### FRANKLIN RESOURCES INC

Form 4

November 06, 2013

FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION								OMB APPROVAL			
ı Onk	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549							COMMISSION	OMB Number:	3235-028	
Check the if no lone subject to Section Form 4 of Form 5 obligation may con See Institute (b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section									January 3 <sup>-</sup> 200 verage s per 0.	
(Print or Type	Responses)										
1. Name and Address of Reporting Person * Advani Vijay Chandur			Symbol		d Ticker or			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  C/O FRAN INC., ONE PARKWA	Middle)		of Earliest T Day/Year) 2013	Fransaction			Director 10% Owner _X Officer (give title Other (specify below)  EVP - Global Advisory Services				
				endment, Donth/Day/Yea	oate Origina ar)	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tob	do I. Non	Dorivotivo	Soon	ities Aca	Person uired, Disposed of,	or Ronoficial	ly Owned	
1.Title of Security (Instr. 3)		. Transaction Date 2A. Deeme			4. Securition(A) or Dis (Instr. 3, 4	es Ac posed	quired l of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$.10	11/04/2013			A	58,562	A	\$ 53.79	150,291.6939 (1)	D		
Common Stock, par value \$.10	11/04/2013			A	22,962 (2)	A	\$ 0 (3)	173,253.6939 (1)	D		
Common Stock, par value \$.10								1,054.825	I	By 401(k)	
								199,422	I		

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Common By Trust Stock, par value \$.10

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	of	r Expiration I (Month/Day ive es ed			e and nt of lying ties 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Advani Vijay Chandur C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

EVP - Global Advisory Services

# **Signatures**

/s/ Maria Gray, 11/06/2013 Attorney-in-Fact

\*\*Signature of Reporting Person

## **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).
- Of the amount of securities beneficially owned, 121,103 shares represent unvested restricted stock awards (excluding the unvested restricted stock units scheduled to vest on November 29, 2013 as reported in Footnote 2).

**(2)** 

Reporting Owners 2

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On November 2, 2010, November 3, 2011 and November 5, 2012, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 4, 2013, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2013 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on November 29, 2013.

- (3) Not applicable.
- (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 15, 2013.
- (5) Revocable family trust for which Reporting Person and spouse are co-trustees with shared voting and investment power.

Note: File three copies of this Form, one of which must be manually signed. If space 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.