

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

FRANKLIN RESOURCES INC  
Form 13F-HR/A  
May 11, 2009

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

Form 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2008

Check here if Amendment ; Amendment Number: 1  
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, US 94403-1906

Form 13F File Number: 028-00734

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: Robert C. Rosselot  
Title: Assistant Secretary  
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT                      Fort Lauderdale, FL                      May 7, 2009  
[Signature]                                      [City,State]                                      [Date]

Report Type (Check only one.):

- 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).)

FORM 13F SUMMARY PAGE

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

Report Summary:

Number of Other Included Managers: 15  
 Form 13F Information Table Entry Total: 3797  
 Form 13F Information Table Value Total: 87,536,640  
 (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
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-05825	Franklin Investment Advisory Services, LLC
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE  
 FOR THE PERIOD ENDED 12/31/2008  
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	OR AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
3COM CORP	COM	885535104	59	26000	SH			DEFINE
3M CO	COM	88579Y101	2474	43000	SH			DEFINE
3M CO	COM	88579Y101	21186	368200	SH			DEFINE
3M CO	COM	88579Y101	49197	855000	SH			DEFINE
3M CO	COM	88579Y101	19779	343741	SH			DEFINE
3M CO	COM	88579Y101	16153	280782	SH			DEFINE
3M CO	COM	88579Y101	1184	20580	SH			DEFINE
3SBIO INC	SPONSORED ADR	88575Y105	1350	173100	SH			DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	703	128524	SH			DEFINE

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

A D C TELECOMMUNICATIONS	COM NEW	000886309	109	20000	SH	DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	1098	200700	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	23938	1594820	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	5734	382002	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1276	85000	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1	45	SH	DEFINE
ABBOTT LABS	COM	002824100	987	18500	SH	DEFINE
ABBOTT LABS	COM	002824100	21215	397500	SH	DEFINE
ABBOTT LABS	COM	002824100	21348	400000	SH	DEFINE
ABBOTT LABS	COM	002824100	44564	834994	SH	DEFINE
ABBOTT LABS	COM	002824100	13	240	SH	DEFINE
ABBOTT LABS	COM	002824100	17045	319370	SH	DEFINE
ABBOTT LABS	COM	002824100	10074	188761	SH	DEFINE
ABBOTT LABS	COM	002824100	213	3991	SH	DEFINE
ABBOTT LABS	COM	002824100	350	6560	SH	DEFINE
ABBOTT LABS	COM	002824100	72302	1354730	SH	DEFINE
ABBOTT LABS	COM	002824100	7855	147177	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	45787	1984710	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	39	1680	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	14	590	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	188	8150	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	81	3500	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	640	27753	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	5551	600084	SH	DEFINE
ABM INDS INC	COM	000957100	82347	4322694	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	35594	1085520	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	10350	315660	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	131	4000	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	23495	716540	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	5117	156055	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	116857	3563804	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	2240	68311	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	449	13680	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	1010658	30822136	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	36846	1123704	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	135	4120	SH	DEFINE
ACE LTD	SHS	H0023R105	210	3960	SH	DEFINE
ACE LTD	SHS	H0023R105	818	15449	SH	DEFINE
ACE LTD	SHS	H0023R105	314283	5938835	SH	DEFINE
ACE LTD	SHS	H0023R105	5421	102445	SH	DEFINE
ACE LTD	SHS	H0023R105	5438	102760	SH	DEFINE
ACE LTD	SHS	H0023R105	69795	1318886	SH	DEFINE
ACE LTD	SHS	H0023R105	19149	362994	SH	DEFINE
ACE LTD	SHS	H0023R105	378	7140	SH	DEFINE
ACE LTD	SHS	H0023R105	142173	2686562	SH	DEFINE
ACE LTD	SHS	H0023R105	273276	5163942	SH	DEFINE
ACE LTD	SHS	H0023R105	137	2590	SH	DEFINE
ACTEL CORP	COM	004934105	11281	962150	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	125549	14531138	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1061	122752	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	302	35000	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1206	139582	SH	DEFINE
ADOBE SYS INC	COM	00724F101	54339	2552333	SH	DEFINE
ADOBE SYS INC	COM	00724F101	14715	691192	SH	DEFINE
ADOBE SYS INC	COM	00724F101	187	8760	SH	DEFINE
ADOBE SYS INC	COM	00724F101	62	2900	SH	DEFINE
ADOBE SYS INC	COM	00724F101	242	11369	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	2711	897600	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	665	220291	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	182	60300	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	1643	543900	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	1444	218520	SH	DEFINE

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

ADVANCED MEDICAL OPTICS INC	COM	00763M108	588	88888	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	2054	66850	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	3092	182300	SH	DEFINE
AEGON N V	NY REGISTRY SH	007924103	87	14306	SH	DEFINE
AES CORP	COM	00130H105	756	91742	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	238	485500	SH	DEFINE
AETNA INC NEW	COM	00817Y108	273	9570	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	44475	967890	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	124	2700	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	661	14376	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	47916	1143029	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	974	23235	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	134	3205	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1421	33900	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	612	14609	SH	DEFINE
AFLAC INC	COM	001055102	145760	3179750	SH	DEFINE
AFLAC INC	COM	001055102	63622	1387920	SH	DEFINE
AFLAC INC	COM	001055102	23593	514675	SH	DEFINE
AFLAC INC	COM	001055102	981	21400	SH	DEFINE
AFLAC INC	COM	001055102	2295	50060	SH	DEFINE
AFLAC INC	COM	001055102	1640	35785	SH	DEFINE
AGCO CORP	COM	001084102	415	17585	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	26552	1698800	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	6252	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	1903	121769	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	11	700	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	750	48000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14	920	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	273	17450	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	106	6800	SH	DEFINE
AGL RES INC	COM	001204106	185279	5910000	SH	DEFINE
AGL RES INC	COM	001204106	19	600	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	66729	1300000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	2693	52200	SH	DEFINE
AGRIUM INC	COM	008916108	4	125	SH	DEFINE
AGRIUM INC	COM	008916108	13282	389700	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	25135	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	7064	140528	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	101	2000	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	251	5000	SH	DEFINE
AIRGAS INC	COM	009363102	37649	965600	SH	DEFINE
AIRGAS INC	COM	009363102	16	421	SH	DEFINE
AK STL HLDG CORP	COM	001547108	44831	4810185	SH	DEFINE
ALAMO GROUP INC	COM	011311107	4784	320000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	39505	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	14625	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	58415	2383329	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	6	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	55	2250	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	75	34728	SH	DEFINE
ALCOA INC	COM	013817101	1847	164000	SH	DEFINE
ALCOA INC	COM	013817101	3959	351600	SH	DEFINE
ALCOA INC	COM	013817101	1330	118094	SH	DEFINE
ALCOA INC	COM	013817101	25240	2241530	SH	DEFINE
ALCOA INC	COM	013817101	510	46972	SH	DEFINE
ALCOA INC	COM	013817101	492	43671	SH	DEFINE
ALCON INC	COM SHS	H01301102	4460	50000	SH	DEFINE
ALCON INC	COM SHS	H01301102	135	1510	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	2799	111705	SH	DEFINE
ALEXANDERS INC	COM	014752109	142126	557576	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	858	23700	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	181	5000	SH	DEFINE

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

ALEXION PHARMACEUTICALS INC	COM	015351109	2374	65600	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	29	104	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	232803	825544	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	25308	747419	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	189	5576	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	21	620	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	377	11120	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	152	4500	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	8475	174500	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	933	19200	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	204	4200	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	2443	50300	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	7403	152422	SH	DEFINE
ALLERGAN INC	COM	018490102	21927	543820	SH	DEFINE
ALLERGAN INC	COM	018490102	32256	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	15927	395008	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	98630	2119710	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	123	2650	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	212982	4577307	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1333	28638	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	10793	3671200	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	4336	1474840	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	437	21000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	5217	250924	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	3638	175000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	89	4300	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	405	19500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	811	39000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	36621	1255000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	47	1600	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	3	650	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	1413	301330	SH	DEFINE
ALLSCRIPT MISYS HEALTCAR SOL	COM	01988P108	27000	2721810	SH	DEFINE
ALLSTATE CORP	COM	020002101	2883	88000	SH	DEFINE
ALLSTATE CORP	COM	020002101	5279	161151	SH	DEFINE
ALLSTATE CORP	COM	020002101	6807	207776	SH	DEFINE
ALLSTATE CORP	COM	020002101	66	2000	SH	DEFINE
ALPINE GLOBAL PREMIER PPTYS	COM SBI	02083A103	49	12500	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	3787	251460	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4272	283649	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	299236	19869617	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	5	350	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	1953	129665	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	44	2900	SH	DEFINE
ALUMINA LTD	SPONSORED ADR	022205108	2086	505278	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	13463	15000000	PRN	DEFINE
AMAZON COM INC	COM	023135106	29809	581300	SH	DEFINE
AMAZON COM INC	COM	023135106	136	2653	SH	DEFINE
AMAZON COM INC	COM	023135106	407	7941	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	187	8000	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	686	29300	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	9483	404900	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	119	5100	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	98	75400	SH	DEFINE
AMDOCS LTD	ORD	G02602103	508	27781	SH	DEFINE
AMEDISYS INC	COM	023436108	824	19934	SH	DEFINE
AMEREN CORP	COM	023608102	539810	16230000	SH	DEFINE
AMEREN CORP	COM	023608102	1285	38631	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	13694	441870	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	24358	785994	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	4339	140000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	108	3500	SH	DEFINE

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

AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	21495	693600	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	235174	7588707	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	465	15000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	3226	104000	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM		024061103	4769	1650000	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	374526	11253800	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	2031	61030	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	67	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM		025537101	12	350	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	5123	276160	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	5292	285303	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	3045	164160	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	1828	98530	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	14267	769089	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	155	8330	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	150250	8099730	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	18700	1008060	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	31	1690	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	26	16790	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	234	149326	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	86	54931	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	479	304972	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	3588	2285332	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	0	4	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	24	15540	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	1763	1122944	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	1610	1025449	SH	DEFINE
AMERICAN INTL GROUP INC	COM		026874107	7	4273	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT	99/99/9999	026874115	51331	6038975	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT	99/99/9999	026874115	19	2250	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM		02744M108	13926	1549106	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM		02744M108	756	84100	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM		02744M108	198	22000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM		02744M108	2023	225000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM		02744M108	5835	649673	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE	3.250% 7/00	02744MAA6	10219	15000000	PRN	DEFINE
AMERICAN NATL INS CO	COM		028591105	73398	995500	SH	DEFINE
AMERICAN PAC CORP	COM		028740108	5859	727800	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	126040	4298787	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	3372	115000	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	12711	433531	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	4677	159500	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	114	3900	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	498	17000	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	1081	36880	SH	DEFINE
AMERICAN TOWER CORP	CL A		029912201	1099	37500	SH	DEFINE
AMERICAN WOODMARK CORP	COM		030506109	20454	1121970	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM		030420103	8352	400000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM		030420103	19	900	SH	DEFINE
AMERIPRISE FINL INC	COM		03076C106	1031	44149	SH	DEFINE
AMETEK INC NEW	COM		031100100	103523	3426790	SH	DEFINE
AMETEK INC NEW	COM		031100100	968	32030	SH	DEFINE
AMETEK INC NEW	COM		031100100	1155	38244	SH	DEFINE
AMGEN INC	COM		031162100	22025	381390	SH	DEFINE
AMGEN INC	COM		031162100	53823	932000	SH	DEFINE
AMGEN INC	COM		031162100	9640	166928	SH	DEFINE
AMGEN INC	COM		031162100	25813	446980	SH	DEFINE
AMGEN INC	COM		031162100	9671	167459	SH	DEFINE
AMGEN INC	COM		031162100	53394	924575	SH	DEFINE
AMGEN INC	COM		031162100	193392	3348781	SH	DEFINE
AMGEN INC	COM		031162100	4961	85913	SH	DEFINE
AMGEN INC	COM		031162100	933	16160	SH	DEFINE

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

AMGEN INC	COM	031162100	1048350	18153247	SH	DEFINE
AMGEN INC	COM	031162100	63640	1101985	SH	DEFINE
AMGEN INC	COM	031162100	196	3400	SH	DEFINE
AMR CORP	COM	001765106	21340	2000000	SH	DEFINE
AMR CORP	COM	001765106	3	288	SH	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	9754	840831	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	5893	152858	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	730	465100	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	1225	4711658	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	2	170	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	13162	1132670	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	170700	6160224	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	87	3150	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	15	935	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	9469	596670	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	370	23300	SH	DEFINE
ANSYS INC	COM	03662Q105	60849	2181750	SH	DEFINE
ANSYS INC	COM	03662Q105	861	30855	SH	DEFINE
ANSYS INC	COM	03662Q105	224	8037	SH	DEFINE
ANSYS INC	COM	03662Q105	2218	79528	SH	DEFINE
ANSYS INC	COM	03662Q105	706	25308	SH	DEFINE
AON CORP	COM	037389103	981	21480	SH	DEFINE
AON CORP	COM	037389103	46	1000	SH	DEFINE
AON CORP	COM	037389103	2626	57494	SH	DEFINE
AON CORP	COM	037389103	28808	630648	SH	DEFINE
AON CORP	COM	037389103	100547	2201119	SH	DEFINE
AON CORP	COM	037389103	2754	60284	SH	DEFINE
AON CORP	COM	037389103	384	8410	SH	DEFINE
AON CORP	COM	037389103	19012	416193	SH	DEFINE
APACHE CORP	COM	037411105	2847	38200	SH	DEFINE
APACHE CORP	COM	037411105	20558	275832	SH	DEFINE
APACHE CORP	COM	037411105	112	1500	SH	DEFINE
APACHE CORP	COM	037411105	388	5200	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	30583	2952000	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	2052	220380	SH	DEFINE
APPLE INC	COM	037833100	111152	1302310	SH	DEFINE
APPLE INC	COM	037833100	61879	725000	SH	DEFINE
APPLE INC	COM	037833100	43501	509680	SH	DEFINE
APPLE INC	COM	037833100	4233	49600	SH	DEFINE
APPLE INC	COM	037833100	14	160	SH	DEFINE
APPLE INC	COM	037833100	77	900	SH	DEFINE
APPLE INC	COM	037833100	206	2415	SH	DEFINE
APPLE INC	COM	037833100	358	4200	SH	DEFINE
APPLE INC	COM	037833100	85	1000	SH	DEFINE
APPLE INC	COM	037833100	486	5694	SH	DEFINE
APPLE INC	COM	037833100	734	8600	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	39131	2068250	SH	DEFINE
APPLIED MATLS INC	COM	038222105	132	13010	SH	DEFINE
APPLIED MATLS INC	COM	038222105	1267	125058	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	2449	136488	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	890	49600	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	242	13500	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	2237	124700	SH	DEFINE
APTARGROUP INC	COM	038336103	25602	726500	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	207	70000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	3267	132868	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	99495	4046172	SH	DEFINE
ARCH COAL INC	COM	039380100	7010	430300	SH	DEFINE
ARCH COAL INC	COM	039380100	13	770	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	4082	141573	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	346	12000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	15160	400000	SH	DEFINE

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

ARDEA BIOSCIENCES INC	COM	03969P107	1339	111900	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	8167	240760	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	875	1029800	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	SHS	G0474B105	148	421800	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	15055	500000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	17296	800000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	15180	702148	SH	DEFINE
ARQULE INC	COM	04269E107	3498	829000	SH	DEFINE
ARQULE INC	COM	04269E107	295	70000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	722	90800	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	143	18000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	1902	239200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1122	59570	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	975	505010	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	276	142900	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	2566	1329600	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	1105	575056	SH	DEFINE
ASHLAND INC NEW	COM	044209104	3688	350900	SH	DEFINE
ASHLAND INC NEW	COM	044209104	1	66	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	52998	2185500	SH	DEFINE
ASSURANT INC	COM	04621X108	24021	800700	SH	DEFINE
ASSURANT INC	COM	04621X108	18291	609700	SH	DEFINE
ASSURANT INC	COM	04621X108	204	6798	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	3236	283900	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	4740	415802	SH	DEFINE
ASTEC INDS INC	COM	046224101	8274	264100	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	2737	66703	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	2	50	SH	DEFINE
AT&T INC	COM	00206R102	545884	19153828	SH	DEFINE
AT&T INC	COM	00206R102	48383	1697656	SH	DEFINE
AT&T INC	COM	00206R102	53	1856	SH	DEFINE
AT&T INC	COM	00206R102	21078	739855	SH	DEFINE
AT&T INC	COM	00206R102	18019	632241	SH	DEFINE
AT&T INC	COM	00206R102	2549	89457	SH	DEFINE
AT&T INC	COM	00206R102	6237	218840	SH	DEFINE
AT&T INC	COM	00206R102	9854	345770	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	9284	648770	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	610	42600	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	165	11500	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	1550	108300	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	10620	400000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	36522	1541000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1067	45000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	15	641	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	11063	724000	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	1312	400000	SH	DEFINE
AUTODESK INC	COM	052769106	39187	1994250	SH	DEFINE
AUTODESK INC	COM	052769106	2959	150590	SH	DEFINE
AUTODESK INC	COM	052769106	3508	178500	SH	DEFINE
AUTODESK INC	COM	052769106	11	570	SH	DEFINE
AUTODESK INC	COM	052769106	88	4500	SH	DEFINE
AUTODESK INC	COM	052769106	138	7010	SH	DEFINE
AUTODESK INC	COM	052769106	432	22000	SH	DEFINE
AUTODESK INC	COM	052769106	35	1800	SH	DEFINE
AUTODESK INC	COM	052769106	146	7430	SH	DEFINE
AUTODESK INC	COM	052769106	825	42000	SH	DEFINE
AUTOLIV INC	COM	052800109	24745	1153097	SH	DEFINE
AUTOLIV INC	COM	052800109	5200	242300	SH	DEFINE
AUTOLIV INC	COM	052800109	120	5575	SH	DEFINE
AUTOLIV INC	COM	052800109	437	20373	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	27538	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	10058	255658	SH	DEFINE



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

AUTOMATIC DATA PROCESSING IN	COM	053015103	166	4210	SH	OTHER
AUTOMATIC DATA PROCESSING IN	COM	053015103	2	50	SH	DEFINE
AUTONATION INC	COM	05329W102	1695	171540	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	139	2300	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	67	1100	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	382	6300	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	1405	23200	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	19931	328998	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	242	4000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	545	16650	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	15121	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	23	700	SH	DEFINE
AVISTA CORP	COM	05379B107	13187	680440	SH	DEFINE
AVOCENT CORP	COM	053893103	15628	872600	SH	DEFINE
AVON PRODS INC	COM	054303102	10669	444005	SH	DEFINE
AVON PRODS INC	COM	054303102	7446	309872	SH	DEFINE
AVON PRODS INC	COM	054303102	437	18174	SH	DEFINE
AXA	SPONSORED ADR	054536107	432	19220	SH	DEFINE
AXA	SPONSORED ADR	054536107	240	10680	SH	DEFINE
AXA	SPONSORED ADR	054536107	13029	581247	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	3	89	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1157	39730	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	2115	16200	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	9	70	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	104	800	SH	DEFINE
BAKER HUGHES INC	COM	057224107	2463	76800	SH	DEFINE
BAKER HUGHES INC	COM	057224107	279	8705	SH	DEFINE
BAKER HUGHES INC	COM	057224107	85823	2676119	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	5255	288875	SH	DEFINE
BALL CORP	COM	058498106	366	8800	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	170187	17242869	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	10610	1074954	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	1357	137478	SH	DEFINE
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	46440	4003429	SH	DEFINE
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	11508	801373	SH	DEFINE
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	12831	366300	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	71	7500	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	297	31341	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	5572	585562	SH	DEFINE
BANK HAWAII CORP	COM	062540109	553	12248	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	21	800	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	61137	2392555	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	36	1300	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	291	10705	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	172749	6353040	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1411	100200	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	862286	61241897	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	12868	913921	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	711	50500	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3402	241645	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2022	143604	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	13447	957662	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	43591	3095949	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1700	120741	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	283	20120	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	67326	4781672	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	11128	790337	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	29	2050	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2564	90500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	185	6520	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	15036	530762	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1462	51600	SH	DEFINE

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

BANK OF NEW YORK MELLON CORP	COM	064058100	3296	116340	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1868	65940	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	24733	873024	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	51235	1808519	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1830	64580	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	23500	829509	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	17760	626909	SH	DEFINE
BANRO CORP	COM	066800103	1260	1200000	SH	DEFINE
BANRO CORP	-W EXP 09/17/2010	066800111	645	600000	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	4	403	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	2192	223705	SH	DEFINE
BARD C R INC	COM	067383109	123048	1460335	SH	DEFINE
BARD C R INC	COM	067383109	1449	17200	SH	DEFINE
BARD C R INC	COM	067383109	1795	21309	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	4158	796769	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	10473	495650	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	587	27786	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	148	7000	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	1542	73000	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2528	119704	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	130544	3550283	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	433	11763	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	23946	651700	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	25389	690961	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	2134	637100	SH	DEFINE
BAXTER INTL INC	COM	071813109	30611	571200	SH	DEFINE
BAXTER INTL INC	COM	071813109	21436	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3314	61840	SH	DEFINE
BAXTER INTL INC	COM	071813109	261	4870	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	10	825	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	14427	1199120	SH	DEFINE
BB&T CORP	COM	054937107	202	7340	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	994	329100	SH	DEFINE
BCE INC	COM NEW	05534B760	1270	62000	SH	DEFINE
BCE INC	COM NEW	05534B760	583	28466	SH	DEFINE
BCE INC	COM NEW	05534B760	30037	1456702	SH	DEFINE
BE AEROSPACE INC	COM	073302101	7539	980300	SH	DEFINE
BE AEROSPACE INC	COM	073302101	436	56675	SH	DEFINE
BE AEROSPACE INC	COM	073302101	103	13400	SH	DEFINE
BE AEROSPACE INC	COM	073302101	919	119500	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	303	6900	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	113721	1662838	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	4909	71782	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1525	22300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	89	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	686	27005	SH	DEFINE
BEMIS INC	COM	081437105	73668	3110989	SH	DEFINE
BEMIS INC	COM	081437105	7313	308845	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	67721	5303100	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1484	47869	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	386	4	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	17774	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4637	48	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	387076	4007	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	5200	1618	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	20727	6449	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1221	380	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	684132	212860	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	15	5	SH	DEFINE
BEST BUY INC	COM	086516101	19519	694380	SH	DEFINE
BEST BUY INC	COM	086516101	12537	445983	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	17053	1900000	PRN	DEFINE

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

BEVERLY HILLS BANCORP DEL	COM	087866109	303	866488	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	2704	63027	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	64	1500	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	6713	174000	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	6	155	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	7104	1365333	SH	DEFINE
BIG LOTS INC	COM	089302103	14118	974300	SH	DEFINE
BIODEL INC	COM	09064M105	1053	218500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	1254	1377500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	55	60000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	18439	387122	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	19052	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1276	26789	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	4158	233600	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	590	33170	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	137	7700	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1524	85600	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE	1.875% 4/209061GAD3	3090	3300000	PRN	DEFINE
BIOVAIL CORP	COM	09067J109	96	10200	SH	DEFINE
BIOVAIL CORP	COM	09067J109	30	3200	SH	DEFINE
BIOVAIL CORP	COM	09067J109	43226	4557845	SH	DEFINE
BIOVAIL CORP	COM	09067J109	1421	149818	SH	DEFINE
BIOVAIL CORP	COM	09067J109	42894	4522790	SH	DEFINE
BIOVAIL CORP	COM	09067J109	15784	1664300	SH	DEFINE
BJ SVCS CO	COM	055482103	1337	114564	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	1847	44183	SH	DEFINE
BLACKBOARD INC	COM	091935502	551	21000	SH	DEFINE
BLACKBOARD INC	COM	091935502	160	6100	SH	DEFINE
BLACKBOARD INC	COM	091935502	1453	55400	SH	DEFINE
BLACKROCK INC	COM	09247X101	75396	562030	SH	DEFINE
BLACKROCK INC	COM	09247X101	1492	11120	SH	DEFINE
BLACKROCK INC	COM	09247X101	252	1875	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	119	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	103	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	340	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	1077	47400	SH	DEFINE
BMB MUNAI INC	COM	09656A105	7831	5630906	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	229	8493	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	5102	189580	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	6372	236790	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	482	23600	SH	DEFINE
BOEING CO	COM	097023105	37867	887440	SH	DEFINE
BOEING CO	COM	097023105	44590	1045000	SH	DEFINE
BOEING CO	COM	097023105	8547	200302	SH	DEFINE
BOEING CO	COM	097023105	58	1350	SH	DEFINE
BOEING CO	COM	097023105	1800	42687	SH	DEFINE
BOEING CO	COM	097023105	324	7600	SH	DEFINE
BOEING CO	COM	097023105	1790	41957	SH	DEFINE
BORGWARNER INC	COM	099724106	36314	1668080	SH	DEFINE
BORGWARNER INC	COM	099724106	959	44050	SH	DEFINE
BORGWARNER INC	COM	099724106	688	31620	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	264	4800	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	55	1000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	660	12000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2481	45100	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	31267	568493	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	374	6800	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	76	9803	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2673	345314	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	10767	1391101	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	11894	1536753	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1310	169275	SH	DEFINE

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

BOSTON SCIENTIFIC CORP	COM	101137107	165	21380	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	228886	29571801	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	12887	1664974	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	10236	1441726	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	796	112100	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	236	33300	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1997	281300	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	8496	1196448	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	16368	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	45349	970233	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20554	439753	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	4803	102761	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	21128	454295	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20115	430350	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	3212	43792	SH	DEFINE
BRADY CORP	CL A	104674106	156875	6550092	SH	DEFINE
BRADY CORP	CL A	104674106	48	2000	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	25352	1441300	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	6	365	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	95	4080	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	17399	748329	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	776	33389	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	18758	807078	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	102718	4417958	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	4721	203044	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	938	40360	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	163447	7029961	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	24962	1073652	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	69	2980	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	52802	1970950	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	373	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	22	425	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	4503	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	12998	460215	SH	DEFINE
BROADCOM CORP	CL A	111320107	3168	186700	SH	DEFINE
BROADCOM CORP	CL A	111320107	31	1800	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	276	21977	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	46014	3049373	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	33972	671120	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	225	4375	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	111898	2173205	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	28927	3415281	SH	DEFINE
BRUNSWICK CORP	COM	117043109	10588	2515000	SH	DEFINE
BUNGE LIMITED	COM	G16962105	4768	92094	SH	DEFINE
BUNGE LIMITED	COM	G16962105	21262	410700	SH	DEFINE
BUNGE LIMITED	COM	G16962105	18076	349152	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	26650	352000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	33966	448638	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	23	300	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	140720	2557142	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1512	27476	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1268	23049	SH	DEFINE
CA INC	COM	12673P105	231	12487	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	391	23200	SH	DEFINE
CABOT CORP	COM	127055101	16639	1087549	SH	DEFINE
CABOT CORP	COM	127055101	105	6870	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	2897	81221	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	13221	372051	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	40	1120	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	183	49900	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	531	144967	SH	DEFINE

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

CADENCE DESIGN SYSTEM INC	COM	127387108	223	60830	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	10151	2773394	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	32	8616	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	114	31260	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	251	68543	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	2057	562109	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	29	7800	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	6476	895694	SH	DEFINE
CAE INC	COM	124765108	3002	450996	SH	DEFINE
CAL DIVE INTL INC	NOTE	3.250%12/1127914AB5	4463	10000000	PRN	DEFINE
CAL DIVE INTL INC DEL	COM	12802T101	2021	310400	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	12656	1182386	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	2120	228190	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	133	14300	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	43	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	122	3900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	461	14700	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	6014	191900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	75	2400	SH	DEFINE
CAMECO CORP	COM	13321L108	405	23460	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	31834	1552880	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	149	7250	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	518	25263	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	353	11751	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	24	600	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	8	200	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	117593	2952189	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	13326	362500	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	18380	500000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	6935	188668	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	147	4000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	156473	4275029	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	126	3422	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	16810	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	37	1100	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	28579	852321	SH	DEFINE
CANON INC	ADR	138006309	4662	148486	SH	DEFINE
CANON INC	ADR	138006309	4335	138055	SH	DEFINE
CAPE BANCORP INC	COM	139209100	44	4830	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2308	251648	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	2873	48900	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	1319	22440	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	376	6400	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	3320	56500	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	273	8562	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1629	352620	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	85	18300	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1	110	SH	DEFINE
CAPITALSOURCE INC	DBC	4.000% 7/114055XAE2	11041	20000000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	2619	73700	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	10341	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	639	18548	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	2337	67800	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	476	13800	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	3324	730628	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	91	20000	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	197	10975	SH	DEFINE
CARLISLE COS INC	COM	142339100	135664	6553831	SH	DEFINE
CARLISLE COS INC	COM	142339100	10	500	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	14507	596496	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	13741	565000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	106	4345	SH	DEFINE

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

CARNIVAL CORP	PAIRED CTF	143658300	2571	105720	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	16	675	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	39300	1615946	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	437	17950	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/1143658AN2		25410	28000000	PRN	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/1143658AN2		2	2000	PRN	DEFINE
CARRIZO OIL & CO INC	COM	144577103	9295	577350	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	9429	2322652	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	34098	1497500	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM	148888B103	309	12680	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	18793	420700	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	8666	194003	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	674	15375	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	989	22145	SH	DEFINE
CATO CORP NEW	CL A	149205106	6795	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	613	589878	SH	DEFINE
CBS CORP NEW	CL B	124857202	11780	1438290	SH	DEFINE
CBS CORP NEW	CL B	124857202	362	44146	SH	DEFINE
CBS CORP NEW	CL B	124857202	24	2930	SH	DEFINE
CBS CORP NEW	CL B	124857202	979	121430	SH	DEFINE
CBS CORP NEW	CL B	124857202	118	14400	SH	DEFINE
CBS CORP NEW	CL B	124857202	975	119046	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	34	800	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	94	2242	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	100677	2422629	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	55	7800	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	244	34500	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	3092	436700	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	31	4400	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	951	76500	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	8456	680290	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	6293	375000	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	265	15800	SH	DEFINE
CELESTICA INC	SUB VTG SHS	15101Q108	7050	1518300	SH	DEFINE
CELGENE CORP	COM	151020104	136402	2467470	SH	DEFINE
CELGENE CORP	COM	151020104	1382	25000	SH	DEFINE
CELGENE CORP	COM	151020104	57391	1038186	SH	DEFINE
CELGENE CORP	COM	151020104	17	300	SH	OTHER
CELGENE CORP	COM	151020104	6573	118900	SH	DEFINE
CELGENE CORP	COM	151020104	116	2100	SH	DEFINE
CELGENE CORP	COM	151020104	459	8300	SH	DEFINE
CELGENE CORP	COM	151020104	459	8307	SH	DEFINE
CELGENE CORP	COM	151020104	995	18000	SH	DEFINE
CELLCOM ISRAEL LTD	SHS	M2196U109	1143	51700	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	675	73817	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	1247	136400	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	9	1000	SH	SOLE
CENTENNIAL COMMUNCTNS CORP N	CL A NEW	15133V208	6641	824000	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	110897	8787420	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	29	2300	SH	DEFINE
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	12431	572035	SH	DEFINE
CENTRAL SUN MINING INC	COM	155432107	740	3105100	SH	DEFINE
CENTURYTEL INC	COM	156700106	4610	168682	SH	DEFINE
CEPHALON INC	COM	156708109	16826	218400	SH	DEFINE
CEPHALON INC	COM	156708109	5	68	SH	DEFINE
CERNER CORP	COM	156782104	74076	1926552	SH	DEFINE
CERNER CORP	COM	156782104	721	18763	SH	DEFINE
CERNER CORP	COM	156782104	1551	40351	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	369	7500	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	12688	5200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	814	42846	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	101	5300	SH	DEFINE

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

CHECK POINT SOFTWARE TECH LT	ORD	M22465104	7860	413890	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2177	114650	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	30773	1620496	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2503	131800	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	22147	1166682	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	1468	77320	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	137042	7216515	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	236694	12464125	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	42459	1522909	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1425	88100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	14524	898222	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3030	187382	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	10	630	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	156	9670	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	57	3510	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	444	27462	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	30773	416023	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	39517	534236	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	16645	225030	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6180	83541	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	16131	218126	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	76088	1028633	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2808	37958	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	806	10900	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	152342	2059509	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4344	58720	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	212	2860	SH	DEFINE
CHICOPEE BANCORP INC	COM	168565109	2959	248614	SH	DEFINE
CHICOS FAS INC	COM	168615102	29518	7061730	SH	DEFINE
CHICOS FAS INC	COM	168615102	1900	454500	SH	DEFINE
CHICOS FAS INC	COM	168615102	43	10229	SH	DEFINE
CHICOS FAS INC	COM	168615102	20206	4833976	SH	DEFINE
CHICOS FAS INC	COM	168615102	781	186850	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	2949	58000	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1735	34119	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10	201	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	685	80625	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	6498	171799	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	1409	37020	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	696	11230	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	118	1900	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	1810	29200	SH	DEFINE
CHIQUITA BRANDS INTL INC	COM	170032809	11972	810000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	25675	4584900	SH	DEFINE
CHUBB CORP	COM	171232101	18233	357500	SH	DEFINE
CHUBB CORP	COM	171232101	12407	243270	SH	DEFINE
CHUBB CORP	COM	171232101	1377	27000	SH	DEFINE
CHUBB CORP	COM	171232101	51	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	1	94	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	1834	117595	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	123	7863	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	1686	108100	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	30434	1950921	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	575	36834	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	11373	730051	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	210320	13482069	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	97103	6224583	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	71	4536	SH	SOLE
CHURCH & DWIGHT INC	COM	171340102	718	12790	SH	DEFINE
CIGNA CORP	COM	125509109	791	46953	SH	DEFINE
CIGNA CORP	COM	125509109	1592	94500	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	9442	324800	SH	DEFINE

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

CINTAS CORP	COM	172908105	41047	1766978	SH	DEFINE
CINTAS CORP	COM	172908105	156	6700	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	14948	543554	SH	DEFINE
CISCO SYS INC	COM	17275R102	118493	7269510	SH	DEFINE
CISCO SYS INC	COM	17275R102	25184	1545000	SH	DEFINE
CISCO SYS INC	COM	17275R102	45240	2775436	SH	DEFINE
CISCO SYS INC	COM	17275R102	36	2200	SH	OTHER
CISCO SYS INC	COM	17275R102	1141	70000	SH	DEFINE
CISCO SYS INC	COM	17275R102	15516	951900	SH	DEFINE
CISCO SYS INC	COM	17275R102	4642	284770	SH	DEFINE
CISCO SYS INC	COM	17275R102	18282	1121596	SH	DEFINE
CISCO SYS INC	COM	17275R102	60681	3722786	SH	DEFINE
CISCO SYS INC	COM	17275R102	2345	143869	SH	DEFINE
CISCO SYS INC	COM	17275R102	621	38120	SH	DEFINE
CISCO SYS INC	COM	17275R102	291408	17877768	SH	DEFINE
CISCO SYS INC	COM	17275R102	28393	1741878	SH	DEFINE
CISCO SYS INC	COM	17275R102	67	4130	SH	DEFINE
CISCO SYS INC	COM	17275R102	3	182	SH	SOLE
CIT GROUP INC	COM	125581108	3947	869400	SH	DEFINE
CIT GROUP INC	COM	125581108	2010	442756	SH	DEFINE
CIT GROUP INC	COM	125581108	3	635	SH	DEFINE
CIT GROUP INC	COM	125581108	97629	21504101	SH	DEFINE
CIT GROUP INC	8.75%PFD SER C	125581603	866	30000	SH	DEFINE
CITIGROUP INC	COM	172967101	651	97000	SH	DEFINE
CITIGROUP INC	COM	172967101	8213	1223970	SH	DEFINE
CITIGROUP INC	COM	172967101	2766	412198	SH	DEFINE
CITIGROUP INC	COM	172967101	7	970	SH	DEFINE
CITIGROUP INC	COM	172967101	1259	187608	SH	DEFINE
CITIGROUP INC	COM	172967101	30	4500	SH	DEFINE
CITIGROUP INC	COM	172967101	547	81566	SH	DEFINE
CITRIX SYS INC	COM	177376100	280	11900	SH	DEFINE
CLARCOR INC	COM	179895107	4140	124865	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1910	30100	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	349	5500	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	4872	76800	SH	DEFINE
CLECO CORP NEW	COM	12561W105	22830	1000000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	26	1000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	85294	3330495	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	356	13900	SH	DEFINE
CLOROX CO DEL	COM	189054109	67844	1221100	SH	DEFINE
CLOROX CO DEL	COM	189054109	4310	77582	SH	DEFINE
CLOROX CO DEL	COM	189054109	1147	20648	SH	DEFINE
CME GROUP INC	COM	12572Q105	2819	13548	SH	DEFINE
CMS ENERGY CORP	COM	125896100	9605	950000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	10110	1000000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	8514	842122	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/0	125896AW0	5276	6000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	22175	1421500	SH	DEFINE
CNINSURE INC	SPONSORED ADR	18976M103	6803	784678	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	1387	14560	SH	DEFINE
COACH INC	COM	189754104	9517	458215	SH	DEFINE
COACH INC	COM	189754104	52	2500	SH	DEFINE
COAST DISTR SYS	COM	190345108	68	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	567	540000	SH	DEFINE
COCA COLA CO	COM	191216100	29608	654030	SH	DEFINE
COCA COLA CO	COM	191216100	22992	507879	SH	DEFINE
COCA COLA CO	COM	191216100	8	170	SH	DEFINE
COCA COLA CO	COM	191216100	1266	28047	SH	DEFINE
COCA COLA CO	COM	191216100	50	1100	SH	DEFINE
COCA COLA CO	COM	191216100	2013	44459	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	56389	4687394	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	17	400	SH	DEFINE



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

COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	3037	69800	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	8841	1356225	SH	DEFINE
COHERENT INC	COM	192479103	8292	386400	SH	DEFINE
COHERENT INC	COM	192479103	12410	578469	SH	DEFINE
COHU INC	COM	192576106	28630	2356400	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	12409	181045	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	137	2000	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	340	4964	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	151193	8956917	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1193	70664	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	23	1350	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	795	47090	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	448	26540	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	137	8100	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	9138	541330	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	277	17150	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2404	148870	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	637475	39472131	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	14215	880200	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2096	129800	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	39988	2476017	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3012	186488	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	610	37740	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	710104	43969282	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	21062	1304176	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	72	4480	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	12582	1060000	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	29696	2036742	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	12	850	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	131210	8999313	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	550	37742	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	26894	1957322	SH	DEFINE
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	1098	104200	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	170	13240	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	3727	349940	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6352	596396	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	58117	5456994	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1707	160310	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	10	901	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	368319	34583924	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	76816	7212728	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	47794	4487672	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	51	4802	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	593	49000	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	736	60740	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1213	100200	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	43	3529	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	16145	1333220	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	7334	605594	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	26734	1022315	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	49361	2477972	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	5256	540236	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	9848	367565	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	35140	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1173	33390	SH	DEFINE
COMPUWARE CORP	COM	205638109	100	14845	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	249	15090	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	58867	1793635	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	974	29671	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	194	5900	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	2494	76000	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	652	19868	SH	DEFINE

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

CONOCOPHILLIPS	COM	20825C104	1751	33800	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	408647	7888930	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1813	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	27214	525372	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1994	38500	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	38	730	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	9801	189258	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	223	4300	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1399	27007	SH	DEFINE
CONSECO INC	COM NEW	208464883	36211	6990636	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	5179	181200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	451277	11592000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1026	26357	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	1254	79539	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	133882	5336082	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	99	3950	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	223662	8914374	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	21	830	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	251	10000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	158	6300	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	18060	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1923	106500	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	13534	749370	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1869	116153	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	4602	222200	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	4	209	SH	DEFINE
CONVERGYS CORP	COM	212485106	3215	501630	SH	DEFINE
CON-WAY INC	COM	205944101	1433	53876	SH	DEFINE
COOPER COS INC	COM NEW	216648402	423	25790	SH	DEFINE
COOPER COS INC	COM NEW	216648402	6965	424698	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	4348	143400	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	387	12775	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	26117	861365	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	27201	1661618	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	57123	1980000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	44	1520	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	890	30854	SH	DEFINE
CORNING INC	COM	219350105	1895	198810	SH	DEFINE
CORNING INC	COM	219350105	14676	1540022	SH	DEFINE
CORNING INC	COM	219350105	30	3200	SH	OTHER
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	328	10700	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	1348	43900	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	18322	596800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	190	6200	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	4408	3971426	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	1575	1678080	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	10739	204560	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	30395	578961	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	30	580	SH	OTHER
COSTCO WHSL CORP NEW	COM	22160K105	819	15600	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	23	440	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	457	8710	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	126	2400	SH	DEFINE
COUGAR BIOTECHNOLOGY INC	COM	222083107	517	19900	SH	DEFINE
COURIER CORP	COM	222660102	4575	255600	SH	DEFINE
COVANCE INC	COM	222816100	32299	701690	SH	DEFINE
COVANCE INC	COM	222816100	1864	40500	SH	DEFINE
COVANCE INC	COM	222816100	644	14000	SH	DEFINE
COVANCE INC	COM	222816100	273	5933	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	17324	478042	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1657	45722	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	12589	347373	SH	DEFINE

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

COVIDIEN LTD	COM	G2552X108	4406	121592	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	8752	241507	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	30373	838107	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1240	34216	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	455	12550	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	415985	11478617	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	15076	416017	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	78	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	39408	788785	SH	DEFINE
CREE INC	COM	225447101	1954	123150	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	1347	76638	SH	DEFINE
CSX CORP	COM	126408103	475	14624	SH	DEFINE
CTC MEDIA INC	COM	12642X106	17906	3728958	SH	DEFINE
CTRIIP COM INTL LTD	ADR	22943F100	161	6760	SH	DEFINE
CTRIIP COM INTL LTD	ADR	22943F100	51	2136	SH	DEFINE
CTRIIP COM INTL LTD	ADR	22943F100	586	24599	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	304	6000	SH	DEFINE
CUMMINS INC	COM	231021106	576	21550	SH	DEFINE
CURIS INC	COM	231269101	921	1227800	SH	DEFINE
CURRENCYSHARES EURO TR	EURO SHS	23130C108	602	4300	SH	DEFINE
CVR ENERGY INC	COM	12662P108	1361	340200	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	90378	3144664	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	17722	616641	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	115	4000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	1437	50000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	485004	16875590	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	38	1310	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	657	22860	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	207	7200	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	474	16497	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	5818	485200	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	411	34300	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	1463	213900	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	20	2953	SH	DEFINE
CYTEC INDS INC	COM	232820100	1178	55520	SH	DEFINE
CYTEC INDS INC	COM	232820100	2787	131360	SH	DEFINE
CYTEC INDS INC	COM	232820100	391	18429	SH	DEFINE
CYTEC INDS INC	COM	232820100	68	3220	SH	DEFINE
CYTEC INDS INC	COM	232820100	8012	377576	SH	DEFINE
CYTEC INDS INC	COM	232820100	41	1950	SH	DEFINE
D R HORTON INC	COM	23331A109	38582	5457100	SH	DEFINE
D R HORTON INC	COM	23331A109	146	20637	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	399	10800	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	1567	40940	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	131022	3549285	SH	DEFINE
DANA HOLDING CORP	COM	235825205	4021	5433643	SH	DEFINE
DANAHER CORP DEL	COM	235851102	64768	1144110	SH	DEFINE
DANAHER CORP DEL	COM	235851102	20146	355872	SH	DEFINE
DANAHER CORP DEL	COM	235851102	5293	93500	SH	DEFINE
DANAHER CORP DEL	COM	235851102	102	1800	SH	DEFINE
DANAHER CORP DEL	COM	235851102	476	8400	SH	DEFINE
DANAHER CORP DEL	COM	235851102	419	7408	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1019	18000	SH	DEFINE
DANVERS BANCORP INC	COM	236442109	707	52901	SH	DEFINE
DAVITA INC	COM	23918K108	50217	1013060	SH	DEFINE
DAVITA INC	COM	23918K108	10	208	SH	DEFINE
DAVITA INC	COM	23918K108	1042	21018	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	8286	696900	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1465	81500	SH	DEFINE
DEERE & CO	COM	244199105	1599	41724	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	332	46497	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	3	357	SH	DEFINE

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

DELL INC	COM	24702R101	7198	702930	SH	DEFINE
DELL INC	COM	24702R101	5120	500000	SH	DEFINE
DELL INC	COM	24702R101	1558	152158	SH	DEFINE
DELL INC	COM	24702R101	263506	25733026	SH	DEFINE
DELL INC	COM	24702R101	22	2170	SH	DEFINE
DELL INC	COM	24702R101	337	32880	SH	DEFINE
DELL INC	COM	24702R101	70	6800	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	72822	6354429	SH	DEFINE
DELTA APPAREL INC	COM	247368103	2920	800000	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	306	28000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	1011	35800	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	367	13000	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	231	5900	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	157	3875	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2339	35600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	75819	1153850	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	3286	50000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	18483	281277	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	28	420	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	348	5290	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	125	1900	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	330	5021	SH	DEFINE
DEXCOM INC	COM	252131107	1948	705800	SH	DEFINE
DEXCOM INC	COM	252131107	10	3500	SH	DEFINE
DHT MARITIME INC	COM	Y2065G105	2224	401500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	27911	491910	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	18200	320755	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	74	1300	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	789	13900	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	15	260	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	8092	142725	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	91	1600	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2020	35595	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	259	4400	SH	DEFINE
DIAMONDS TR	UNIT SER 1	252787106	282	3220	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	36207	2566020	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	637	45150	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	690	48929	SH	DEFINE
DIEBOLD INC	COM	253651103	7183	255700	SH	DEFINE
DIEBOLD INC	COM	253651103	70	2500	SH	DEFINE
DIEBOLD INC	COM	253651103	52111	1855138	SH	DEFINE
DIEBOLD INC	COM	253651103	53	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	1587	195804	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	4806	146300	SH	DEFINE
DILLARDS INC	CL A	254067101	3494	880000	SH	DEFINE
DIODES INC	COM	254543101	277	45680	SH	DEFINE
DIODES INC	COM	254543101	77	12700	SH	DEFINE
DIODES INC	COM	254543101	684	112900	SH	DEFINE
DIONEX CORP	COM	254546104	11213	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	18788	820100	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1624	70866	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	71	3100	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	6139	267981	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2548	111210	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	13124	572863	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	153	6688	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	442	19280	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	81731	3567481	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	6986	304934	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	75	3288	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	3165	332070	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	220	23128	SH	DEFINE

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

DISCOVER FINL SVCS	COM	254709108	0	25	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	24	2490	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	199	14026	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	188	14026	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	34780	1532832	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	25640	1130000	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	34198	1507178	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	102	4502	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	12	510	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	242	10672	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	1262	55600	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	132	5810	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	17622	776656	SH	DEFINE
DIVX INC	COM	255413106	1682	321600	SH	DEFINE
DIVX INC	COM	255413106	443	84730	SH	DEFINE
DIVX INC	COM	255413106	129	24600	SH	DEFINE
DIVX INC	COM	255413106	1358	259600	SH	DEFINE
DIVX INC	COM	255413106	1680	321362	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	734	480000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	8803	268700	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	2135	65175	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	568089	15850700	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	4812	134262	SH	DEFINE
DOMTAR CORP	COM	257559104	54	32600	SH	DEFINE
DOMTAR CORP	COM	257559104	81466	48781872	SH	DEFINE
DOMTAR CORP	COM	257559104	164	96400	SH	DEFINE
DOMTAR CORP	COM	257559104	2539	1492260	SH	DEFINE
DOMTAR CORP	COM	257559104	15	9000	SH	SOLE
DONALDSON INC	COM	257651109	24630	731936	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	124	9150	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	460	33900	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	118	8720	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	210	16100	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	803	61500	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	11827	905600	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	192	14700	SH	DEFINE
DOVER CORP	COM	260003108	139950	4251216	SH	DEFINE
DOVER CORP	COM	260003108	2688	81638	SH	DEFINE
DOVER CORP	COM	260003108	13	400	SH	OTHER
DOVER CORP	COM	260003108	26	800	SH	DEFINE
DOW CHEM CO	COM	260543103	1871	124000	SH	DEFINE
DOW CHEM CO	COM	260543103	8941	592500	SH	DEFINE
DOW CHEM CO	COM	260543103	7049	467124	SH	DEFINE
DOW CHEM CO	COM	260543103	551	35650	SH	DEFINE
DOW CHEM CO	COM	260543103	239	15870	SH	DEFINE
DOW CHEM CO	COM	260543103	910	60290	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	35	2128	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	17	1032	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	265478	16337122	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	4185	257531	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	21273	1309102	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	79102	4867800	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	3640	224011	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	303	18630	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	12253	754035	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	21840	1344015	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	62	3810	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	2757	159800	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	16	900	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	5353	446100	SH	DEFINE
DRIL-QUIP INC	COM	262037104	10606	517100	SH	DEFINE
DRIL-QUIP INC	COM	262037104	194	9480	SH	DEFINE

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

DST SYS INC DEL	COM	233326107	87	2300	SH	DEFINE
DST SYS INC DEL	COM	233326107	18270	481031	SH	DEFINE
DTE ENERGY CO	COM	233331107	1323	37100	SH	DEFINE
DTE ENERGY CO	COM	233331107	218333	6120900	SH	DEFINE
DTE ENERGY CO	COM	233331107	264	7402	SH	DEFINE
DTE ENERGY CO	COM	233331107	5680	159240	SH	DEFINE
DTS INC	COM	23335C101	616	33580	SH	DEFINE
DTS INC	COM	23335C101	176	9600	SH	DEFINE
DTS INC	COM	23335C101	1624	88500	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	719	28400	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	25795	1019581	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	4472	176770	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	2272	89800	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	21523	850705	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	79	3130	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	164	6490	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	43544	1721120	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	6122	241992	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	2330	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	1171	70134	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	695859	46359700	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	8803	586444	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	150	10000	SH	CALL DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	60	4000	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	1284	85629	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	2145	142935	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	42676	3893800	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	9418	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	335	4338	SH	DEFINE
DYNEGY INC DEL	CL A	26817G102	2891	1445630	SH	DEFINE
DYNEGY INC DEL	CL A	26817G102	8	4238	SH	DEFINE
DYNEGY INC DEL	CL A	26817G102	7	3320	SH	DEFINE
DYNEGY INC DEL	CL A	26817G102	82	41240	SH	DEFINE
DYNEGY INC DEL	CL A	26817G102	28	13900	SH	DEFINE
E M C CORP MASS	COM	268648102	5700	544390	SH	DEFINE
E M C CORP MASS	COM	268648102	10470	1000000	SH	DEFINE
E M C CORP MASS	COM	268648102	16431	1569304	SH	DEFINE
E M C CORP MASS	COM	268648102	1057	101000	SH	DEFINE
E M C CORP MASS	COM	268648102	11	1080	SH	DEFINE
E M C CORP MASS	COM	268648102	179	17090	SH	DEFINE
E M C CORP MASS	COM	268648102	67	6400	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	9400	10000000	PRN	DEFINE
E TRADE FINANCIAL CORP	COM	269246104	1366	1187509	SH	DEFINE
E TRADE FINANCIAL CORP	COM	269246104	0	139	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	78	2200	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	374	10500	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	4718	132600	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	28	800	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	208	31670	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	112371	17077694	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	3724	565930	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	148	22450	SH	DEFINE
EATON CORP	COM	278058102	2560	51500	SH	DEFINE
EATON CORP	COM	278058102	2945	59244	SH	DEFINE
EATON CORP	COM	278058102	1819	36600	SH	DEFINE
EBAY INC	COM	278642103	3582	256607	SH	DEFINE
ECOLAB INC	COM	278865100	94059	2675920	SH	DEFINE
ECOLAB INC	COM	278865100	668	19000	SH	DEFINE
ECOLAB INC	COM	278865100	1117	31790	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2541	212100	SH	DEFINE
EDISON INTL	COM	281020107	58523	1822000	SH	DEFINE
EDISON INTL	COM	281020107	121	3763	SH	DEFINE

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

EDWARDS LIFESCIENCES CORP	COM	28176E108	2748	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	249	4540	SH	DEFINE
EL PASO CORP	COM	28336L109	990	126410	SH	DEFINE
EL PASO CORP	COM	28336L109	228	29102	SH	DEFINE
EL PASO CORP	COM	28336L109	8963	1144699	SH	DEFINE
EL PASO CORP	COM	28336L109	15271	1950296	SH	DEFINE
EL PASO CORP	COM	28336L109	40842	5216138	SH	DEFINE
EL PASO CORP	COM	28336L109	1438	183609	SH	DEFINE
EL PASO CORP	COM	28336L109	266	34020	SH	DEFINE
EL PASO CORP	COM	28336L109	314823	40207317	SH	DEFINE
EL PASO CORP	COM	28336L109	14755	1884412	SH	DEFINE
EL PASO CORP	COM	28336L109	79	10033	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	27321	3445000	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	686	86500	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	7197	1060003	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1203	75000	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	230	14339	SH	DEFINE
EMBARQ CORP	COM	29078E105	2009	55867	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	815	50300	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	399	24592	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	419	25825	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1170	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	4718	291040	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	7485	467046	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	106	6570	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	7631	470735	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	104852	6468367	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	19368	863500	SH	DEFINE
EMERSON ELEC CO	COM	291011104	805	22000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	36610	1000000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	17387	474932	SH	DEFINE
EMERSON ELEC CO	COM	291011104	110	3000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	9	250	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	10511	637000	SH	DEFINE
EMULEX CORP	COM NEW	292475209	214	30700	SH	DEFINE
EMULEX CORP	COM NEW	292475209	619	88700	SH	DEFINE
ENBRIDGE INC	COM	29250N105	31413	966321	SH	DEFINE
ENCANA CORP	COM	292505104	33	700	SH	DEFINE
ENCANA CORP	COM	292505104	4245	91319	SH	DEFINE
ENCANA CORP	COM	292505104	150177	3216549	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1077	41600	SH	DEFINE
ENERGEN CORP	COM	29265N108	16410	559500	SH	DEFINE
ENERGEN CORP	COM	29265N108	114	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	1354	25004	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	449	22932	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	1173	61168	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	168	3517	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	27715	579572	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	22874	478876	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	3944	82480	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	627	22096	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	1756	61870	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	318	11200	SH	DEFINE
ENSIGN GROUP INC	COM	29358P101	738	44100	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	4584	77503	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	52979	637300	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	128852	1550000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	2051	24671	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	105879	1273655	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	14	175	SH	DEFINE
ENERGY CORP NEW	EQUITY UNIT	29364G202	33017	650000	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	3621	174667	SH	DEFINE

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

EOG RES INC	COM	26875P101	10367	155700	SH	DEFINE
EOG RES INC	COM	26875P101	614	9220	SH	DEFINE
EPIQ SYS INC	COM	26882D109	5810	347700	SH	DEFINE
EQUIFAX INC	COM	294429105	10608	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	117	4416	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	9705	182459	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	952	17900	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	239	4500	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	2128	40000	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	196	5100	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	783	20400	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	10580	275800	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	111	2900	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	5792	194237	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	778	26100	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2907	97500	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	36374	1219799	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	429	14400	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	828	106000	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	3533	452358	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	16234	2078606	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	0	42	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	29700	3802880	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	154265	4099509	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	30	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	47125	1150800	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2868	153299	SH	DEFINE
ESSA BANCORP INC	COM	29667D104	186	13160	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	200	2600	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	821	10700	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	11497	149800	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	115	1500	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	21042	1464300	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	741	9733	SH	DEFINE
EXELON CORP	COM	30161N101	138182	2484840	SH	DEFINE
EXELON CORP	COM	30161N101	8559	153903	SH	DEFINE
EXELON CORP	COM	30161N101	225720	4058981	SH	DEFINE
EXELON CORP	COM	30161N101	23	410	SH	DEFINE
EXELON CORP	COM	30161N101	373	6700	SH	DEFINE
EXELON CORP	COM	30161N101	122	2200	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	2473	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	16	2000	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	89934	10914339	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	118093	3549540	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	2662	80000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	63	1880	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	1291	38797	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	113363	2061890	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	2245	40842	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1292	23505	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	25432	1194000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	137755	6467361	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6626	83000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	41060	514338	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	5588	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	308313	3862125	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1996	25000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	37	460	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	16605	208149	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	176	2200	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2769	34686	SH	DEFINE
F M C CORP	COM NEW	302491303	8132	181800	SH	DEFINE



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

F M C CORP	COM NEW	302491303	465	10400	SH	DEFINE
F M C CORP	COM NEW	302491303	4917	109927	SH	DEFINE
F5 NETWORKS INC	COM	315616102	1550	67800	SH	DEFINE
F5 NETWORKS INC	COM	315616102	6872	300600	SH	DEFINE
FACET BIOTECH CORP	SHS	30303Q103	2198	229150	SH	DEFINE
FACET BIOTECH CORP	SHS	30303Q103	3	330	SH	DEFINE
FACET BIOTECH CORP	SHS	30303Q103	53	5500	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	85265	1927320	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1524	34450	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1260	28471	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	143584	5507630	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	90	3438	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	78	3000	SH	DEFINE
FARMER BROS CO	COM	307675108	52213	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	7842	465100	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	8434	500437	SH	DEFINE
FASTENAL CO	COM	311900104	523	15000	SH	DEFINE
FASTENAL CO	COM	311900104	975	27983	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	9378	606994	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	497	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	286	4600	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	1105	17800	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	15390	247900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	180	2900	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	8	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	37906	4617077	SH	DEFINE
FEDERATED INVS INC PA	CL B	314211103	171	10063	SH	DEFINE
FEDEX CORP	COM	31428X106	12185	189939	SH	DEFINE
FEDEX CORP	COM	31428X106	1626	25347	SH	DEFINE
FEDEX CORP	COM	31428X106	5932	92470	SH	DEFINE
FEDEX CORP	COM	31428X106	11885	185269	SH	DEFINE
FEDEX CORP	COM	31428X106	466	7270	SH	DEFINE
FEDEX CORP	COM	31428X106	224917	3506103	SH	DEFINE
FEDEX CORP	COM	31428X106	4047	63080	SH	DEFINE
FEDEX CORP	COM	31428X106	95	1480	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	6147	3340850	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	87	47120	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	25981	3849000	SH	DEFINE
FERRO CORP	COM	315405100	79	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	11448	833189	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	7	900	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	56494	6839514	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	3007	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	1817	235000	SH	DEFINE
FIRST HORIZON NATL CORP	COM	320517105	16	1494	SH	DEFINE
FIRST HORIZON NATL CORP	COM	320517105	8927	844525	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	1617	100000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	4484	32500	SH	DEFINE
FIRST SOLAR INC	COM	336433107	206	1496	SH	DEFINE
FIRST SOLAR INC	COM	336433107	359	2600	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	403214	8300000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	2560	52699	SH	DEFINE
FISERV INC	COM	337738108	821	22561	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	1505	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	900	351580	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	66	25938	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1790	699080	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	31988	12495412	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	6756	2639063	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4206	1650576	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	119041	46500437	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	54537	21303555	SH	DEFINE

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

FLEXTRONICS INTL LTD	ORD	Y2573F102	22	8610	SH	DEFINE
FLIR SYS INC	COM	302445101	234444	7641605	SH	DEFINE
FLIR SYS INC	COM	302445101	29	950	SH	DEFINE
FLIR SYS INC	COM	302445101	10	340	SH	DEFINE
FLIR SYS INC	COM	302445101	83	2700	SH	DEFINE
FLIR SYS INC	COM	302445101	7807	254598	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	1136	450900	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	13586	263800	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	479	9300	SH	DEFINE
FLUOR CORP NEW	COM	343412102	1177	26230	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	55357	2322980	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	54	2284	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	464	19476	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	94	10352	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	5935	652933	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	25	2800	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	192	21090	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	702	23300	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	110082	3653579	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	63421	2104919	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	26185	4378700	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	150	25100	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	38	6300	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	394	65900	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	11620	1943673	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	4064	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	37	4100	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	2519	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	20	8829	SH	DEFINE
FOREST LABS INC	COM	345838106	38	1475	SH	DEFINE
FOREST LABS INC	COM	345838106	367	14400	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	62	6564	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	20896	2194977	SH	DEFINE
FORMFACTOR INC	COM	346375108	67250	4606198	SH	DEFINE
FORMFACTOR INC	COM	346375108	706	48343	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	4966	120300	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	582	14108	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	64	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	12135	500000	SH	DEFINE
FORWARD AIR CORP	COM	349853101	18	750	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	14	600	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	468	20000	SH	DEFINE
FPL GROUP INC	COM	302571104	592570	11773700	SH	DEFINE
FPL GROUP INC	COM	302571104	14014	278444	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	3	93	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	1343	47860	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	33335	1181888	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	11941	425415	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	20802	740032	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	14	500	SH	DEFINE
FRANKLIN RES INC	COM	354613101	44756	701721	SH	DEFINE
FRANKLIN RES INC	COM	354613101	2	25	SH	DEFINE
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	89	10500	SH	SOLE
FREDS INC	CL A	356108100	29615	2752300	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	4745	100000	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	288	6075	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	3125	127873	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1753	71745	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	21	455	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1793	38000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	5254	601104	SH	DEFINE
FTI CONSULTING INC	COM	302941109	8574	191900	SH	DEFINE

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

FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	18	790	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	18117	818822	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	12851	2384200	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	5239	2370709	SH	DEFINE
GAIAM INC	CL A	36268Q103	3027	655162	SH	DEFINE
GAIAM INC	CL A	36268Q103	531	114840	SH	DEFINE
GAIAM INC	CL A	36268Q103	134	28900	SH	DEFINE
GAIAM INC	CL A	36268Q103	1341	290200	SH	DEFINE
GAIAM INC	CL A	36268Q103	1356	294312	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	70414	2717630	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	8	300	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	54	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	4755	219542	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	18463	3328200	SH	DEFINE
GANNETT INC	COM	364730101	142	17716	SH	DEFINE
GAP INC DEL	COM	364760108	845	63120	SH	DEFINE
GAP INC DEL	COM	364760108	382	28539	SH	DEFINE
GAP INC DEL	COM	364760108	1065	79500	SH	DEFINE
GAP INC DEL	COM	364760108	199	14880	SH	DEFINE
GAP INC DEL	COM	364760108	71862	5366811	SH	DEFINE
GAP INC DEL	COM	364760108	1566	116950	SH	DEFINE
GARMIN LTD	ORD	G37260109	290	15150	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	1643	111000	SH	DEFINE
GENCORP INC	COM	368682100	10842	2946179	SH	DEFINE
GENENTECH INC	COM NEW	368710406	202968	2448050	SH	DEFINE
GENENTECH INC	COM NEW	368710406	82910	1000000	SH	DEFINE
GENENTECH INC	COM NEW	368710406	30303	365487	SH	DEFINE
GENENTECH INC	COM NEW	368710406	33	400	SH	OTHER
GENENTECH INC	COM NEW	368710406	1602	19320	SH	DEFINE
GENENTECH INC	COM NEW	368710406	196612	2371388	SH	DEFINE
GENENTECH INC	COM NEW	368710406	80	960	SH	DEFINE
GENENTECH INC	COM NEW	368710406	1210	14600	SH	DEFINE
GENENTECH INC	COM NEW	368710406	473	5700	SH	DEFINE
GENENTECH INC	COM NEW	368710406	876	10565	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	57590	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2111	36654	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	58	1000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	110944	6848400	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	35235	2175030	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1134	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	98100	6055526	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	65	4000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	846	52200	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	10961	676600	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5230	322814	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	33062	2042619	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	91833	5668734	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4253	262532	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	867	53540	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	571904	35302736	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	36083	2227357	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	82	5080	SH	DEFINE
GENERAL MLS INC	COM	370334104	3055	50295	SH	DEFINE
GENERAL MLS INC	COM	370334104	11429	188136	SH	DEFINE
GENERAL MTRS CORP	SENIOR DEBEN D	370442691	6476	776200	PRN	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	46103	14407200	PRN	DEFINE
GENESEE & WYO INC	CL A	371559105	39269	1287500	SH	DEFINE
GENEVA ACQUISITION CORP	COM	37185Y104	190	32200	SH	DEFINE
GENTEX CORP	COM	371901109	20602	2333200	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	639	1083000	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	38	64217	SH	DEFINE
GENUINE PARTS CO	COM	372460105	109	2884	SH	DEFINE

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

GENUINE PARTS CO	COM	372460105	8657	228653	SH	DEFINE
GENUINE PARTS CO	COM	372460105	2018	53301	SH	DEFINE
GENUINE PARTS CO	COM	372460105	40	1050	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	4528	1600000	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	2	600	SH	DEFINE
GENZYME CORP	COM	372917104	50250	757120	SH	DEFINE
GENZYME CORP	COM	372917104	1519	22887	SH	DEFINE
GENZYME CORP	COM	372917104	27	400	SH	DEFINE
GENZYME CORP	COM	372917104	366	5520	SH	DEFINE
GENZYME CORP	COM	372917104	159	2400	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	26912	4441000	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	44891	3759699	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	22	1900	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	74790	6560240	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	196091	3834390	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	31687	619608	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	5848	114350	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	107	2100	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	460	9000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1161	22699	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	997	19500	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	13663	10000000	PRN	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	4	3000	PRN	DEFINE
GLATFELTER	COM	377316104	22318	2399800	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1535	41196	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	4974	133935	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	27577	744222	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	13230	3790700	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	2523	722900	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	7	2000	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	14725	449082	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	9	282	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	4	136	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	24373	2454528	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	4	354	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	113078	3585560	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	158	5000	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	4827	153000	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	2483	2450000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2922	34620	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	116457	1379988	SH	DEFINE
GOODRICH CORP	COM	382388106	708	19114	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	1	230	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	43592	7301775	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	320	53600	SH	DEFINE
GOOGLE INC	CL A	38259P508	99226	322530	SH	DEFINE
GOOGLE INC	CL A	38259P508	12306	40000	SH	DEFINE
GOOGLE INC	CL A	38259P508	9234	30014	SH	DEFINE
GOOGLE INC	CL A	38259P508	75	245	SH	OTHER
GOOGLE INC	CL A	38259P508	1384	4500	SH	DEFINE
GOOGLE INC	CL A	38259P508	30	98	SH	DEFINE
GOOGLE INC	CL A	38259P508	449	1460	SH	DEFINE
GOOGLE INC	CL A	38259P508	154	500	SH	DEFINE
GOOGLE INC	CL A	38259P508	331	1077	SH	DEFINE
GPO AEROPORTUARIO DEL PAC SA	SPON ADR B	400506101	1	38	SH	DEFINE
GPO AEROPORTUARIO DEL PAC SA	SPON ADR B	400506101	12384	537976	SH	DEFINE
GRACO INC	COM	384109104	57998	2444083	SH	DEFINE
GRACO INC	COM	384109104	600	25275	SH	DEFINE
GRACO INC	COM	384109104	66	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	765	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	43362	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	323	4100	SH	DEFINE

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

GREAT PLAINS ENERGY INC	COM	391164100	331	17134	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	347	17952	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	76	3926	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	26945	1393968	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	10074	521173	SH	DEFINE
GREATBATCH INC	COM	39153L106	12876	486854	SH	DEFINE
GREENLIGHT CAPITAL RE LTD	CLASS A	G4095J109	909	70000	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	6377	173000	SH	DEFINE
GRIFFON CORP	COM	398433102	1111	119100	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	14118	1310900	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	6343	804000	SH	DEFINE
GRUMA SAB DE CV	SPON ADR CL B	400131306	2761	1380733	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	1850	3233738	SH	DEFINE
GTSI CORP	COM	36238K103	3221	536800	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	371	19700	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	21505	10752528	SH	DEFINE
GUESS INC	COM	401617105	53572	3490040	SH	DEFINE
GUESS INC	COM	401617105	11	715	SH	DEFINE
GUESS INC	COM	401617105	684	44528	SH	DEFINE
GYMBOREE CORP	COM	403777105	11780	451500	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	45112	2363120	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	982	51430	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	325	17000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2844	149000	SH	DEFINE
HALLIBURTON CO	COM	406216101	42185	2320390	SH	DEFINE
HALLIBURTON CO	COM	406216101	512	28171	SH	DEFINE
HALLIBURTON CO	COM	406216101	11	600	SH	DEFINE
HALLIBURTON CO	COM	406216101	1260	69310	SH	DEFINE
HALLIBURTON CO	COM	406216101	692	38420	SH	DEFINE
HALLIBURTON CO	COM	406216101	12231	672748	SH	DEFINE
HALLIBURTON CO	COM	406216101	809	44497	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	3218	70788	SH	DEFINE
HANESBRANDS INC	COM	410345102	162	12682	SH	DEFINE
HANESBRANDS INC	COM	410345102	1	100	SH	DEFINE
HANSEN NAT CORP	COM	411310105	145641	4343601	SH	DEFINE
HANSEN NAT CORP	COM	411310105	14438	430607	SH	DEFINE
HANSEN NAT CORP	COM	411310105	36	1060	SH	DEFINE
HANSEN NAT CORP	COM	411310105	560	16690	SH	DEFINE
HANSEN NAT CORP	COM	411310105	183	5470	SH	DEFINE
HANSEN NAT CORP	COM	411310105	1649	49194	SH	DEFINE
HARDINGE INC	COM	412324303	4996	1233600	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	558	32900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	12876	758750	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	8485	500000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	435	25640	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	33256	1959677	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1987	117100	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	85963	5065580	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	10007	598140	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	1	88	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	15	890	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	242	14490	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	100	6000	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	10422	950000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	105788	2780230	SH	DEFINE
HARRIS CORP DEL	COM	413875105	14861	390563	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1522	40000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1468	38585	SH	DEFINE
HARTE-HANKS INC	COM	416196103	281	45000	SH	DEFINE
HASBRO INC	COM	418056107	41066	1407800	SH	DEFINE
HASBRO INC	COM	418056107	18	600	SH	DEFINE
HATTERAS FINL CORP	COM	41902R103	1463	55000	SH	DEFINE

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

HAVERTY FURNITURE INC	COM	419596101	13034	1397000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	8856	400000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	80	3625	SH	DEFINE
HCP INC	COM	40414L109	82	2948	SH	DEFINE
HCP INC	COM	40414L109	433	15600	SH	DEFINE
HCP INC	COM	40414L109	1677	60400	SH	DEFINE
HCP INC	COM	40414L109	22478	809441	SH	DEFINE
HCP INC	COM	40414L109	317	11400	SH	DEFINE
HEADWATERS INC	NOTE	2.875% 6/042210PAB8	928	2120000	PRN	DEFINE
HEALTH CARE REIT INC	COM	42217K106	333	7900	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	1342	31800	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	19572	463800	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	181	4300	SH	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	5	2825	SH	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	234	130480	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	9333	585900	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10698	671543	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	503	45929	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	539	49200	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7880	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	19	1181	SH	DEFINE
HEARTLAND PMT SYS INC	COM	42235N108	2440	139400	SH	DEFINE
HECLA MNG CO	COM	422704106	8960	3200000	SH	DEFINE
HEINZ H J CO	COM	423074103	9362	248987	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	297	762200	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	10698	1477571	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	6321	873100	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	70	3089	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	307	13500	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	172	36300	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	51	10800	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	442	93100	SH	DEFINE
HERSHEY CO	COM	427866108	978	28140	SH	DEFINE
HESS CORP	COM	42809H107	6099	113700	SH	DEFINE
HESS CORP	COM	42809H107	954	17787	SH	DEFINE
HESS CORP	COM	42809H107	499	9300	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	4064	112000	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	76146	2098265	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	41960	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	19919	548884	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	73	2000	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	33	910	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	520	14320	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	225	6200	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	424	11694	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	28521	1815460	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	301	11000	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	1275	46600	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	15779	576700	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	164	6000	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	46518	2826135	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	23	1400	SH	DEFINE
HILLENBRAND INC	COM	431571108	47848	2868614	SH	DEFINE
HILLENBRAND INC	COM	431571108	54791	3284809	SH	DEFINE
HILLENBRAND INC	COM	431571108	23	1400	SH	DEFINE
HILLTOP HOLDINGS INC	COM	432748101	3716	381500	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	34977	1187270	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	424	14400	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	103	3500	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	1093	37100	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1576	50000	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	2556	140200	SH	DEFINE

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

HOLOGIC INC	COM	436440101	472	36088	SH	DEFINE
HOLOGIC INC	COM	436440101	414	31700	SH	DEFINE
HOME DEPOT INC	COM	437076102	3538	153700	SH	DEFINE
HOME DEPOT INC	COM	437076102	15049	653750	SH	DEFINE
HOME DEPOT INC	COM	437076102	12662	550023	SH	DEFINE
HOME DEPOT INC	COM	437076102	14	600	SH	OTHER
HOME DEPOT INC	COM	437076102	1287	55900	SH	DEFINE
HOME DEPOT INC	COM	437076102	1261	54545	SH	DEFINE
HOME DEPOT INC	COM	437076102	936	40639	SH	DEFINE
HOME DEPOT INC	COM	437076102	81001	3518744	SH	DEFINE
HOME DEPOT INC	COM	437076102	1288	55950	SH	DEFINE
HOME PROPERTIES INC	COM	437306103	77	1900	SH	DEFINE
HOME PROPERTIES INC	COM	437306103	317	7800	SH	DEFINE
HOME PROPERTIES INC	COM	437306103	4543	111900	SH	DEFINE
HOME PROPERTIES INC	COM	437306103	16	400	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1458	68340	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	20166	614259	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	894	27238	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	3	100	SH	SOLE
HOOKER FURNITURE CORP	COM	439038100	14701	1919200	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	2227	136300	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	624	38200	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	114	7000	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1219	74600	SH	DEFINE
HOSPIRA INC	COM	441060100	591	22039	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	31	4080	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	265	35000	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	970	128200	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	13534	1787875	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	167	22000	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	1852	198879	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	4	83	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	4262	87565	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	519	10655	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	8970	185908	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	272	5595	SH	DEFINE
HSN INC	COM	404303109	436	60020	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	263	9000	SH	DEFINE
HUB GROUP INC	CL A	443320106	1011	38120	SH	DEFINE
HUB GROUP INC	CL A	443320106	265	10000	SH	DEFINE
HUB GROUP INC	CL A	443320106	2512	94700	SH	DEFINE
HUBBELL INC	CL B	443510201	629	19245	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	6224	390000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	835	52323	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	762	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	11575	440600	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	6	212	SH	DEFINE
HUNTSMAN CORP	COM	447011107	877	254894	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	18389	321100	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	1642	28670	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	286	5000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4480	78232	SH	DEFINE
I2 TECHNOLOGIES INC	COM NEW	465754208	740	115870	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	2360	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	8007	1282000	SH	DEFINE
IAMGOLD CORP	COM	450913108	678	108600	SH	DEFINE
ICICI BK LTD	ADR	45104G104	3774	196067	SH	DEFINE
ICICI BK LTD	ADR	45104G104	2342	121639	SH	DEFINE
ICICI BK LTD	ADR	45104G104	493	25620	SH	DEFINE
ICICI BK LTD	ADR	45104G104	9264	481788	SH	DEFINE
ICICI BK LTD	ADR	45104G104	64315	3341014	SH	DEFINE
ICICI BK LTD	ADR	45104G104	50833	2640650	SH	DEFINE

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

IDACORP INC	COM	451107106	17711	601400	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3368	96100	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	35050	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2868	81826	SH	DEFINE
ILLUMINA INC	COM	452327109	51913	1992840	SH	DEFINE
ILLUMINA INC	COM	452327109	599	22979	SH	DEFINE
IMPERIAL CAP BANCORP INC	COM	452680101	1003	445796	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	537	15927	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	20967	622381	SH	DEFINE
IMS HEALTH INC	COM	449934108	7580	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	706	46591	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	3754	1195651	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	251	80000	SH	DEFINE
INDIA FD INC	COM	454089103	458	25040	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	4153	2979442	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	1837	1312094	SH	DEFINE
INFINERA CORPORATION	COM	45667G103	1963	219100	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	98	8794	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	3164	285074	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	10989	996086	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	452	40765	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	17385	1002000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	439	25280	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	134	7700	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1073	95000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	12894	300000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	57	1325	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	1170	27212	SH	DEFINE
INTEL CORP	COM	458140100	518237	35350410	SH	DEFINE
INTEL CORP	COM	458140100	13194	900000	SH	DEFINE
INTEL CORP	COM	458140100	51520	3514356	SH	DEFINE
INTEL CORP	COM	458140100	40	2700	SH	OTHER
INTEL CORP	COM	458140100	1173	80000	SH	DEFINE
INTEL CORP	COM	458140100	32	2150	SH	DEFINE
INTEL CORP	COM	458140100	1612	109617	SH	DEFINE
INTEL CORP	COM	458140100	142	9700	SH	DEFINE
INTEL CORP	COM	458140100	2226	151861	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	1730	2000000	PRN	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	4	5000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	249	3025	SH	DEFINE
INTERMEC INC	COM	458786100	14	1041	SH	DEFINE
INTERMEC INC	COM	458786100	3105	233770	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	4730	56200	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	21165	251490	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	48813	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	108168	1285266	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1847	21950	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	45	540	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	5798	68923	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	261	3100	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	915	10867	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	698	58734	SH	DEFINE
INTERNATIONAL ROYALTY CORP	COM	460277106	1244	901200	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	10132	400000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	126	31731	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	2689	679150	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	2271	573370	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	657	900000	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	232	258920	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	324	60020	SH	DEFINE
INTL PAPER CO	COM	460146103	531	45015	SH	DEFINE
INTL PAPER CO	COM	460146103	614	52000	SH	DEFINE



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

INTL PAPER CO	COM	460146103	212035	17969066	SH	DEFINE
INTL PAPER CO	COM	460146103	6121	518713	SH	DEFINE
INTUIT	COM	461202103	1383	58125	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	952	7500	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	2413	19000	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	37	290	SH	DEFINE
INVESCO LTD	SHS	G491BT108	8477	587060	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1360	94175	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1227	85000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	4102	284080	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1332	92210	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1061	73482	SH	DEFINE
INVESCO LTD	SHS	G491BT108	198	13740	SH	DEFINE
INVESCO LTD	SHS	G491BT108	129125	8942174	SH	DEFINE
INVESCO LTD	SHS	G491BT108	93782	6494630	SH	DEFINE
INVESCO LTD	SHS	G491BT108	48	3317	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1180	51940	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	227	10000	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	2906	127900	SH	DEFINE
INVITROGEN CORP	NOTE 3.250% 6/1	46185RAM2	1454	1700000	PRN	DEFINE
IPC HLDGS LTD	ORD	G4933P101	109344	3657000	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	8052	269292	SH	DEFINE
IRON MTN INC	COM	462846106	8162	330044	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	218	2520	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	1425	46552	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	153	5000	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	520	54153	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	579	55810	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	142	12610	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	886	21383	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	6437	64867	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	5288	181205	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	2060	22783	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	24770	991973	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	2475	24345	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	6454	63495	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	13834	308323	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	272	6060	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	0	10	SH	SOLE
ISHARES TR	RUSSELL MCP GR	464287481	948	30272	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	457	9234	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	163	3290	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	4111	110940	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	6206	122016	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	557	11298	SH	DEFINE
ISHARES TR	RUSL 3000 GROW	464287671	852	28361	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	304	4375	SH	DEFINE
ISHARES TR	S&P EURO PLUS	464287861	903	29000	SH	DEFINE
ISHARES TR	MSCI ACWI EX	464288240	13522	440169	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	464	14294	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	600	7900	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	6954	72661	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	245	8400	SH	DEFINE
ISTAR FINL INC	COM	45031U101	29592	13269740	SH	DEFINE
ISTAR FINL INC	COM	45031U101	132	59407	SH	DEFINE
ISTAR FINL INC	FRNT 10/04	45031UBF7	94819	332700000	PRN	DEFINE
ITRON INC	COM	465741106	1201	18850	SH	DEFINE
ITRON INC	COM	465741106	344	5400	SH	DEFINE
ITRON INC	COM	465741106	3416	53600	SH	DEFINE
ITT CORP NEW	COM	450911102	1691	36759	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	82524	868854	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	993	10459	SH	DEFINE

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

ITURAN LOCATION AND CONTROL	SHS	M6158M104	3427	468772	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	1317	490000	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	266	98687	SH	DEFINE
IXIA	COM	45071R109	8556	1480300	SH	DEFINE
IXIA	COM	45071R109	975	168700	SH	DEFINE
IXIA	COM	45071R109	173	30000	SH	DEFINE
IXIA	COM	45071R109	2378	411500	SH	DEFINE
IXIA	COM	45071R109	6563	1137138	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	426	97500	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	4	810	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	53092	1103790	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	3354	69733	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	721	14998	SH	DEFINE
JAGUAR MNG INC	COM	47009M103	383	74700	SH	DEFINE
JAKKS PAC INC	COM	47012E106	18058	875340	SH	DEFINE
JER INVT TR INC	COM	46614H301	285	306300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	105365	1761075	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	64676	1081000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	130994	2189438	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	144	2400	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	1496	25000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	46	770	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	23065	385689	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	329	5500	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2469	41273	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	11423	629000	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	21792	1200000	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	605	33300	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	130	7178	SH	DEFINE
JOHNSON OUTDOORS INC	CL A	479167108	330	67300	SH	DEFINE
JOY GLOBAL INC	COM	481165108	1317	57529	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	143840	4562011	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	33152	1051441	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	57	1800	SH	OTHER
JPMORGAN & CHASE & CO	COM	46625H100	1457	46200	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	162291	5147209	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	22	700	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	38	1220	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	9967	316503	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	21619	685654	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	1875	59474	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	368	11680	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	77885	2470176	SH	DEFINE
JPMORGAN & CHASE & CO	COM	46625H100	8275	262446	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	210	12020	SH	DEFINE
K V PHARMACEUTICAL CO	CL A	482740206	1399	485900	SH	DEFINE
K V PHARMACEUTICAL CO	CL A	482740206	1003	348482	SH	DEFINE
K12 INC	COM	48273U102	4790	251200	SH	DEFINE
K12 INC	COM	48273U102	492	25800	SH	DEFINE
K12 INC	COM	48273U102	153	8000	SH	DEFINE
K12 INC	COM	48273U102	1278	67000	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	13178	303989	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	87	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	22626	1187700	SH	DEFINE
KAYDON CORP	COM	486587108	1082	31500	SH	DEFINE
KAYDON CORP	COM	486587108	295	8600	SH	DEFINE
KAYDON CORP	COM	486587108	2549	74221	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	92	3530	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	894	34137	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	6931	264548	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1214	46320	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	10153	387835	SH	DEFINE

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

KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	172	6570	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	29181	1113770	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	76602	2923753	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	31	1200	SH	DEFINE
KELLOGG CO	COM	487836108	1378	31435	SH	DEFINE
KELLOGG CO	COM	487836108	855	19500	SH	DEFINE
KELLY SVCS INC	CL A	488152208	30778	2365700	SH	DEFINE
KENNAMETAL INC	COM	489170100	31350	1412800	SH	DEFINE
KENNAMETAL INC	COM	489170100	1609	72500	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	3903	74000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4662	88387	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	214	11700	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	117	6400	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	207	11300	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	777	42500	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	8752	478784	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	203	11100	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	7155	156402	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	73	1600	SH	OTHER
KINDRED HEALTHCARE INC	COM	494580103	94238	7618871	SH	DEFINE
KINGSWAY FINL SVCS INC	COM	496904103	25575	4843840	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	64775	3503012	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	144	7800	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	2226	120400	SH	DEFINE
KNOT INC	COM	499184109	162	19439	SH	DEFINE
KNOT INC	COM	499184109	42	5000	SH	DEFINE
KNOT INC	COM	499184109	442	53100	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	2187	600834	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	1995	548976	SH	DEFINE
KOHL'S CORP	COM	500255104	1145	31631	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	337	16971	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	6752	339792	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	12981	654006	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	10922	549664	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	3	224	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	5632	486939	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	4629	398703	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	5267	196152	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	278205	10361444	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	13521	503613	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	1021	38030	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	2766	103000	SH	DEFINE
KROGER CO	COM	501044101	430	16275	SH	DEFINE
KROGER CO	COM	501044101	215467	8158528	SH	DEFINE
KROGER CO	COM	501044101	26585	1006642	SH	DEFINE
KROGER CO	COM	501044101	21071	797850	SH	DEFINE
KROGER CO	COM	501044101	5224	197800	SH	DEFINE
K-SWISS INC	CL A	482686102	25294	2218750	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	20	1380	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	960	65442	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	18533	1263302	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2486	169470	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	75	5140	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	231788	15800121	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	26148	1782439	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	5183	70243	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	92	1250	SH	OTHER
LA Z BOY INC	COM	505336107	7128	3284920	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1507	23400	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1823	28300	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1215	18869	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	43538	2045970	SH	DEFINE

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

LAM RESEARCH CORP	COM	512807108	23	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	719	33790	SH	DEFINE
LAN AIRLINES S A	SPONSORED ADR	501723100	9165	1138510	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	128	11600	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	6567	212105	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1482	61745	SH	DEFINE
LAZARD LTD	SHS A	G54050102	275	9249	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	2635	98000	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	2393	89000	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	18394	5255380	SH	DEFINE
LEAR CORP	COM	521865105	5399	3828908	SH	DEFINE
LEAR CORP	COM	521865105	169	119688	SH	DEFINE
LECG CORP	COM	523234102	9277	1383043	SH	DEFINE
LEGG MASON INC	COM	524901105	2232	101870	SH	DEFINE
LEGG MASON INC	COM	524901105	148	6742	SH	DEFINE
LEGG MASON INC	COM	524901105	12724	580750	SH	DEFINE
LEGG MASON INC	COM	524901105	21172	966335	SH	DEFINE
LEGG MASON INC	COM	524901105	784	35790	SH	DEFINE
LEGG MASON INC	COM	524901105	3763	171740	SH	DEFINE
LEGG MASON INC	UNIT 99/99/9999	524901303	82577	3753500	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	45864	3019354	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	33	2200	SH	DEFINE
LENNAR CORP	CL A	526057104	4162	480000	SH	DEFINE
LENNAR CORP	CL B	526057302	311	48000	SH	DEFINE
LENNOX INTL INC	COM	526107107	20181	625000	SH	DEFINE
LEUCADIA NATL CORP	COM	527288104	271	13700	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	27288AX2	3564	3600000	PRN	DEFINE
LEXMARK INTL NEW	CL A	529771107	32	1200	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	220	8160	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	227	8440	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	6595	245180	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	792	49730	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	30715AN1	2206	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	3200	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	124	39742	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	310	17708	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	2986	130804	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	199	8700	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	744	32600	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	10417	456300	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	128	5600	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	6676	286400	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	928	39799	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	368	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	5127	224470	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	650	28460	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	301	13200	SH	DEFINE
LILLY ELI & CO	COM	532457108	16108	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	8353	207414	SH	DEFINE
LILLY ELI & CO	COM	532457108	8	200	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	33364	655100	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	4088	217007	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	4368	3497960	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	7508	1365000	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	811	147500	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	220	40000	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	2238	406900	SH	DEFINE
LIONS GATE ENTMNT CORP	NOTE 3.625% 3/15	535919AG9	6745	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	6	2156	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	389	149750	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	5518	2122263	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	162	62230	SH	DEFINE

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

LIZ CLAIBORNE INC	COM	539320101	1273	489590	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	141	18374	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	42040	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	6136	72977	SH	DEFINE
LOEWS CORP	COM	540424108	453	16048	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1	77	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2337	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	626	40210	SH	DEFINE
LORILLARD INC	COM	544147101	104	1843	SH	DEFINE
LORILLARD INC	COM	544147101	285034	5058287	SH	DEFINE
LOWES COS INC	COM	548661107	12867	597900	SH	DEFINE
LOWES COS INC	COM	548661107	3932	182727	SH	DEFINE
LSI CORPORATION	COM	502161102	6	1869	SH	DEFINE
LSI CORPORATION	COM	502161102	171995	52278079	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	158	19900	SH	DEFINE
LUNDIN MINING CORP	COM	550372106	32	32300	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2333	128750	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	76	4200	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2138	118000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	634	35000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	779	43000	SH	DEFINE
M D C HLDGS INC	COM	552676108	53655	1770800	SH	DEFINE
M/I HOMES INC	COM	55305B101	20874	1980500	SH	DEFINE
MACYS INC	COM	55616P104	227	21974	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	153	34000	SH	DEFINE
MAGNA INTL INC	CL A	559222401	10	344	SH	DEFINE
MAGNA INTL INC	CL A	559222401	8570	283761	SH	DEFINE
MAGNA INTL INC	CL A	559222401	2	55	SH	SOLE
MAIDEN HOLDINGS LTD	SHS	G5753U112	1767	564590	SH	DEFINE
MANITOWOC INC	COM	563571108	1805	208421	SH	DEFINE
MANITOWOC INC	COM	563571108	346	40000	SH	DEFINE
MANPOWER INC	COM	56418H100	630	18535	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	16519	970000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	34	2000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	488	28678	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	145135	8542160	SH	DEFINE
MARATHON OIL CORP	COM	565849106	34981	1278560	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1140	41657	SH	DEFINE
MARATHON OIL CORP	COM	565849106	987	36090	SH	DEFINE
MARATHON OIL CORP	COM	565849106	193853	7085277	SH	DEFINE
MARATHON OIL CORP	COM	565849106	30	1110	SH	DEFINE
MARATHON OIL CORP	COM	565849106	358	13070	SH	DEFINE
MARATHON OIL CORP	COM	565849106	145	5300	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	13705	1343580	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	96	9400	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	3340	327661	SH	DEFINE
MARKET VECTORS ETF TR	GBL ALTER ENRG	57060U407	323	13825	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	13834	570000	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	782	32239	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	672	27705	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	462	33865	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	2018	20791	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	98	14700	SH	DEFINE
MASCO CORP	COM	574599106	1436	129000	SH	DEFINE
MASCO CORP	COM	574599106	33	3000	SH	DEFINE
MASIMO CORP	COM	574795100	22789	763960	SH	DEFINE
MASIMO CORP	COM	574795100	475	15934	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	161831	1132240	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	569	3980	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1817	12711	SH	DEFINE
MATTEL INC	COM	577081102	19	1200	SH	DEFINE
MATTEL INC	COM	577081102	344176	21510972	SH	DEFINE

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

MATTEL INC	COM	577081102	1035	64694	SH	DEFINE
MATTEL INC	COM	577081102	13804	862772	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	823	46500	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	177	10000	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	2232	126100	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	45117	3950690	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	534	46750	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	99401	8704115	SH	DEFINE
MBIA INC	COM	55262C100	1437	353000	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	111851	3510695	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	250	7859	SH	DEFINE
MCDONALDS CORP	COM	580135101	3420	55000	SH	DEFINE
MCDONALDS CORP	COM	580135101	14757	237296	SH	DEFINE
MCDONALDS CORP	COM	580135101	249	4000	SH	DEFINE
MCDONALDS CORP	COM	580135101	11971	192500	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	9704	418450	SH	DEFINE
MCKESSON CORP	COM	58155Q103	267	6901	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	18619	1899900	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	428	43700	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	100	10200	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	1129	115200	SH	DEFINE
MDS INC	COM	55269P302	31271	5039728	SH	DEFINE
MDS INC	COM	55269P302	11648	1877178	SH	DEFINE
MDS INC	COM	55269P302	1290	207890	SH	DEFINE
MDU RES GROUP INC	COM	552690109	342	15850	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	17599	1572700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	1	129	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	92633	8278181	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	6177	1544270	SH	DEFINE
MEDASSETS INC	COM	584045108	616	42200	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2297	54800	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4043	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	15894	379233	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	29	700	SH	OTHER
MEDTRONIC INC	COM	585055106	19038	605925	SH	DEFINE
MEDTRONIC INC	COM	585055106	1885	60000	SH	DEFINE
MEDTRONIC INC	COM	585055106	18689	594821	SH	DEFINE
MEDTRONIC INC	COM	585055106	24	770	SH	DEFINE
MEDTRONIC INC	COM	585055106	3312	105400	SH	DEFINE
MEDTRONIC INC	COM	585055106	167	5300	SH	DEFINE
MEDTRONIC INC	COM	585055106	140	4442	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	2627	183972	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	391	27400	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	24273	1792700	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1620	98700	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	725	44210	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	1770	140000	SH	DEFINE
MERCER INTL INC	COM	588056101	3806	1982388	SH	DEFINE
MERCK & CO INC	COM	589331107	4560	150000	SH	DEFINE
MERCK & CO INC	COM	589331107	749610	24658210	SH	DEFINE
MERCK & CO INC	COM	589331107	15200	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	69313	2280038	SH	DEFINE
MERCK & CO INC	COM	589331107	12	400	SH	OTHER
MERCK & CO INC	COM	589331107	13583	446814	SH	DEFINE
MERCK & CO INC	COM	589331107	6235	205107	SH	DEFINE
MERCK & CO INC	COM	589331107	20943	688912	SH	DEFINE
MERCK & CO INC	COM	589331107	113956	3748564	SH	DEFINE
MERCK & CO INC	COM	589331107	2915	95900	SH	DEFINE
MERCK & CO INC	COM	589331107	730	24020	SH	DEFINE
MERCK & CO INC	COM	589331107	457091	15035898	SH	DEFINE
MERCK & CO INC	COM	589331107	32365	1064633	SH	DEFINE
MERCK & CO INC	COM	589331107	188	6185	SH	DEFINE

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

MERCURY GENL CORP NEW	COM		589400100	22223	483219	SH	DEFINE
MERCURY GENL CORP NEW	COM		589400100	106	2300	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	6537	561580	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	1008	86569	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	2	200	SH	OTHER
MERRILL LYNCH & CO INC	COM		590188108	14	1200	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	227	19480	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	372	31970	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	21723	1866199	SH	DEFINE
METAVANTE TECHNOLOGIES INC	COM		591407101	203	12628	SH	DEFINE
METHANEX CORP	COM		59151K108	11906	1056679	SH	DEFINE
METHODE ELECTRS INC	COM		591520200	2571	381935	SH	DEFINE
METLIFE INC	COM		59156R108	20808	596900	SH	DEFINE
METLIFE INC	COM		59156R108	568	16287	SH	DEFINE
METLIFE INC	UNIT	02/15/2010	59156R702	3962	400000	SH	DEFINE
METLIFE INC	UNIT	02/15/2010	59156R702	25	2500	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	68517	4613963	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	11	750	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	1050	70714	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	32049	475500	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	59069	876389	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	3370	50000	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	6397	94922	SH	DEFINE
MI DEVS INC	CL A SUB VTG		55304X104	9473	1268100	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	61809	3164804	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	4406	225623	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	161	8245	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	1017	52077	SH	DEFINE
MICROCHIP TECHNOLOGY INC	SDCV	2.125%12/15	595017AB0	26265	41200000	PRN	DEFINE
MICRON TECHNOLOGY INC	NOTE	1.875% 6/05	595112AH6	6625	20000000	PRN	DEFINE
MICROSEMI CORP	COM		595137100	71593	5664030	SH	DEFINE
MICROSEMI CORP	COM		595137100	489	38700	SH	DEFINE
MICROSEMI CORP	COM		595137100	123	9700	SH	DEFINE
MICROSEMI CORP	COM		595137100	1294	102400	SH	DEFINE
MICROSEMI CORP	COM		595137100	6210	491824	SH	DEFINE
MICROSOFT CORP	COM		594918104	3363	173000	SH	DEFINE
MICROSOFT CORP	COM		594918104	50178	2581150	SH	DEFINE
MICROSOFT CORP	COM		594918104	18954	975000	SH	DEFINE
MICROSOFT CORP	COM		594918104	55266	2842891	SH	DEFINE
MICROSOFT CORP	COM		594918104	49	2500	SH	OTHER
MICROSOFT CORP	COM		594918104	596144	30665826	SH	DEFINE
MICROSOFT CORP	COM		594918104	26415	1358780	SH	DEFINE
MICROSOFT CORP	COM		594918104	8178	420666	SH	DEFINE
MICROSOFT CORP	COM		594918104	32136	1653189	SH	DEFINE
MICROSOFT CORP	COM		594918104	155742	8011436	SH	DEFINE
MICROSOFT CORP	COM		594918104	4838	248871	SH	DEFINE
MICROSOFT CORP	COM		594918104	1956	100620	SH	DEFINE
MICROSOFT CORP	COM		594918104	1116470	57431594	SH	DEFINE
MICROSOFT CORP	COM		594918104	47750	2456282	SH	DEFINE
MICROSOFT CORP	COM		594918104	209	10750	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	5090	2495085	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	599	293800	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	153	75000	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	1474	722400	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1		595635103	2207	22712	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1		595635103	700	7200	SH	DEFINE
MILLER INDS INC TENN	COM NEW		600551204	584	110200	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	11	242	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	346	7700	SH	DEFINE
MILLIPORE CORP	COM		601073109	20608	400000	SH	DEFINE
MILLIPORE CORP	COM		601073109	338	6564	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR		602675100	511	28410	SH	DEFINE

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

MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	196	10900	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	34198	1430300	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	3028	74086	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	25	4000	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	4628	742932	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	5930	954990	SH	DEFINE
MOBILE MINI INC	COM	60740F105	8204	568900	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	604	22650	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	61706	2312802	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	29321	1098970	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	9444	353960	SH	DEFINE
MOLEX INC	COM	608554101	2123	146483	SH	DEFINE
MOLEX INC	COM	608554101	83	5708	SH	DEFINE
MOLEX INC	CL A	608554200	1897	146483	SH	DEFINE
MOLEX INC	CL A	608554200	37	2859	SH	DEFINE
MONACO COACH CORP	COM	60886R103	1710	3353300	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	375	64716	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	81	14000	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	880	151708	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	14351	204000	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	4604	65444	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	46829	2789100	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	69	4100	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	821	51200	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	154	9600	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	415	25853	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1292	80553	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1470	91650	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	37	2308	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	550	34319	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2626	163689	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	286	17806	SH	SOLE
MOSAIC CO	COM	61945A107	23	679	SH	DEFINE
MOSAIC CO	COM	61945A107	388	11200	SH	DEFINE
MOTOROLA INC	COM	620076109	809	182621	SH	DEFINE
MOTOROLA INC	COM	620076109	120988	27310989	SH	DEFINE
MSCI INC	CL A	55354G100	11844	666900	SH	DEFINE
MUELLER INDS INC	COM	624756102	65366	2606300	SH	DEFINE
MUELLER INDS INC	COM	624756102	251	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	6014	135600	SH	DEFINE
MURPHY OIL CORP	COM	626717102	435	9815	SH	DEFINE
MURPHY OIL CORP	COM	626717102	341	7700	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	5605	207900	SH	DEFINE
MYLAN INC	COM	628530107	3094	312875	SH	DEFINE
MYLAN INC	COM	628530107	47972	4850588	SH	DEFINE
MYLAN INC	PFD CONV	628530206	4732	7180	SH	DEFINE
MYLAN INC	PFD CONV	628530206	5003	7591	SH	DEFINE
MYLAN INC	PFD CONV	628530206	102	155	SH	OTHER
MYLAN INC	NOTE 1.250% 3/1	628530AG2	11107	15010000	PRN	DEFINE
MYRIAD GENETICS INC	COM	62855J104	107919	1628719	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	7	100	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	665	10039	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	2530	211400	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	1324	110605	SH	DEFINE
NACCO INDS INC	CL A	629579103	10245	273854	SH	DEFINE
NANOGEN INC	COM	630075109	3	20000	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	552	22341	SH	SOLE
NASH FINCH CO	COM	631158102	269	6000	SH	DEFINE
NASHUA CORP	COM	631226107	1879	357930	SH	DEFINE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	238	62406	SH	DEFINE
NATIONAL BK GREECE S A	ADR PRF SER A	633643507	321	16600	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	119	39272	SH	DEFINE



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

NATIONAL GRID PLC	SPON ADR NEW	636274300	47	940	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	4005	79762	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	2894	118802	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	3046	125065	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	16635	680640	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	3489	142776	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	990	40500	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	11	450	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	175	7150	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	59	2400	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	12101	495112	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	29266	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	698	24300	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	293	10200	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1094	38100	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	16433	572194	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	236	8200	SH	DEFINE
NETAPP INC	COM	64110D104	8579	614110	SH	DEFINE
NETAPP INC	COM	64110D104	2518	180252	SH	DEFINE
NETAPP INC	COM	64110D104	14	980	SH	DEFINE
NETAPP INC	COM	64110D104	205	14640	SH	DEFINE
NETAPP INC	COM	64110D104	73	5200	SH	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	360	16300	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	17590	799200	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	775	35200	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	233	10600	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	2076	94300	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	1542	482000	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	64	20000	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	685	877000	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	655	450000	SH	DEFINE
NEW JERSEY RES	COM	646025106	301	7650	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	1881	256550	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	10	1365	SH	SOLE
NEWELL RUBBERMAID INC	COM	651229106	100	10261	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	43782	1075714	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	912	22410	SH	DEFINE
NEWS CORP	CL A	65248E104	4297	472760	SH	DEFINE
NEWS CORP	CL A	65248E104	2267	249348	SH	DEFINE
NEWS CORP	CL A	65248E104	413516	45491315	SH	DEFINE
NEWS CORP	CL A	65248E104	10813	1189566	SH	DEFINE
NEWS CORP	CL A	65248E104	17891	1968197	SH	DEFINE
NEWS CORP	CL A	65248E104	71654	7882771	SH	DEFINE
NEWS CORP	CL A	65248E104	1805	198608	SH	DEFINE
NEWS CORP	CL A	65248E104	530	58320	SH	DEFINE
NEWS CORP	CL A	65248E104	670469	73758974	SH	DEFINE
NEWS CORP	CL A	65248E104	46623	5129041	SH	DEFINE
NEWS CORP	CL A	65248E104	125	13702	SH	DEFINE
NEWS CORP	CL B	65248E203	979	102227	SH	DEFINE
NEWS CORP	CL B	65248E203	3888	405851	SH	DEFINE
NEWS CORP	CL B	65248E203	1671	174406	SH	DEFINE
NEXEN INC	COM	65334H102	8	444	SH	DEFINE
NEXEN INC	COM	65334H102	37964	2178834	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	99199	5456513	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	27	1471	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	13	700	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	167	9160	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	62	3400	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	917	50466	SH	DEFINE
NIKE INC	CL B	654106103	2780	54500	SH	DEFINE
NIKE INC	CL B	654106103	4814	94400	SH	DEFINE
NIKE INC	CL B	654106103	16741	328254	SH	DEFINE

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

NIKE INC	CL B	654106103	847	16600	SH	DEFINE
NIKE INC	CL B	654106103	3024	59300	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	108	3980	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	348	12803	SH	DEFINE
NISOURCE INC	COM	65473P105	57922	5280000	SH	DEFINE
NISOURCE INC	COM	65473P105	63	5741	SH	DEFINE
NISOURCE INC	COM	65473P105	34	3130	SH	DEFINE
NISOURCE INC	COM	65473P105	3500	319067	SH	DEFINE
NISOURCE INC	COM	65473P105	8686	791751	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	3645	165000	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	286	12933	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	431	19500	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	7390	334520	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	11259	228750	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	324	6590	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	107347	2180963	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	42545	2727270	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	11880	761570	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	12	800	SH	OTHER
NOKIA CORP	SPONSORED ADR	654902204	22	1410	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1611	102465	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	105	6700	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	2671	171195	SH	DEFINE
NORDSON CORP	COM	655663102	51410	1592137	SH	DEFINE
NORDSTROM INC	COM	655664100	1790	134500	SH	DEFINE
NORDSTROM INC	COM	655664100	11283	847700	SH	DEFINE
NORDSTROM INC	COM	655664100	2148	161419	SH	DEFINE
NORDSTROM INC	COM	655664100	12	900	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	59499	1264600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	6325	134423	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	486	10330	SH	DEFINE
NORTH AMERN ENERGY PARTNERS	COM	656844107	909	272100	SH	DEFINE
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	220	10000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	37945	1577100	SH	DEFINE
NORTHEAST UTILS	COM	664397106	24060	1000000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	72	3000	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	822	332900	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	45040	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	5164	114644	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	5533	129844	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4381	88033	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3055	61385	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	27771	557229	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	11181	224690	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	5139	100000	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	187	3630	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	104207	10058580	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	3268	315422	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	249	24000	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	2671	257800	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1308	126293	SH	DEFINE
NUCOR CORP	COM	670346105	158313	3426689	SH	DEFINE
NUCOR CORP	COM	670346105	16307	352963	SH	DEFINE
NUCOR CORP	COM	670346105	69	1500	SH	DEFINE
NUCOR CORP	COM	670346105	83	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	400	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	103111	10425800	SH	DEFINE
NV ENERGY INC	COM	67073Y106	62285	6297740	SH	DEFINE
NV ENERGY INC	COM	67073Y106	9	913	SH	DEFINE
NV ENERGY INC	COM	67073Y106	35	3490	SH	DEFINE
NV ENERGY INC	COM	67073Y106	448	45330	SH	DEFINE
NV ENERGY INC	COM	67073Y106	196	19800	SH	DEFINE

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

OCCIDENTAL PETE CORP DEL	COM	674599105	3557	59300	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	23976	399660	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	3619	60328	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	474	7900	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	2909	99840	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	2	55	SH	DEFINE
OCULUS INNOVATIVE SCIENCES I	COM	67575P108	422	297000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	939	315000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	16	5400	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1120	375969	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	17	2200	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	1726	225863	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	122	15970	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	3259	426560	SH	DEFINE
OIL STS INTL INC	COM	678026105	19195	1027000	SH	DEFINE
OIL STS INTL INC	COM	678026105	2381	127400	SH	DEFINE
OILSANDS QUEST INC	-W EXP 12/05/200	678046111	6	119450	SH	DEFINE
OLD REP INTL CORP	COM	680223104	232327	19490562	SH	DEFINE
OLD REP INTL CORP	COM	680223104	31	2600	SH	DEFINE
OLD REP INTL CORP	COM	680223104	149212	12517814	SH	DEFINE
OLD REP INTL CORP	COM	680223104	8734	733376	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	4768	1189052	SH	DEFINE
OMNICARE INC	COM	681904108	5263	189600	SH	DEFINE
OMNICARE INC	COM	681904108	37161	1338668	SH	DEFINE
OMNICARE INC	COM	681904108	710	25590	SH	DEFINE
OMNICELL INC	COM	68213N109	867	71020	SH	DEFINE
OMNICELL INC	COM	68213N109	220	18000	SH	DEFINE
OMNICELL INC	COM	68213N109	2234	183000	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	2052	76234	SH	DEFINE
OMNITURE INC	COM	68212S109	7877	740300	SH	DEFINE
OMNITURE INC	COM	68212S109	637	59880	SH	DEFINE
OMNITURE INC	COM	68212S109	157	14800	SH	DEFINE
OMNITURE INC	COM	68212S109	1608	151100	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	6220	1184800	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	8759	256400	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1032	30200	SH	DEFINE
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	2212	308960	SH	DEFINE
OPEN TEXT CORP	COM	683715106	7515	247200	SH	DEFINE
OPEN TEXT CORP	COM	683715106	2775	91300	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	4774	357300	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	782	58503	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	147	11000	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	1991	149000	SH	DEFINE
ORACLE CORP	COM	68389X105	55310	3119570	SH	DEFINE
ORACLE CORP	COM	68389X105	8865	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	11084	625144	SH	DEFINE
ORACLE CORP	COM	68389X105	17308	976190	SH	DEFINE
ORACLE CORP	COM	68389X105	6208	350168	SH	DEFINE
ORACLE CORP	COM	68389X105	101157	5705423	SH	DEFINE
ORACLE CORP	COM	68389X105	3478	196162	SH	DEFINE
ORACLE CORP	COM	68389X105	697	39330	SH	DEFINE
ORACLE CORP	COM	68389X105	1081355	60990123	SH	DEFINE
ORACLE CORP	COM	68389X105	44717	2522106	SH	DEFINE
ORACLE CORP	COM	68389X105	129	7285	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	45415	2325388	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	1423	72861	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	234	12000	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	3230	165400	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	641	32813	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	197	49010	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	2471	614700	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	694	172600	SH	DEFINE

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

OREXIGEN THERAPEUTICS INC	COM	686164104	3352	600710	SH	DEFINE
OREZONE RES INC	COM	685921108	2591	5632400	SH	DEFINE
ORIGEN FINL INC	COM	68619E208	1499	2540000	SH	DEFINE
ORITANI FINL CORP	COM	686323106	3764	223380	SH	DEFINE
OSHKOSH CORP	COM	688239201	8972	1009200	SH	DEFINE
OSHKOSH CORP	COM	688239201	36	4000	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	11239	287800	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	195	5000	SH	DEFINE
OUTDOOR CHANNEL HLDGS INC	COM NEW	690027206	970	129500	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	54246	1288200	SH	DEFINE
OWENS CORNING NEW	COM	690742101	9	500	SH	DEFINE
OWENS CORNING NEW	COM	690742101	94401	5456712	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	435	15900	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	108	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	3268	466800	SH	DEFINE
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	2089	83340	SH	DEFINE
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	2	60	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	2030	194600	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	3064	294205	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	3343	248350	SH	DEFINE
PACWEST BANCORP DEL	COM	695263103	7244	269290	SH	DEFINE
PALL CORP	COM	696429307	14215	500000	SH	DEFINE
PALL CORP	COM	696429307	547	19235	SH	DEFINE
PANASONIC CORP	ADR	69832A205	24	1958	SH	DEFINE
PANASONIC CORP	ADR	69832A205	177	14300	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	3756	71900	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	94	1800	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	3576	266829	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	1296	272930	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	127	10000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	5219	537500	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	344	35400	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	92	9500	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	892	91900	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	1531	36000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	260	6103	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	12103	284510	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	242	3400	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	6081	85330	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	442	6200	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	904	144680	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	31	4940	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	463	24700	SH	DEFINE
PAYCHEX INC	COM	704326107	66466	2529150	SH	DEFINE
PAYCHEX INC	COM	704326107	12942	492482	SH	DEFINE
PAYCHEX INC	COM	704326107	343	13055	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	7046	1140100	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	170	27500	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	9004	395800	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	12506	549700	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	7412	325808	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	268	11800	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	11344	1192596	SH	DEFINE
PENNEY J C INC	COM	708160106	7133	362100	SH	DEFINE
PENNEY J C INC	COM	708160106	790	40094	SH	DEFINE
PENTAIR INC	COM	709631105	256	10800	SH	DEFINE
PENTAIR INC	COM	709631105	1231	51992	SH	DEFINE
PENTAIR INC	COM	709631105	6152	259900	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	1886	1201000	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	1327	848435	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	16578	866623	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	23	1200	SH	DEFINE

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

PEOPLES UNITED FINANCIAL INC	COM	712704105	221	12421	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	35777	2006560	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	21312	1200000	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	46	2581	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	451	22132	SH	DEFINE
PEPSICO INC	COM	713448108	67782	1237570	SH	DEFINE
PEPSICO INC	COM	713448108	66788	1219431	SH	DEFINE
PEPSICO INC	COM	713448108	159	2900	SH	OTHER
PEPSICO INC	COM	713448108	82	1500	SH	DEFINE
PEPSICO INC	COM	713448108	3981	72685	SH	DEFINE
PEPSICO INC	COM	713448108	131	2400	SH	DEFINE
PEPSICO INC	COM	713448108	456	8317	SH	DEFINE
PERKINELMER INC	COM	714046109	216	15542	SH	DEFINE
PERRIGO CO	COM	714290103	6032	186700	SH	DEFINE
PETRO-CDA	COM	71644E102	26	1200	SH	DEFINE
PETRO-CDA	COM	71644E102	1	64	SH	DEFINE
PETRO-CDA	COM	71644E102	93553	4277280	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	3633	40825	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	107032	6847830	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	4308	275620	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	1638	104782	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	5876	287900	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	105	5140	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	4430	217041	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3152	154410	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	26638	1305160	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	22161	1085800	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	4372	215770	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	448666	21982660	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	50304	2464660	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	84021	4116660	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1665	68000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	7991	326282	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	85	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	14931	609684	SH	DEFINE
PETSMART INC	COM	716768106	55046	2983540	SH	DEFINE
PETSMART INC	COM	716768106	1905	103230	SH	DEFINE
PETSMART INC	COM	716768106	817	44294	SH	DEFINE
PFIZER INC	COM	717081103	112392	6346230	SH	DEFINE
PFIZER INC	COM	717081103	921713	52044790	SH	DEFINE
PFIZER INC	COM	717081103	38431	2170000	SH	DEFINE
PFIZER INC	COM	717081103	32215	1819037	SH	DEFINE
PFIZER INC	COM	717081103	18679	1054689	SH	DEFINE
PFIZER INC	COM	717081103	8709	491743	SH	DEFINE
PFIZER INC	COM	717081103	41901	2365565	SH	DEFINE
PFIZER INC	COM	717081103	134110	7572574	SH	DEFINE
PFIZER INC	COM	717081103	5473	309025	SH	DEFINE
PFIZER INC	COM	717081103	2064	116540	SH	DEFINE
PFIZER INC	COM	717081103	910795	51428305	SH	DEFINE
PFIZER INC	COM	717081103	54793	3093906	SH	DEFINE
PFIZER INC	COM	717081103	188	10611	SH	DEFINE
PFIZER INC	COM	717081103	4	220	SH	SOLE
PG&E CORP	COM	69331C108	840514	21713100	SH	DEFINE
PG&E CORP	COM	69331C108	161	4168	SH	DEFINE
PG&E CORP	COM	69331C108	1097	28629	SH	DEFINE
PG&E CORP	COM	69331C108	3006	77644	SH	DEFINE
PG&E CORP	COM	69331C108	20318	524882	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	47993	1654352	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	119	4100	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	6966	240290	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	1326	105900	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	1072	85600	SH	DEFINE

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

PHASE FORWARD INC	COM	71721R406	263	21000	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	3042	243000	SH	DEFINE
PHI INC	COM VTG	69336T106	1562	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	12511	892999	SH	DEFINE
PHI INC	COM NON VTG	69336T205	1086	77500	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	11217	257800	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	10530	242023	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	219147	5036713	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	21	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	8415	193395	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	178	4100	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4718	100489	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	39276	836552	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	3565	75931	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	926	2503000	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	2654	7172150	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	28	74940	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	231882	7217000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	67	2100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	115	7100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	49	3040	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	214	13200	SH	DEFINE
PITNEY BOWES INC	COM	724479100	13950	547500	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1010	39650	SH	DEFINE
PITNEY BOWES INC	COM	724479100	9427	369980	SH	DEFINE
PITNEY BOWES INC	COM	724479100	24987	980650	SH	DEFINE
PITNEY BOWES INC	COM	724479100	868	34059	SH	DEFINE
PITNEY BOWES INC	COM	724479100	73	2860	SH	DEFINE
PITNEY BOWES INC	COM	724479100	11235	440950	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1950	76540	SH	DEFINE
PITNEY BOWES INC	COM	724479100	61	2410	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2959	85173	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	10	300	SH	SOLE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	7754	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	8932	182295	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3397	69317	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	41	846	SH	DEFINE
PNM RES INC	COM	69349H107	20059	1990000	SH	DEFINE
PNM RES INC	COM	69349H107	12065	1196896	SH	DEFINE
PNM RES INC	COM	69349H107	83	8250	SH	DEFINE
PNM RES INC	COM	69349H107	32813	3255220	SH	DEFINE
PNM RES INC	COM	69349H107	2824	280170	SH	DEFINE
POLYONE CORP	COM	73179P106	4725	1500000	SH	DEFINE
POPE RES DEL LTD PARTNERSHIP	DEPOSITRY RCPT	732857107	386	19389	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	120714	6200000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	11176	1296732	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	61	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9	125	SH	DEFINE
POSCO	SPONSORED ADR	693483109	12139	161311	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	677	9240	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	10153	138000	SH	DEFINE
POWELL INDS INC	COM	739128106	6483	223400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	12771	642400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	749	37700	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	208	10469	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	1996	100400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	5657	284607	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	548	30230	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1158	38938	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	625	23850	SH	DEFINE
PPG INDS INC	COM	693506107	4563	107550	SH	DEFINE
PPG INDS INC	COM	693506107	6	150	SH	DEFINE

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

PPL CORP	COM	69351T106	61380	2000000	SH	DEFINE
PPL CORP	COM	69351T106	332	10822	SH	DEFINE
PRAXAIR INC	COM	74005P104	168872	2844881	SH	DEFINE
PRAXAIR INC	COM	74005P104	51530	868100	SH	DEFINE
PRAXAIR INC	COM	74005P104	13182	222069	SH	DEFINE
PRAXAIR INC	COM	74005P104	795	13400	SH	DEFINE
PRAXAIR INC	COM	74005P104	612	10311	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	175194	2945435	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	940	15804	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	1756	29526	SH	DEFINE
PRECISION DRILLING TR	TR UNIT	740215108	4223	510300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	3758	380000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	95806	2703320	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	2073	58482	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	13	370	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	215	6060	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	64	1800	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1224	34544	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1105	15000	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	3	207	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	117685	7364539	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	5078	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	2	110	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	174672	2825500	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	76908	1244060	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2164	35000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	92072	1489359	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	93	1500	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	27	430	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	17013	275233	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	111	1800	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	662	10710	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	49	800	SH	SOLE
PROGRESS ENERGY INC	COM	743263105	449628	11283000	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2821	70794	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1539	103910	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	373	25155	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	20039	1353090	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1464	98820	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	9928	670350	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	74757	5047742	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1916	129345	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	231	15600	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	279159	18849387	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	23026	1554773	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	117	7880	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	126	9089	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	1487	107088	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	215	15500	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	872	62800	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	12261	882700	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	139	10000	SH	DEFINE
PROTECTION ONE INC	COM NEW	743663403	3631	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	21092	1469800	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	7	500	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE	2.750% 8/174369LAD5	17741	19990000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2458	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	35828	1184000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	309	10215	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	146088	4827770	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	3480	115000	SH	DEFINE
PRUDENTIAL FINL INC	FRNT	12/1744320AJ1	1189	1250000	PRN	DEFINE

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

PS BUSINESS PKS INC CALIF	COM	69360J107	63	1400	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	295	6600	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	3890	87100	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	27	600	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	23324	837500	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	1019	36600	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	245	8800	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	2507	90000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	445	5600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	260	3275	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	763	9600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	2910	36600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	38897	489270	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	485	6100	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	782026	26809240	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	6775	232275	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	34	1170	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	331	11340	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	190	6500	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	270238	9909700	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	31	1150	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	44466	1630600	SH	DEFINE
PULTE HOMES INC	COM	745867101	28710	2626700	SH	DEFINE
PURE BIOSCIENCE	COM	746218106	92	30000	SH	DEFINE
QIAGEN N V	ORD	N72482107	35096	1998960	SH	DEFINE
QIAGEN N V	ORD	N72482107	5477	313000	SH	DEFINE
QIAGEN N V	ORD	N72482107	4829	275000	SH	DEFINE
QIAGEN N V	ORD	N72482107	114	6500	SH	DEFINE
QIAGEN N V	ORD	N72482107	28626	1654515	SH	DEFINE
QIAGEN N V	ORD	N72482107	865	50000	SH	DEFINE
QIAGEN N V	ORD	N72482107	2316	133000	SH	DEFINE
QLOGIC CORP	COM	747277101	250	18583	SH	DEFINE
QUALCOMM INC	COM	747525103	144536	4033930	SH	DEFINE
QUALCOMM INC	COM	747525103	3941	110000	SH	DEFINE
QUALCOMM INC	COM	747525103	28960	808263	SH	DEFINE
QUALCOMM INC	COM	747525103	5016	140000	SH	DEFINE
QUALCOMM INC	COM	747525103	35	970	SH	DEFINE
QUALCOMM INC	COM	747525103	90	2500	SH	DEFINE
QUALCOMM INC	COM	747525103	532	14840	SH	DEFINE
QUALCOMM INC	COM	747525103	408	11400	SH	DEFINE
QUALCOMM INC	COM	747525103	186	5200	SH	DEFINE
QUALCOMM INC	COM	747525103	656	18316	SH	DEFINE
QUALCOMM INC	COM	747525103	835	23300	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	0	16	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	4957	250354	SH	DEFINE
QUEST CAP CORP NEW	COM	74835U109	1414	2000000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	302	5820	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	25955	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	6293	121236	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	66959	1289907	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	32826	632370	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	83671	1611840	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2761	53182	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	395	7610	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	123760	2384125	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	36636	705755	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	64	1240	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	15979	1269200	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	6926	550063	SH	DEFINE
QUESTAR CORP	COM	748356102	1946	59520	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	3	814	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	374446	102869700	SH	DEFINE



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

R H DONNELLEY CORP	COM NEW	74955W307	59	158690	SH	DEFINE
R H DONNELLEY CORP	COM NEW	74955W307	0	32	SH	DEFINE
RADIOSHACK CORP	COM	750438103	340	28500	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	87954	2002600	SH	DEFINE
RANGE RES CORP	COM	75281A109	62465	1816380	SH	DEFINE
RANGE RES CORP	COM	75281A109	7	200	SH	DEFINE
RANGE RES CORP	COM	75281A109	939	27291	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	30624	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5042	98789	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	2042	40000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5590	109520	SH	DEFINE
RC2 CORP	COM	749388104	3120	292400	SH	DEFINE
REALTY INCOME CORP	COM	756109104	171	7400	SH	DEFINE
REALTY INCOME CORP	COM	756109104	697	30100	SH	DEFINE
REALTY INCOME CORP	COM	756109104	8596	371300	SH	DEFINE
REALTY INCOME CORP	COM	756109104	51	2200	SH	DEFINE
REDWOOD TR INC	COM	758075402	3439	230656	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	8	336	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	19155	795767	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	3232	316543	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	299	6400	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	528	11300	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	271	5800	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	985	21100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	15236	326243	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	182	3900	SH	DEFINE
REGIS CORP MINN	COM	758932107	19149	1317900	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	47768	2395600	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	457	8862	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	152	7050	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	298	13863	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	6876	320121	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	11356	527959	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	28203	694990	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	172	4250	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	11105	273001	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	179	4399	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	231	5741	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	488016	12106574	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	4938	639784	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	1431	16100	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	3000	33737	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	42990	3774385	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	28	2500	SH	DEFINE
RLI CORP	COM	749607107	105624	1727007	SH	DEFINE
RLI CORP	COM	749607107	93	1525	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	508	24400	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	52448	2519110	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	6246	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	146	7000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	603	28970	SH	DEFINE
ROCKFORD CORP	COM	77316P101	367	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	305	9461	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	42198	1079510	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	3909	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1219	31185	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	763	19520	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	13239	643300	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	20588	684670	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	32	1059	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	113941	3781153	SH	DEFINE
ROHM & HAAS CO	COM	775371107	2512	40653	SH	DEFINE

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

ROPER INDS INC NEW	COM	776696106	195107	4494509	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	3	76	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	92	2120	SH	DEFINE
ROWAN COS INC	COM	779382100	26267	1652003	SH	DEFINE
ROWAN COS INC	COM	779382100	1965	123600	SH	DEFINE
ROWAN COS INC	COM	779382100	5	311	SH	DEFINE
ROWAN COS INC	COM	779382100	350	22000	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	30	1000	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	361	12180	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	156303	5291317	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SPONS ADR 20 ORD	780097689	1108	72440	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SPONS ADR 20 ORD	780097689	31	2032	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	288	5605	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	22030	429213	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5231	101706	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	110560	2149717	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	14823	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	25186	475746	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	8074	152520	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	9730	183800	SH	DEFINE
ROYAL GOLD INC	COM	780287108	7382	150000	SH	DEFINE
RPM INTL INC	COM	749685103	37603	2829400	SH	DEFINE
RPM INTL INC	COM	749685103	4124	310272	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	21980	1536000	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	46	3200	SH	DEFINE
RUSS BERRIE & CO	COM	782233100	6336	2133274	SH	DEFINE
RXI PHARMACEUTICALS CORP	COM	74978T109	126	21908	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	70724	2432040	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	304	10450	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1331	45783	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1941	51000	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	4890	205730	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	730	30701	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	11	450	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	245	10300	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	62	2600	SH	DEFINE
SAIC INC	COM	78390X101	1525	78300	SH	DEFINE
SAIC INC	COM	78390X101	61684	3166551	SH	DEFINE
SAIC INC	COM	78390X101	958	49160	SH	DEFINE
SAKS INC	COM	79377W108	21026	4800400	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	18899	590400	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	94	2950	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	132	4138	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	5181	910576	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	1	250	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	7	1200	SH	DEFINE
SANDISK CORP	COM	80004C101	520	54125	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	1078	200000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	629	19559	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	506	15733	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	30145	935284	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	227	7073	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	5286	145943	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	21119	585050	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	50607	1397200	SH	DEFINE
SAPIENT CORP	COM	803062108	8714	1962669	SH	DEFINE
SAPIENT CORP	COM	803062108	49	11000	SH	DEFINE
SARA LEE CORP	COM	803111103	1202	122771	SH	DEFINE
SARA LEE CORP	COM	803111103	8	800	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	31	1011	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	10	317	SH	DEFINE

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

SASOL LTD	SPONSORED ADR	803866300	41308	1361950	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	2	174	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	2403	265850	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	2229	246618	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	312	34564	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	1680	185830	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	24393	2698340	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	61172	3748275	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	827	50674	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	194	11900	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	2091	128100	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	595	36447	SH	DEFINE
SCANA CORP NEW	COM	80589M102	32040	900000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	903	25378	SH	DEFINE
SCANSOURCE INC	COM	806037107	2883	149788	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	38719	1055300	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	112	3040	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	590	16073	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	817	48000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	89358	5247100	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	8515	500000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	3925	230462	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1029	60400	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	32589	1913638	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	56	3260	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1764	103426	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	341	20020	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	2240	131521	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	177041	1023350	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	3313	19150	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	104	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	61728	1458258	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1693	40000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	51887	1225783	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	68	1600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	5105	120600	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	20	480	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	89	2100	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	381	9000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	487	11500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	140	3300	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	247	5843	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	825	19500	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	124	9100	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	4940	363740	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	814	50326	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	1498	74824	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	3	134	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	1732	25990	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	67	1000	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	36	8210	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	382	86169	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	920	207605	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	1016	229359	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	3876	874900	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	19039	4297659	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	36	8150	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	101	22840	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	108679	24532491	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	4961	1119949	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	20	4422	SH	DEFINE
SEALY CORP	COM	812139301	12444	4957845	SH	DEFINE

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

SELECT COMFORT CORP	COM	81616X103	33	133872	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	29809	1300000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1795	42100	SH	DEFINE
SEMPRA ENERGY	COM	816851109	382387	8969900	SH	DEFINE
SEMPRA ENERGY	COM	816851109	286	6714	SH	DEFINE
SEMTECH CORP	COM	816850101	3504	310937	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	2916	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	5366	256600	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	56238	2834569	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	1008	50800	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	254	12800	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	2470	124500	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	768	38719	SH	DEFINE
SERVICE CORP INTL	COM	817565104	356	71631	SH	DEFINE
SERVICE CORP INTL	COM	817565104	12912	2597920	SH	DEFINE
SERVICE CORP INTL	COM	817565104	96	19220	SH	DEFINE
SERVICE CORP INTL	COM	817565104	358	71990	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	97	3000	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	12514	386717	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	430	7200	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	8974	200400	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	2824	295700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	10473	2111500	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	15930	3213326	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	1169	15434	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	28044	370896	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	43090	568840	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	2411	415000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1060	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	10180	241000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	16896	400000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	2392	56629	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	1093	38100	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	230	8000	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	3419	119181	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	86674	3497740	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1063	42895	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	255	10300	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2287	92300	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	977	39414	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	255	4800	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	4145	78020	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	770	14500	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	2837	53400	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	38858	731368	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	499	9400	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	8574	200000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	114	2670	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	36586	1317925	SH	DEFINE
SIMS METAL MANAGEMENT LTD	SPONS ADR	829160100	289	23305	SH	DEFINE
SIMS METAL MANAGEMENT LTD	SPONS ADR	829160100	894	72000	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	51	2820	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	2	128	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	11645	640540	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	1166	64160	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3570	197392	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	5599	307953	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	1972	108491	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	49195	2705987	SH	DEFINE
SKYWEST INC	COM	830879102	42175	2267470	SH	DEFINE
SKYWEST INC	COM	830879102	15	800	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	106	4100	SH	DEFINE

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

SL GREEN RLTY CORP	COM	78440X101	407	15700	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	5253	202800	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	65	2500	SH	DEFINE
SLM CORP	COM	78442P106	20602	2314832	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	242	7500	SH	DEFINE
SMITH A O	COM	831865209	38149	1292300	SH	DEFINE
SMITH INTL INC	COM	832110100	69141	3020560	SH	DEFINE
SMITH INTL INC	COM	832110100	527	23003	SH	DEFINE
SMITH INTL INC	COM	832110100	802	35016	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	28683	2038600	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1269	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3021	69679	SH	DEFINE
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	10431	427655	SH	DEFINE
SOHU COM INC	COM	83408W103	2367	50000	SH	DEFINE
SOHU COM INC	COM	83408W103	3617	76400	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	777	612100	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	82	64700	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	241	152500	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	882	558300	SH	DEFINE
SONY CORP	ADR NEW	835699307	171	7810	SH	DEFINE
SONY CORP	ADR NEW	835699307	45	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	8177	375449	SH	DEFINE
SONY CORP	ADR NEW	835699307	2313	105745	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	438	10984	SH	DEFINE
SOUTHERN CO	COM	842587107	691900	18700000	SH	DEFINE
SOUTHERN CO	COM	842587107	867	23445	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	3479	216600	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	3	200	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	1614	290840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	562	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	566	65713	SH	DEFINE
SOUTHWEST GAS CORP	COM	844895102	7566	300000	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	109288	3772466	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	452	15600	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	1288	44445	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	259	7200	SH	DEFINE
SPARTON CORP	COM	847235108	778	468840	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	6953	80330	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	2371	27400	SH	DEFINE
SPDR INDEX SHS FDS	SPDR DJ EURO ETF	78463X202	965	28100	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	297	6955	SH	DEFINE
SPDR INDEX SHS FDS	DJWS INTL REAL	78463X863	357	13200	SH	DEFINE
SPDR SERIES TRUST	LEH MUN BD ETF	78464A458	285	13362	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	12814	142001	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	278493	17693350	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1332	84648	SH	DEFINE
SPHERION CORP	COM	848420105	3547	1605000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	3591	1962159	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	84	46047	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	521	284640	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	14634	7996538	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	99876	54577163	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1075	587470	SH	DEFINE
SPSS INC	COM	78462K102	6796	252263	SH	DEFINE
ST JOE CO	COM	790148100	12	500	SH	DEFINE
ST JOE CO	COM	790148100	61197	2516334	SH	DEFINE
ST JUDE MED INC	COM	790849103	1117	33900	SH	DEFINE
ST JUDE MED INC	COM	790849103	249	7548	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	623	63400	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	83995	2010900	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	6041	369700	SH	DEFINE
STANDARD PAC CORP NEW	COM	85375C101	7316	4110235	SH	DEFINE

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

STANDARD REGISTER CO	COM	853887107	241	27000	SH	DEFINE
STANLEY INC	COM	854532108	8016	221327	SH	DEFINE
STANLEY INC	COM	854532108	3541	97755	SH	DEFINE
STANLEY INC	COM	854532108	214	5900	SH	DEFINE
STANLEY INC	COM	854532108	2262	62457	SH	DEFINE
STANLEY INC	COM	854532108	5242	144897	SH	DEFINE
STANLEY WKS	COM	854616109	215	6303	SH	DEFINE
STANTEC INC	COM	85472N109	810	32693	SH	DEFINE
STAPLES INC	COM	855030102	6376	355803	SH	DEFINE
STAPLES INC	COM	855030102	90	5000	SH	OTHER
STARBUCKS CORP	COM	855244109	586	61907	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	3794	211950	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	4	203	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	23	1300	SH	SOLE
STATE STR CORP	COM	857477103	117122	2977931	SH	DEFINE
STATE STR CORP	COM	857477103	14910	379090	SH	DEFINE
STATE STR CORP	COM	857477103	7446	189327	SH	DEFINE
STATE STR CORP	COM	857477103	108	2750	SH	OTHER
STATE STR CORP	COM	857477103	59	1500	SH	DEFINE
STATE STR CORP	COM	857477103	36	910	SH	DEFINE
STATE STR CORP	COM	857477103	581	14770	SH	DEFINE
STATE STR CORP	COM	857477103	197	5000	SH	DEFINE
STATE STR CORP	COM	857477103	1	34	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	422	25302	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	39616	3543500	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	309	27623	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	503	45000	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	50218	1701156	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	3773	127800	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	6551	1488810	SH	DEFINE
STERICYCLE INC	COM	858912108	47690	915700	SH	DEFINE
STERICYCLE INC	COM	858912108	208	4000	SH	DEFINE
STERICYCLE INC	COM	858912108	432	8289	SH	DEFINE
STERIS CORP	COM	859152100	16510	691100	SH	DEFINE
STERIS CORP	COM	859152100	136	5700	SH	DEFINE
STRAYER ED INC	COM	863236105	21184	98800	SH	DEFINE
STRAYER ED INC	COM	863236105	16	75	SH	DEFINE
STRYKER CORP	COM	863667101	29747	744600	SH	DEFINE
STRYKER CORP	COM	863667101	7650	191483	SH	DEFINE
STRYKER CORP	COM	863667101	219	5477	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	26	1100	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	70	3017	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	76745	3283035	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	62	16300	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	367	18822	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	55362	2842814	SH	DEFINE
SUNOCO INC	COM	86764P109	671	15446	SH	DEFINE
SUNOCO INC	COM	86764P109	212	4905	SH	DEFINE
SUNOCO INC	COM	86764P109	3	80	SH	DEFINE
SUNOPTA INC	COM	8676EP108	6575	4187936	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	61952	1674370	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	74	2000	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	7020	189719	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	710	19200	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	847	22887	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	1461	48000	SH	DEFINE
SUNPOWER CORP	BCV 1.250% 2/18	867652AA7	8705	11704000	PRN	DEFINE
SUNTRUST BKS INC	COM	867914103	945	32000	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	561	18976	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	39	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	6874	431540	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	24	1500	SH	DEFINE

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

SUPERIOR ENERGY SVCS INC	COM	868157108	1639	103037	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	3600	456300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	7859	420550	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	5865	315164	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	1309	486492	SH	DEFINE
SYMANTEC CORP	COM	871503108	704	52067	SH	DEFINE
SYMS CORP	COM	871551107	12698	1430000	SH	DEFINE
SYNCORA HOLDINGS LTD	SHS	G8649T109	459	2699100	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	6587	168291	SH	DEFINE
SYSCO CORP	COM	871829107	6234	271734	SH	DEFINE
SYSCO CORP	COM	871829107	11	500	SH	OTHER
T-3 ENERGY SRVCS INC	COM	87306E107	1427	151200	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1858	235140	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	14194	1796652	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	82	10341	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	23417	2964131	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	12739	1612574	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	17494	2210793	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	116	14713	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	35209	4456816	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	74832	9472466	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	21	2100	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	62928	6342045	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	729	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	245	6500	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	1065	28300	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	13389	355900	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	117	3100	SH	DEFINE
TARGET CORP	COM	87612E106	38628	1118685	SH	DEFINE
TARGET CORP	COM	87612E106	9682	280388	SH	DEFINE
TARGET CORP	COM	87612E106	104	3000	SH	OTHER
TARGET CORP	COM	87612E106	7	210	SH	DEFINE
TARGET CORP	COM	87612E106	972	28160	SH	DEFINE
TARGET CORP	COM	87612E106	27453	795046	SH	DEFINE
TARGET CORP	COM	87612E106	2418	70033	SH	DEFINE
TARGET CORP	COM	87612E106	132936	3849862	SH	DEFINE
TARGET CORP	COM	87612E106	26115	756292	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	84	3300	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	351	13800	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	4317	169542	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	53	2100	SH	DEFINE
TD AMERITRADE HLDG CORP	COM	87236Y108	10	700	SH	DEFINE
TD AMERITRADE HLDG CORP	COM	87236Y108	499	35000	SH	DEFINE
TECK COMINCO LTD	CL B	878742204	13	2656	SH	DEFINE
TECK COMINCO LTD	CL B	878742204	10456	2113420	SH	DEFINE
TECO ENERGY INC	COM	872375100	160137	12966522	SH	DEFINE
TECO ENERGY INC	COM	872375100	1603	129814	SH	DEFINE
TECO ENERGY INC	COM	872375100	3404	275617	SH	DEFINE
TECO ENERGY INC	COM	872375100	28419	2301100	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	3083	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	11496	1200000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	40799	2076300	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	10	501	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	1883	42274	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	312	7000	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	3809	85500	SH	DEFINE
TELEFLEX INC	COM	879369106	63439	1266241	SH	DEFINE
TELEFLEX INC	COM	879369106	25050	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	130	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	65	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	4192	62205	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	122932	1824188	SH	DEFINE

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

TELEFONICA S A	SPONSORED ADR	879382208	3645	54082	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	40228	596368	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	14635	217162	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	286458	4250752	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1413	67500	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	10251	489530	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	80192	3829625	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	10048	479830	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	74651	3564989	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	474	56800	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	109	13000	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	1242	148800	SH	DEFINE
TELLABS INC	COM	879664100	1	160	SH	DEFINE
TELLABS INC	COM	879664100	1484	360080	SH	DEFINE
TELLABS INC	COM	879664100	865	209970	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	700	61600	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	1272	111992	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	5451	479830	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	38556	3394001	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	833	29300	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	3	115	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	76753	2673652	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	33	6890	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	52045	10842689	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	5	300	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	233	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	103	11266	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	169	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	147	16138	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	258	33401	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	87	11143	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	27449	3871460	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	30530	1455186	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	249	216430	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	37	31900	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	58450	50826319	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	3982	3462570	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	116	100650	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1171	1018140	SH	DEFINE
TENNECO INC	COM	880349105	1360	460900	SH	DEFINE
TEREX CORP NEW	COM	880779103	454	26200	SH	DEFINE
TEREX CORP NEW	COM	880779103	1885	108850	SH	DEFINE
TEREX CORP NEW	COM	880779103	1380	79660	SH	DEFINE
TEREX CORP NEW	COM	880779103	7	400	SH	OTHER
TEREX CORP NEW	COM	880779103	407	23500	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	5792	675800	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	778	90600	SH	DEFINE
TERRA INDS INC	COM	880915103	1	83	SH	DEFINE
TERRA INDS INC	COM	880915103	303	18200	SH	DEFINE
TESCO CORP	COM	88157K101	2210	309565	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	60899	1430570	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	38599	906725	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	21	500	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1588	37300	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	33	770	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	158	3700	SH	DEFINE
TEXAS INDS INC	COM	882491103	23426	679000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	7003	451230	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	7993	515000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	12464	803077	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	15	940	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	230	14810	SH	DEFINE



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

TEXAS INSTRS INC	COM	882508104	78	5000	SH	DEFINE
TEXTRON INC	COM	883203101	14564	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	25	1800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6129	179900	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	878	25777	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	563	100200	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	162	28800	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	1497	266300	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	12010	500000	SH	DEFINE
THOMPSON CREEK METALS CO INC	COM	884768102	7769	1929200	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	47	1600	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	97993	3379461	SH	DEFINE
THOMSON REUTERS PLC	SPONSORED ADR	885141101	256	1885	SH	DEFINE
THOR INDS INC	COM	885160101	29514	2239300	SH	DEFINE
THOR INDS INC	COM	885160101	40	3000	SH	DEFINE
TICKETMASTER ENTMT INC	COM	88633P302	385	60020	SH	DEFINE
TIDEWATER INC	COM	886423102	15887	394500	SH	DEFINE
TIDEWATER INC	COM	886423102	8	200	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	997	42211	SH	DEFINE
TIM HORTONS INC	COM	88706M103	37	1285	SH	DEFINE
TIM HORTONS INC	COM	88706M103	17327	604385	SH	DEFINE
TIMBERLAND CO	CL A	887100105	8757	758200	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	604	28140	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	5	250	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	64990	3029851	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	6557	305710	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	2133	99440	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	13720	639619	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	1297	60480	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	4767	222250	SH	DEFINE
TIME WARNER INC	COM	887317105	213	21180	SH	DEFINE
TIME WARNER INC	COM	887317105	5533	550000	SH	DEFINE
TIME WARNER INC	COM	887317105	2595	257977	SH	DEFINE
TIME WARNER INC	COM	887317105	309269	30742495	SH	DEFINE
TIME WARNER INC	COM	887317105	11471	1140250	SH	DEFINE
TIME WARNER INC	COM	887317105	2067	205439	SH	DEFINE
TIME WARNER INC	COM	887317105	16410	1631016	SH	DEFINE
TIME WARNER INC	COM	887317105	65821	6542833	SH	DEFINE
TIME WARNER INC	COM	887317105	3426	340546	SH	DEFINE
TIME WARNER INC	COM	887317105	392	38940	SH	DEFINE
TIME WARNER INC	COM	887317105	442796	44015512	SH	DEFINE
TIME WARNER INC	COM	887317105	24596	2444974	SH	DEFINE
TIME WARNER INC	COM	887317105	104	10350	SH	DEFINE
TIMKEN CO	COM	887389104	33117	1687055	SH	DEFINE
TITAN MACHY INC	COM	88830R101	143	10200	SH	DEFINE
TITAN MACHY INC	COM	88830R101	444	31600	SH	DEFINE
TJX COS INC NEW	COM	872540109	709	34468	SH	DEFINE
TORCHMARK CORP	COM	891027104	1593	35630	SH	DEFINE
TORCHMARK CORP	COM	891027104	438	9800	SH	DEFINE
TORCHMARK CORP	COM	891027104	15809	353660	SH	DEFINE
TORCHMARK CORP	COM	891027104	3194	71461	SH	DEFINE
TORCHMARK CORP	COM	891027104	837	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	55129	1233307	SH	DEFINE
TORCHMARK CORP	COM	891027104	161	3600	SH	DEFINE
TORCHMARK CORP	COM	891027104	430	9610	SH	DEFINE
TORCHMARK CORP	COM	891027104	278023	6219764	SH	DEFINE
TORCHMARK CORP	COM	891027104	5562	124420	SH	DEFINE
TORCHMARK CORP	COM	891027104	156	3490	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	32	900	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	1572	43811	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	109435	3088463	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	4153	75100	SH	DEFINE

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

TOTAL S A	SPONSORED ADR	89151E109	4763	86131	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	24146	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	4984	90135	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	27978	505939	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2977	53830	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1963	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	151	2313	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1073	16400	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	17392	266753	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	38803	592950	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	23953	662775	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	914	25280	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	181	5000	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2389	66100	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	5	126	SH	DEFINE
TRANSALTA CORP	COM	89346D107	280	14069	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	437	10910	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	4468	164535	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	48112	1763907	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	7705	163059	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	719	15222	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	7899	167168	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	709	15000	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	262054	5546121	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	298	6300	SH	DEFINE
TRANSOCEAN INC NEW	SHS	H8817H100	13	278	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	25990	575000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2959	65467	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	104048	2301943	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	6393	234700	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	11	400	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	104505	4835962	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	10149	469658	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	11	500	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	994	46000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1276	59039	SH	DEFINE
TRINITY INDS INC	COM	896522109	64663	4103000	SH	DEFINE
TRINITY INDS INC	COM	896522109	837	53122	SH	DEFINE
TRUMP ENTMT RESORTS INC	COM	89816T103	599	3512532	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	60638	6376216	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	58	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	2171	118500	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	5921	3632399	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1661	113900	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1129	77410	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	11502	788920	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1574	107971	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	181	12440	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	43675	2995509	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	9945	689347	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1342	92030	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	169270	11609727	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	54030	3705754	SH	DEFINE
TW TELECOM INC	COM	87311L104	64481	7612860	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	626	38642	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	6282	387513	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	206	12711	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	156723	9668272	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	8663	534393	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	2244	138436	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	6875	424100	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	29067	1793140	SH	DEFINE

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

TYCO ELECTRONICS LTD	COM NEW	G9144P105	500	30831	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	170	10490	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	205733	12691704	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	6112	377049	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	35	2166	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	849	39292	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	8370	387513	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	263	12184	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	143475	6642378	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	6747	312383	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	2479	114789	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	5801	268575	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	28167	1304033	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	672	31121	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	216	10010	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	218845	10131713	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	9588	443899	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	47	2166	SH	DEFINE
U S G CORP	COM NEW	903293405	2351	292352	SH	DEFINE
UBS AG	SHS NEW	H89231338	183	13137	SH	DEFINE
UBS AG	SHS NEW	H89231338	6	400	SH	DEFINE
UBS AG	SHS NEW	H89231338	2665	188792	SH	DEFINE
UBS AG	SHS NEW	H89231338	2305	165359	SH	DEFINE
UBS AG	SHS NEW	H89231338	18198	1309536	SH	DEFINE
UBS AG	SHS NEW	H89231338	47948	3448002	SH	DEFINE
UBS AG	SHS NEW	H89231338	2	111	SH	DEFINE
UBS AG	SHS NEW	H89231338	152413	10967524	SH	DEFINE
UBS AG	SHS NEW	H89231338	109398	7814712	SH	DEFINE
UBS AG	SHS NEW	H89231338	43	3087	SH	DEFINE
UDR INC	COM	902653104	125	9100	SH	DEFINE
UDR INC	COM	902653104	55	4000	SH	DEFINE
UDR INC	COM	902653104	283	20500	SH	DEFINE
UDR INC	COM	902653104	1069	77500	SH	DEFINE
UDR INC	COM	902653104	14919	1081900	SH	DEFINE
UDR INC	COM	902653104	175	12700	SH	DEFINE
UIL HLDG CORP	COM	902748102	1691	56309	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	6107	1914310	SH	DEFINE
UMB FINL CORP	COM	902788108	250	5094	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	ADR	90458E107	28	428	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	ADR	90458E107	248432	3844504	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	ADR	90458E107	832	12870	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	18739	763300	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1169	47599	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1085	43964	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	37066	1509172	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	474	19310	SH	DEFINE
UNION PAC CORP	COM	907818108	28680	600000	SH	DEFINE
UNION PAC CORP	COM	907818108	12361	258604	SH	DEFINE
UNIT CORP	COM	909218109	21189	792998	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	2782	217168	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1835	102950	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	232	13000	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	2459	138000	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	18085	327870	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	7478	135572	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	10757	195020	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1715	31100	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	36952	669909	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2890	52400	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	833	15100	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	703657	12756649	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	24435	442981	SH	DEFINE

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

UNITED PARCEL SERVICE INC	CL B	911312106	125	2260	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	5803	156000	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	227	6100	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	434	11680	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	19	500	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	176597	3294724	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	26550	495330	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	45560	850000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	48925	912786	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1528	28500	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	249765	4659801	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	3061	57100	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	218	4061	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	2446	39100	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	2844	106920	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	21375	715600	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	53462	1986700	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	2517	173686	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	5934	345600	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	9348	544486	SH	DEFINE
UNUM GROUP	COM	91529Y106	878	47200	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	411	27427	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	37831	1512624	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	6745	269711	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	141127	5642806	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	954	39075	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1227	49074	SH	DEFINE
USA TRUCK INC	COM	902925106	2196	159215	SH	DEFINE
UST INC	COM	902911106	26	376	SH	DEFINE
UST INC	COM	902911106	1008067	14529642	SH	DEFINE
V F CORP	COM	918204108	27385	500000	SH	DEFINE
V F CORP	COM	918204108	6500	118685	SH	DEFINE
V F CORP	COM	918204108	66	1200	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	33117	1245000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	23	1000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	118107	5157490	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	8957	413900	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	537	24814	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	427	13200	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	552	23276	SH	DEFINE
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	3168	115324	SH	DEFINE
VANGUARD WORLD FD	MEGA GRWTH IND	921910816	500	15839	SH	DEFINE
VARIAN INC	COM	922206107	4852	144925	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	71753	2047753	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	8380	239141	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	88	2500	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	666	19004	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	10166	561025	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	14326	1386860	SH	DEFINE
VCA ANTECH INC	COM	918194101	37184	1870400	SH	DEFINE
VCA ANTECH INC	COM	918194101	291	14642	SH	DEFINE
VECTREN CORP	COM	92240G101	15006	600000	SH	DEFINE
VECTREN CORP	COM	92240G101	210	8381	SH	DEFINE
VENTAS INC	COM	92276F100	106284	3166045	SH	DEFINE
VENTAS INC	COM	92276F100	285	8500	SH	DEFINE
VENTAS INC	COM	92276F100	1084	32300	SH	DEFINE
VENTAS INC	COM	92276F100	15700	467677	SH	DEFINE
VENTAS INC	COM	92276F100	201	6000	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	2896	591000	SH	DEFINE
VERIGY LTD	SHS	Y93691106	471	48974	SH	DEFINE
VERIGY LTD	SHS	Y93691106	12	1277	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	135795	4005763	SH	DEFINE

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

VERIZON COMMUNICATIONS INC	COM	92343V104	49446	1458574	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	115	3400	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	576	17000	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	16	460	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1103	33046	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	95	2800	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1363	40206	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	8418	277100	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	94	3100	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	202	10062	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	431	22606	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	200728	10531360	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	8251	432910	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1358	71262	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	14460	758669	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	66764	3502829	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1404	73639	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	387	20330	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	327894	17203252	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	10768	564944	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	78	4070	SH	DEFINE
VIASAT INC	COM	92552V100	21000	872100	SH	DEFINE
VIASAT INC	COM	92552V100	1509	62660	SH	DEFINE
VIASAT INC	COM	92552V100	414	17200	SH	DEFINE
VIASAT INC	COM	92552V100	3997	166000	SH	DEFINE
VIASAT INC	COM	92552V100	5662	235038	SH	DEFINE
VIEWPOINT FINL GROUP	COM	926727108	3445	214669	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	12281	214000	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	163292	32723890	SH	DEFINE
VISA INC	COM CL A	92826C839	82739	1577480	SH	DEFINE
VISA INC	COM CL A	92826C839	6489	123710	SH	DEFINE
VISA INC	COM CL A	92826C839	2014	38400	SH	DEFINE
VISA INC	COM CL A	92826C839	31	600	SH	DEFINE
VISA INC	COM CL A	92826C839	184	3500	SH	DEFINE
VISA INC	COM CL A	92826C839	370	7056	SH	DEFINE
VISA INC	COM CL A	92826C839	325	6200	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	23349	1142326	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	400	19567	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	22323	1101257	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	66246	3240987	SH	DEFINE
VOLCOM INC	COM	92864N101	363	33300	SH	DEFINE
VOLCOM INC	COM	92864N101	87	8000	SH	DEFINE
VOLCOM INC	COM	92864N101	1005	92200	SH	DEFINE
VORNADO RLTY L P	DBCV 3.625%11/1	929043AE7	68585	86000000	PRN	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	278	4600	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	99	1646	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	772	12800	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	2951	48900	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	37188	616213	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	471	7800	SH	DEFINE
VORNADO RLTY TR	DBCV 2.850% 4/0	929042AC3	124369	167500000	PRN	DEFINE
VULCAN MATLS CO	COM	929160109	234	3368	SH	DEFINE
WABASH NATL CORP	COM	929566107	17794	3954200	SH	DEFINE
WABTEC CORP	COM	929740108	509	12800	SH	DEFINE
WABTEC CORP	COM	929740108	91	2300	SH	DEFINE
WABTEC CORP	COM	929740108	791	19900	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	249	45033	SH	DEFINE
WACHOVIA CORP NEW	CONV7.5%PFD CL A	929903219	278325	371100	SH	DEFINE
WADDELL & REED FINL INC	CL A	930059100	5171	334500	SH	DEFINE
WAL MART STORES INC	COM	931142103	179676	3205060	SH	DEFINE
WAL MART STORES INC	COM	931142103	16341	291500	SH	DEFINE
WAL MART STORES INC	COM	931142103	24402	435280	SH	DEFINE

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

WAL MART STORES INC	COM	931142103	40	720	SH	DEFINE
WAL MART STORES INC	COM	931142103	3529	62955	SH	DEFINE
WAL MART STORES INC	COM	931142103	235	4200	SH	DEFINE
WAL MART STORES INC	COM	931142103	63	1130	SH	DEFINE
WALGREEN CO	COM	931422109	13871	562254	SH	DEFINE
WALGREEN CO	COM	931422109	7328	297025	SH	DEFINE
WALGREEN CO	COM	931422109	37	1490	SH	DEFINE
WALGREEN CO	COM	931422109	454	18420	SH	DEFINE
WALGREEN CO	COM	931422109	215	8700	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	21787	1109900	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	404	1034	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	16543	499200	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	752	22695	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	902	27215	SH	DEFINE
WATERS CORP	COM	941848103	110124	3004737	SH	DEFINE
WATERS CORP	COM	941848103	18325	500000	SH	DEFINE
WATERS CORP	COM	941848103	580	15835	SH	DEFINE
WATERS CORP	COM	941848103	440	12000	SH	DEFINE
WATERS CORP	COM	941848103	24	650	SH	DEFINE
WATERS CORP	COM	941848103	291	7935	SH	DEFINE
WATERS CORP	COM	941848103	139	3800	SH	DEFINE
WATERS CORP	COM	941848103	1124	30672	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	45684	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	203	7640	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	63340	2383890	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	23487	883960	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	902	33930	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	32944	1239893	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	124580	4688740	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2975	111966	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	892	33570	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	5009	188519	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	44637	1679993	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	166	6260	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	27043	1083000	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	10	410	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	40	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	4923	455000	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	70	6450	SH	DEFINE
WELLPOINT INC	COM	94973V107	15114	358739	SH	DEFINE
WELLPOINT INC	COM	94973V107	398	9450	SH	DEFINE
WELLPOINT INC	COM	94973V107	34	800	SH	DEFINE
WELLPOINT INC	COM	94973V107	578	13710	SH	DEFINE
WELLPOINT INC	COM	94973V107	206	4900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	678921	23029900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	29701	1007504	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	112	3800	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	6003	203620	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	26	890	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	100	3400	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	12806	434970	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	472	16000	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	144	4900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1820	61728	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	943	32000	SH	DEFINE
WENDYS ARBYS GROUP INC	COM	950587105	60	12112	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	8670	500000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	8670	500000	SH	DEFINE
WESCO INTL INC	NOTE	1.750%11/195082PAG0	2781	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	10368	2445300	SH	DEFINE
WEST MARINE INC	COM	954235107	34	8000	SH	DEFINE

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

WEST MARINE INC	COM	954235107	9368	2209546	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	136715	3619673	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	4512	220000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	22723	1107900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	9	800	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	349	30500	SH	DEFINE
WESTERN UN CO	COM	959802109	1105	77027	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	5308	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	74134	4550900	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	15140	494620	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	719	23486	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	442447	14454343	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	16	520	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	229	7470	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	80	2600	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	560	18282	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	179	670	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	553794	2073281	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	4733	722550	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	2940	311450	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	16003	1105190	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	3142	217002	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	441	36900	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	834	33525	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	122	4904	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	517	23261	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	40	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	5930	644585	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	12102	2007000	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	893	109890	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	41468	987800	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	693	16498	SH	DEFINE
WMS INDS INC	COM	929297109	3785	140700	SH	DEFINE
WMS INDS INC	COM	929297109	215	8000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	59434	2824815	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	834	39636	SH	DEFINE
WPP PLC	ADR	92933H101	4	138	SH	DEFINE
WPP PLC	ADR	92933H101	1127	38100	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	495	166160	SH	DEFINE
WYETH	COM	983024100	2168	57800	SH	DEFINE
WYETH	COM	983024100	22506	600000	SH	DEFINE
WYETH	COM	983024100	16132	430064	SH	DEFINE
WYETH	COM	983024100	278	7419	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	15972	861000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	483308	26054341	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	317	17066	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	249	101900	SH	DEFINE
XTO ENERGY INC	COM	98385X106	33909	961408	SH	DEFINE
XTO ENERGY INC	COM	98385X106	490	13882	SH	DEFINE
XTO ENERGY INC	COM	98385X106	235	6664	SH	DEFINE
XYRATEX LTD	COM	G98268108	1173	397600	SH	DEFINE
YAHOO INC	COM	984332106	487	39900	SH	DEFINE
YAHOO INC	COM	984332106	19520	1600000	SH	DEFINE
YAHOO INC	COM	984332106	1700	139380	SH	DEFINE
YAHOO INC	COM	984332106	65105	5336458	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	34318	4428720	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	1333	171700	SH	DEFINE
YRC WORLDWIDE INC	COM	984249102	2009	700000	SH	DEFINE
YUM BRANDS INC	COM	988498101	1289	40907	SH	DEFINE
ZALE CORP NEW	COM	988858106	15553	4670500	SH	DEFINE
ZENITH NATL INS CORP	COM	989390109	20354	644727	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	4868	120440	SH	DEFINE

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

ZIMMER HLDGS INC	COM	98956P102	2587	64000 SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	9200	227608 SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	11	280 SH	DEFINE
ZUMIEZ INC	COM	989817101	367	49240 SH	DEFINE
ZUMIEZ INC	COM	989817101	82	11000 SH	DEFINE
ZUMIEZ INC	COM	989817101	1080	145000 SH	DEFINE
			-----		
	GRAND TOTAL		87536640		