FRANKLIN RESOURCES INC

Form 5

November 06, 2008

FORM	15								OMB A	APPROVA	١L
·		STATES					NGE (COMMISSION	OMB Number:	3235-	0362
Check the no longe	nis box if or subject	Washington, D.C. 20549						Expires:	Januar	-	
to Section Form 4 of 5 obligate may con See Instr	on 16. or Form ANI cions tinue.	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					EFICIAL	Estimated average burden hours per response 1.0			
1(b).	Filed pu Holdings Section 17	(a) of the l	Public U		ing Com	pany	Act o		1		
1. Name and BOLT JEN	Address of Reporting	2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC				5. Relationship of Reporting Person(s) to Issuer					
			[BEN]					(Check all applicable)			
(Last)	(First)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2008				Director 10% OwnerX_ Officer (give title Other (specify below) EVP-Operations and Technology					
	IKLIN RESOUR IE FRANKLIN Y	CES,						EVP-Operat	nons and Tec	imology	
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)			
CANINGAT		2 1006									
SAN MAT	EO, CA 9440	J3-1906						_X_ Form Filed by O Form Filed by M Person			
(City)	(State)	(Zip)	Tal	ble I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed of	, or Beneficia	ally Owned	i
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)))	Owned at end of Issuer's Fiscal	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	l
					Amount	or (D)	Price		(Instr. 4)		
Common Stock, par value \$.10	02/07/2006	Â		G <u>(1)</u>	27	D	\$ 0 (2)	500,158.4994	D	Â	
Common Stock, par value \$.10	08/17/2006	Â		G <u>(1)</u>	511	D	\$ 0 (2)	499,647.4994	D	Â	

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Common Stock, par value \$.10	05/02/2007	Â	G(3)	38	D	\$ 0 (2)	499,609.4994	D	Â
Common Stock, par value \$.10	10/15/2007	Â	G	546	D	\$ 0 (2)	499,063.4994	D	Â
Common Stock, par value \$.10	11/21/2007	Â	G	207	A	\$ 0 (2)	499,270.4994	D	Â
Common Stock, par value \$.10	02/29/2008	Â	G	21	D	\$ 0 (2)	499,249.4994	D	Â
Common Stock, par value \$.10	07/10/2008	Â	G	266	A	\$ 0 (2)	499,515.4994	D	Â
Common Stock, par value \$.10	11/21/2007	Â	G	1,035	A	\$ 0 (2)	43,528 (4)	I	As a Trustee for Minor Child
Common Stock, par value \$.10	07/10/2008	Â	G	1,330	A	\$ 0 (2)	44,858 (4)	I	As a Trustee for Minor Child
Common Stock, par value \$.10	11/21/2007	Â	G	207	A	\$ 0 (2)	1,383 (5)	I	By Spouse
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	876.557 <u>(6)</u>	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	870,000	I	By Limited Partnership
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	5,000	I	By Trust (7)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BOLT JENNIFER J								
C/O FRANKLIN RESOURCES, INC.	â	Â	EVP-Operations	Â				
ONE FRANKLIN PARKWAY	A	A	and Technology	A				
SAN MATEO, CA 94403-1906								

Signatures

/s/ Jennifer J.
Bolt

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Gift of shares was inadvertently not reported on a Form 5 or other report with respect to the Issuer's fiscal year ended September 30, 2006.
- (2) Not applicable.
- (3) Gift of shares was inadvertently omitted from Form 5 with respect to the Issuer's fiscal year ended September 30, 2007, filed on November 14, 2007, as amended on December 26, 2007.
- (4) Shares held by the Reporting Person as trustee for the Reporting Person's minor children. The Reporting Person disclaims beneficial ownership of such shares.
- (5) Shares held by a member of the Reporting Person's immediate family. The Reporting Person disclaims beneficial ownership of such shares.

Reporting Owners 3

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- (6) Reporting Person holds shares in the Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2008.
- (7) Business trust for the benefit of the Reporting Person and the Reporting Person's children.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.