FRANKLIN RESOURCES INC

Form 4

October 03, 2006

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * LEWIS KENNETH A

2. Issuer Name and Ticker or Trading

Symbol

FRANKLIN RESOURCES INC [BEN]

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

09/29/2006

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) VP - Enterprise Risk Mgmt

C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN **PARKWAY**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN MATEO, CA 944031906

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities Acquired

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Indirect Ownership Form: Direct Beneficial (D) or Indirect (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common 9,669.0579 F 661 (1) D Stock, par 09/29/2006 (2) 105.75

value \$.10 Common

Security

(Instr. 3)

Stock, par value \$.10

518.541 (3) Ι By 401(k)

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

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SEC 1474 (9-02)

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Tit	le of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	1
Deriv	ative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	į
Secur	ity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr	. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Secur	ities	(Instr. 5)	Ī
		Derivative				Securities			(Instr.	. 3 and 4)		•
		Security				Acquired						ļ
						(A) or]
						Disposed						1
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration	Title	Number		
							Exercisable	Date		of		
					Code V	(A) (D)				Shares		
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
VIS KENNETH A			V/D					

LEWIS KENNETH A C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906

VP -Enterprise Risk Mgmt

Relationships

Signatures

/s/ LEWIS, KENNETH A. 10/03/2006

**Signature of Reporting Date
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).
- (1) Shares were sold to Franklin Resources, Inc. in connection with the vesting of a prior award under the 2002 Universal Stock Incentive Plan in order to make a tax payment.
- (2) Of the amount of securities beneficially owned, 2,455 shares represent unvested awards of restricted stock shares.
- (3) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.

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.

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