | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 17103   | 202907   | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 2041    | 24218    | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 6982    | 82831    | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 31709   | 376185   | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 736     | 8730     | SH | DEFINE |
| XL CAPITAL LTD                     | COM           | G98255105 | 885     | 10501    | SH | DEFINE |
| XM SATELLITE RADIO HOLDINGS INC    | COM           | 983759101 | 61      | 5150     | SH | DEFINE |
| XM SATELLITE RADIO HOLDINGS INC    | COM           | 983759101 | 5       | 406      | SH | DEFINE |
| XM SATELLITE RADIO HOLDINGS INC    | COM           | 983759101 | 577     | 49050    | SH | DEFINE |
| XM SATELLITE RADIO HOLDINGS INC    | COM           | 983759101 | 1274    | 108200   | SH | DEFINE |
| XTO ENERGY INC                     | COM           | 98385X106 | 232     | 3855     | SH | DEFINE |
| XTO ENERGY INC                     | COM           | 98385X106 | 10518   | 175000   | SH | DEFINE |
| XYRATEX (BM) LTD                   | COM           | G98268108 | 15270   | 686900   | SH | DEFINE |
| YAHOO INC                          | COM           | 984332106 | 43408   | 1600000  | SH | DEFINE |
| YAHOO INC                          | COM           | 984332106 | 6154    | 226845   | SH | DEFINE |

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

|                      |      |               |         |          |     |        |
|----------------------|------|---------------|---------|----------|-----|--------|
| YAHOO INC            | COM  | 984332106     | 6453    | 237854   | SH  | DEFINE |
| YAHOO INC            | FRNT | 4/0 984332AB2 | 1490500 | 11000000 | PRN | DEFINE |
| YAMANA GOLD INC      | COM  | 98462Y100     | 5861    | 495400   | SH  | DEFINE |
| YAMANA GOLD INC      | COM  | 98462Y100     | 19294   | 1630940  | SH  | DEFINE |
| YUM! BRANDS INC      | COM  | 988498101     | 1681    | 51368    | SH  | DEFINE |
| ZALE CORP            | COM  | 988858106     | 39739   | 1669000  | SH  | DEFINE |
| ZIMMER HOLDINGS INC  | COM  | 98956P102     | 5433    | 64000    | SH  | DEFINE |
| ZIMMER HOLDINGS INC  | COM  | 98956P102     | 53872   | 634611   | SH  | DEFINE |
| ZIMMER HOLDINGS INC  | COM  | 98956P102     | 10866   | 128000   | SH  | DEFINE |
| ZIMMER HOLDINGS INC  | COM  | 98956P102     | 212     | 2500     | SH  | DEFINE |
| ZIMMER HOLDINGS INC  | COM  | 98956P102     | 934     | 11000    | SH  | DEFINE |
| ZOLTEK COMPANIES INC | COM  | 98975W104     | 627     | 15100    | SH  | DEFINE |
| ZUMIEZ INC           | COM  | 989817101     | 111     | 2936     | SH  | DEFINE |
| ZUMIEZ INC           | COM  | 989817101     | 3850    | 101910   | SH  | DEFINE |
| ZUMIEZ INC           | COM  | 989817101     | 40100   | 1061416  | SH  | DEFINE |

GRAND TOTAL

-----  
185749544