FRANKLIN RESOURCES INC

Form 5

November 14, 2007

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BOLT JENNIFER J** Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner Other (specify _ Officer (give title (Month/Day/Year) below) below) 09/30/2007 **EVP-Operations and Technology** C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN **PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SAN MATEO, CAÂ 944031906 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. 7. Nature of Transaction Ownership Security (Month/Day/Year) Execution Date, if Acquired (A) or Securities Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end of Direct (D) Ownership Issuer's Fiscal or Indirect (Instr. 4) (A) Year (I) or (Instr. 3 and 4) (Instr. 4) Amount (D) Price Common Stock, par 11/29/2006 Â G 208 A \$ (1) 490,319.4994 D Â value \$.10 As a Common Trustee Stock, par 11/29/2006 Â G 1.040 \$ (1) 42,493 I Α for Minor value \$.10 Child (2)

Edgar Filing: FRANKLIN RESOURCES INC - Form 5

Common Stock, par value \$.10	11/29/2006	Â	G	208	A	\$ <u>(1)</u>	1,176	I	By Spouse (3)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	870.166 (4)	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	142,780	I	By Trust
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.		Persons w contained the form di	SEC 2270 (9-02)						

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships							
topolong o who i water, i addition	Director	10% Owner	Officer	Other				
BOLT JENNIFER J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906	Â	Â	EVP-Operations and Technology	Â				
Signatures								
By: Craig S. Tyle, Attorney-In-Fact	11/14/2007							
**Signature of Reporting Person	Date							

Reporting Owners 2

Edgar Filing: FRANKLIN RESOURCES INC - Form 5

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) Not Applicable
- (2) Shares are held by Ms. Bolt as Trustee for Ms. Bolt's minor children. Ms. Bolt disclaims any beneficial ownership of such shares.
- (3) Shares are held by a member of Ms. Bolt's immediate family. Ms. Bolt disclaims any beneficial ownership of such shares.
- (4) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2007.

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.