

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

FRANKLIN RESOURCES INC

Form 13F-HR

May 07, 2007

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2007

Check here if Amendment [] ; Amendment Number:
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 94403-1906

Form 13F File Number: 28-734

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: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California May 3, 2007

Report Type (Check only one.):

[X] 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).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 16

Form 13F Information Table Entry Total: 4,284

Form 13F Information Table Value Total: \$ 170,404,071
(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
A	28-3578	FRANKLIN ADVISERS, INC.
C	28-11763	TEMPLETON ASSET MANAGEMENT LTD.
D	28-11753	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-11761	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-11855	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-11755	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
N	28-1231	FRANKLIN TEMPLETON INSTITUTIONAL, LLC
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-11744	TEMPLETON CAPITAL ADVISORS LTD.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

FORM 13F INFORMATION TABLE
FOR PERIOD ENDED 03/31/2007
REPORTING MANAGER: FRANKLIN RES

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL MENT DISCRETION
3COM CORP	COM	885535104	102	26000 SH	DEFINE
3M CO	COM	88579Y101	10433	136500 SH	DEFINE
3M CO	COM	88579Y101	2260	29569 SH	DEFINE
3M CO	COM	88579Y101	61144	800000 SH	DEFINE
3M CO	COM	88579Y101	31312	409678 SH	DEFINE
3M CO	COM	88579Y101	27612	361272 SH	DEFINE
3M CO	COM	88579Y101	693115	9068629 SH	DEFINE
3M CO	COM	88579Y101	298	3900 SH	DEFINE
3M CO	COM	88579Y101	48	630 SH	DEFINE

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

3SBIO INC	SPONSORED ADR	88575Y105	1212	110000	SH	DEFINE
A.O. SMITH CORP	COM	831865209	47389	1239900	SH	DEFINE
A.O. SMITH CORP	COM	831865209	4	116	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	84556	1515349	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	34483	617981	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	13365	239510	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	3439	61627	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	22320	400000	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	26000	465942	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	45530	815954	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	8467	151740	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2386	42753	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2361	42313	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	20353	364746	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	126	2250	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	13	240	SH	DEFINE
ABERCROMBIE & FITCH CO	COM	002896207	1233	16298	SH	DEFINE
ABERCROMBIE & FITCH CO	COM	002896207	204	2695	SH	DEFINE
ABERCROMBIE & FITCH CO	COM	002896207	65626	867155	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	26905	8355470	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	31509	9785267	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	5017	1558100	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	198	61500	SH	DEFINE
ABM INDUSTRIES INC	COM	000957100	95828	3631226	SH	DEFINE
ABN AMRO HOLDING NV	SPONSORED ADR	000937102	403	9375	SH	DEFINE
ABX AIR INC	COM	00080S101	12501	1825000	SH	DEFINE
ACADIA PHARMACEUTICALS INC	COM	004225108	1969	131100	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	760246	19726157	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	5131	133124	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	7568	196360	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	20	520	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	913	23700	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	96171	2495354	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	8377	217350	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	1189	30840	SH	DEFINE
ACCURAY INC	COM	004397105	340	15300	SH	DEFINE
ACE LTD	COM	G0070K103	738742	12946766	SH	DEFINE
ACE LTD	COM	G0070K103	354515	6213015	SH	DEFINE
ACE LTD	COM	G0070K103	2773	48594	SH	DEFINE
ACE LTD	COM	G0070K103	2014	35300	SH	DEFINE
ACE LTD	COM	G0070K103	791	13859	SH	DEFINE
ACE LTD	COM	G0070K103	1913	33532	SH	DEFINE
ACE LTD	COM	G0070K103	8627	151192	SH	DEFINE
ACE LTD	COM	G0070K103	77967	1366408	SH	DEFINE
ACE LTD	COM	G0070K103	104	1830	SH	DEFINE
ACE LTD	COM	G0070K103	4233	74180	SH	DEFINE
ACE LTD	COM	G0070K103	148	2590	SH	DEFINE
ACTEL CORP	COM	004934105	19237	1164440	SH	DEFINE
ACTIVISION INC	COM	004930202	1784	94185	SH	DEFINE
ACTIVISION INC	COM	004930202	121	6400	SH	DEFINE
ACTIVISION INC	COM	004930202	139950	7389109	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	915	27200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	13077	388847	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	85367	2538410	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	101	3000	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	16	490	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COM	000886309	6959	415730	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	166	3980	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	317	7600	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	25640	614871	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	95467	2289371	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	100	2400	SH	DEFINE

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

ADOLOR CORP	COM	00724X102	875	100000	SH	DEFINE
ADOLOR CORP	COM	00724X102	41141	4701870	SH	DEFINE
ADVANCE AUTO PARTS	COM	00751Y106	64100	1662780	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COM	00765H107	2252	793000	SH	DEFINE
ADVANCED MAGNETICS INC	COM	00753P103	6402	106230	SH	DEFINE
ADVANCED MAGNETICS INC	COM	00753P103	4894	81200	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	3307	88888	SH	DEFINE
AEGEAN MARINE PETROLEUM NETWORK IN	COM	Y0017S102	2694	160000	SH	DEFINE
AEGON NV	ORD AMER REG	007924103	469	23523	SH	DEFINE
AERCAP HOLDINGS NV	COM	N00985106	1383	47500	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	2714	118710	SH	DEFINE
AES CORP	COM	00130H105	2174	101010	SH	DEFINE
AES CORP	COM	00130H105	1	39	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	1488	393600	SH	DEFINE
AETNA INC	COM	00817Y108	441	10073	SH	DEFINE
AETNA INC	COM	00817Y108	8	182	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COM	008190100	244	4150	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	2695	24877	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	3570	32949	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	150676	1390642	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	184	1700	SH	DEFINE
AFFYMAX INC	COM	00826A109	4331	134500	SH	DEFINE
AFFYMETRIX INC	NOTE 0.750%12/1	00826TAF5	11238	10000000	PRN	DEFINE
AFLAC INC	COM	001055102	160818	3417300	SH	DEFINE
AFLAC INC	COM	001055102	1543	32786	SH	DEFINE
AFLAC INC	COM	001055102	3910	83090	SH	DEFINE
AFLAC INC	COM	001055102	27435	582970	SH	DEFINE
AFLAC INC	COM	001055102	60266	1280610	SH	DEFINE
AFLAC INC	COM	001055102	193	4100	SH	DEFINE
AFLAC INC	COM	001055102	29	620	SH	DEFINE
AGERE SYSTEMS INC	COM	00845V308	662	29248	SH	DEFINE
AGERE SYSTEMS INC	COM	00845V308	4	175	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	12227	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	19871	2859100	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	101	14495	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	13476	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	3182	94464	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	32462	963542	SH	DEFINE
AGL RESOURCES INC	COM	001204106	13	300	SH	DEFINE
AGL RESOURCES INC	COM	001204106	26	600	SH	DEFINE
AGL RESOURCES INC	COM	001204106	72624	1700000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	46046	1300000	SH	DEFINE
AIR FRANCE-KLM	SPONSORED ADR	009119108	25086	550000	SH	DEFINE
AIR FRANCE-KLM	*W EXP 11/07/20	009119116	6675	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	1553	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	36980	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	11	150	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	10125	136900	SH	DEFINE
AIRGAS INC	COM	009363102	38508	913600	SH	DEFINE
AIRGAS INC	COM	009363102	66	1574	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	1275	25538	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	150	3000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	132833	2660910	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	65	85	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	26528	349421	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	51	675	SH	DEFINE
ALAMO GROUP INC	COM	011311107	2437	105000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	51458	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	19050	500000	SH	DEFINE
ALBERTO-CULVER CO	COM	013078100	68450	2991700	SH	DEFINE
ALBERTO-CULVER CO	COM	013078100	55	2400	SH	DEFINE
ALCAN INC	COM	013716105	43881	729163	SH	DEFINE

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

ALCAN INC	COM	013716105	99649	1695972	SH	DEFINE
ALCAN INC	COM	013716105	20192	335522	SH	DEFINE
ALCAN INC	COM	013716105	2211	42356	SH	DEFINE
ALCAN INC	COM	013716105	2610	50000	SH	DEFINE
ALCAN INC	COM	013716105	51	840	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	573	48450	SH	DEFINE
ALCOA INC	COM	013817101	4817	142100	SH	DEFINE
ALCOA INC	COM	013817101	2230	65777	SH	DEFINE
ALCOA INC	COM	013817101	1475	43509	SH	DEFINE
ALCOA INC	COM	013817101	2666	78651	SH	DEFINE
ALCOA INC	COM	013817101	34992	1032200	SH	DEFINE
ALCON INC	COM	H01301102	66	500	SH	DEFINE
ALCON INC	COM	H01301102	13182	100000	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	6499	128845	SH	DEFINE
ALEXANDER'S INC	COM	014752109	201310	488973	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	32	317	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	100	1000	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	10449	104100	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	5223	120800	SH	DEFINE
ALKERMES INC	COM	01642T108	772	50000	SH	DEFINE
ALKERMES INC	COM	01642T108	1764	114263	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	298963	800223	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	39	104	SH	DEFINE
ALLERGAN INC	COM	018490102	44328	400000	SH	DEFINE
ALLERGAN INC	COM	018490102	10442	94225	SH	DEFINE
ALLERGAN INC	COM	018490102	16235	146500	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	886	14376	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	71	1150	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	70651	1146554	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COM	018772103	38378	4158000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	22011	248708	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1239	14000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	266	3000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	752	8500	SH	DEFINE
ALLIANCEBERNSTEIN INCOME FUND	COM	01881E101	111	13386	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	72	1600	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	199673	4455000	SH	DEFINE
ALLIED CAPITAL CORP	COM	01903Q108	517	17931	SH	DEFINE
ALLIED IRISH BANKS PLC	SPON ADR ORD	019228402	5949	99360	SH	DEFINE
ALLIED IRISH BANKS PLC	SPON ADR ORD	019228402	1481	24741	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	PRD CV D 6.25%	019589704	16148	48000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	131	4891	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	165251	6163790	SH	DEFINE
ALLSTATE CORP	COM	020002101	11399	189800	SH	DEFINE
ALLSTATE CORP	COM	020002101	120	2000	SH	DEFINE
ALLSTATE CORP	COM	020002101	20102	334695	SH	DEFINE
ALLSTATE CORP	COM	020002101	7490	124716	SH	DEFINE
ALLSTATE CORP	COM	020002101	8	134	SH	DEFINE
ALLTEL CORP	COM	020039103	2188	35290	SH	DEFINE
ALLTEL CORP	COM	020039103	543	8765	SH	DEFINE
ALLTEL CORP	COM	020039103	16846	271704	SH	DEFINE
ALLTEL CORP	COM	020039103	54113	872790	SH	DEFINE
ALLTEL CORP	COM	020039103	155	2500	SH	DEFINE
ALLTEL CORP	COM	020039103	25	410	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	3126	200000	SH	DEFINE
ALTERA CORP	COM	021441100	1199	60000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	963841	10976434	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	1	13	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	18272	208090	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	22417	255295	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	19203	218688	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	149	1700	SH	DEFINE

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

ALTRIA GROUP INC	COM	02209S103	25	290	SH	DEFINE
ALZA CORP	SDCV 7/2	02261WAB5	1248750	15000000	PRN	DEFINE
AMB PROPERTY CORP	COM	00163T109	93	1575	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	10288	175000	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	800	13600	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	247	4200	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	3351	57000	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	8328	96400	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	130	1500	SH	DEFINE
AMDOCS LTD	COM	G02602103	4	105	SH	DEFINE
AMDOCS LTD	COM	G02602103	1300	35625	SH	DEFINE
AMDOCS LTD	COM	G02602103	7488	205270	SH	DEFINE
AMEDISYS INC	COM	023436108	906	27935	SH	DEFINE
AMEREN CORP	COM	023608102	171	3400	SH	DEFINE
AMEREN CORP	COM	023608102	4155	82598	SH	DEFINE
AMEREN CORP	COM	023608102	762444	15157941	SH	DEFINE
AMEREN CORP	COM	023608102	60	1200	SH	DEFINE
AMEREN CORP	COM	023608102	10	200	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1673	35000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	177	3709	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	51802	1083949	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	135674	2838970	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	174730	3656200	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	2055	43000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	812	17000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	35843	750000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COM	024061103	33504	1225000	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	17	350	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	2194	45000	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	523127	10730800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	29591	524665	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	3	50	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1156290	17201582	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	51167	761193	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	47565	707600	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	245748	3655877	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	270983	4031290	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	5230	77798	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	28061	417453	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	118070	1756464	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	134	2000	SH CALL	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	46153	686595	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2250	33470	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	12063	179458	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	132810	1975744	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	118	1760	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	15644	232721	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1920	28566	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	6935	327590	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	115091	5436500	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	NOTE 3.250% 7/0	02744MAA6	19125	15000000	PRN	DEFINE
AMERICAN NATIONAL INSURANCE CO	COM	028591105	104967	820500	SH	DEFINE
AMERICAN PACIFIC CORP	COM	028740108	7845	676300	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	203495	3838080	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	969	18275	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	14084	265639	SH	DEFINE
AMERICAN STATES WATER CO	COM	029899101	8601	233290	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	228	5855	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	20342	522265	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	118601	3044964	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	506	13000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	1091	28000	SH	DEFINE

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

AMERICAN WOODMARK CORP	COM	030506109	33705	916885	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	4160	72810	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	9	149	SH	DEFINE
AMETEK INC	COM	031100100	1288	37281	SH	DEFINE
AMETEK INC	COM	031100100	841	24350	SH	DEFINE
AMETEK INC	COM	031100100	21651	626850	SH	DEFINE
AMGEN INC	COM	031162100	86	1547	SH	DEFINE
AMGEN INC	COM	031162100	52080	932000	SH	DEFINE
AMGEN INC	COM	031162100	433	7740	SH	DEFINE
AMGEN INC	COM	031162100	35303	631761	SH	DEFINE
AMGEN INC	COM	031162100	73465	1314692	SH	DEFINE
AMGEN INC	COM	031162100	134	2400	SH	DEFINE
AMGEN INC	COM	031162100	21	380	SH	DEFINE
AMR CORP	COM	001765106	32886	1080000	SH	DEFINE
AMR CORP	COM	001765106	15	488	SH	DEFINE
AMREP CORP	COM	032159105	464	6000	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	4034	93847	SH	DEFINE
ANADIGICS INC	COM	032515108	3131	264890	SH	DEFINE
ANADIGICS INC	COM	032515108	2069	175000	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	4417	128061	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	4994	144800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	24609	4490670	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	8853	1615600	SH	DEFINE
ANGLO AMERICAN PLC	ADR	03485P102	39	1480	SH	DEFINE
ANGLO AMERICAN PLC	ADR	03485P102	17066	645958	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	140	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	162494	3644173	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	48447	960100	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	2280	45194	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	5437	107754	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	37654	746212	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	44472	881327	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	247	4900	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	32	640	SH	DEFINE
ANNALY CAPITAL MANAGEMENT INC	COM	035710409	223	14425	SH	DEFINE
ANSOFT CORP	COM	036384105	5865	185360	SH	DEFINE
ANSYS INC	COM	03662Q105	1956	38530	SH	DEFINE
AON CORP	COM	037389103	1045	27521	SH	DEFINE
AON CORP	COM	037389103	28912	761633	SH	DEFINE
AON CORP	COM	037389103	14365	378430	SH	DEFINE
AON CORP	COM	037389103	83	2199	SH	DEFINE
AON CORP	COM	037389103	2125	55990	SH	DEFINE
AON CORP	COM	037389103	3772	99361	SH	DEFINE
AON CORP	COM	037389103	84303	2220840	SH	DEFINE
APAC CUSTOMER SERVICES INC	COM	00185E106	2931	625000	SH	DEFINE
APACHE CORP	COM	037411105	7793	110220	SH	DEFINE
APACHE CORP	COM	037411105	31684	448145	SH	DEFINE
APEX SILVER MINES LTD	COM	G04074103	2582	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	45912	2291000	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	4280	200000	SH	DEFINE
APPLE INC	COM	037833100	257	2770	SH	DEFINE
APPLE INC	COM	037833100	92910	1000000	SH	DEFINE
APPLE INC	COM	037833100	164	1760	SH	DEFINE
APPLE INC	COM	037833100	44066	474285	SH	DEFINE
APPLE INC	COM	037833100	121363	1306245	SH	DEFINE
APPLE INC	COM	037833100	46	500	SH	DEFINE
APPLE INC	COM	037833100	7	70	SH	DEFINE
APPLE INC	COM	037833100	25086	270000	SH PUT	DEFINE
APPLERA CORP - CELERA GROUP	COM	038020202	20	1400	SH	DEFINE
APPLERA CORP - CELERA GROUP	COM	038020202	2718	191400	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1555	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	893	30200	SH	DEFINE

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

APPLIED INDUSTRIAL TECHNOLOGIES IN	COM	03820C105	35842	1460550	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	1	47	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	2984	162895	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	11161	609232	SH	DEFINE
APTARGROUP INC	COM	038336103	31323	468000	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	244	10866	SH	DEFINE
AQUILA INC	COM	03840P102	563	134800	SH	DEFINE
AQUILA INC	COM	03840P102	877	209710	SH	DEFINE
AQUILA INC	COM	03840P102	52	12515	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	9682	184520	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	13	249	SH	DEFINE
ARBOR REALTY TRUST INC	COM	038923108	22681	745100	SH	DEFINE
ARCELOR MITTAL	NY REG SH CL A	03937E101	1611	30460	SH	DEFINE
ARCELOR MITTAL	NY REG SH CL A	03937E101	12	223	SH	DEFINE
ARCH COAL INC	COM	039380100	19887	648000	SH	DEFINE
ARCH COAL INC	COM	039380100	1487	48440	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	7962	216946	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	2110	38875	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	1373	25300	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	380	7000	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	5808	107000	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	11642	640733	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	160	8800	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	7408	407696	SH	DEFINE
ARGON ST INC	COM	040149106	15553	587779	SH	DEFINE
ARGON ST INC	COM	040149106	22124	836120	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	112	25000	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	1365	303900	SH	DEFINE
ARIBA INC	COM	04033V203	9916	1054900	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	COM	G0474B105	3612	440000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	2410	101000	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	10665	209738	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	62280	1224769	SH	DEFINE
ARQULE INC	COM	04269E107	560	75000	SH	DEFINE
ARQULE INC	COM	04269E107	4198	562800	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	7405	525900	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	16428	1166757	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	172	12200	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	1083	28700	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	1038	27500	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	72778	2568930	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	54	1900	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	10	366	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	20034	1677900	SH	DEFINE
ASHLAND INC	COM	044209104	16131	245894	SH	DEFINE
ASHLAND INC	COM	044209104	410	6247	SH	DEFINE
ASML HOLDING NV	N Y SHS	N07059111	6169	249240	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	56991	2174400	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	11076	422591	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	8	289	SH	DEFINE
ASSURANT INC	COM	04621X108	46090	859400	SH	DEFINE
ASSURANT INC	COM	04621X108	95	1767	SH	DEFINE
ASSURANT INC	COM	04621X108	24886	464032	SH	DEFINE
ASTEC INDUSTRIES INC	COM	046224101	7411	184131	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	3	51	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	392	7300	SH	DEFINE
AT&T INC	COM	00206R102	11873	301120	SH	DEFINE
AT&T INC	COM	00206R102	5235	132765	SH	DEFINE
AT&T INC	COM	00206R102	23812	603907	SH	DEFINE
AT&T INC	COM	00206R102	60487	1534036	SH	DEFINE
AT&T INC	COM	00206R102	1741820	44174995	SH	DEFINE
AT&T INC	COM	00206R102	1469	37255	SH	DEFINE

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

AT&T INC	COM	00206R102	36945	936977	SH	DEFINE
AT&T INC	COM	00206R102	160	4050	SH	DEFINE
AT&T INC	COM	00206R102	20	516	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	19312	807000	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COM	049079205	13352	511000	SH	DEFINE
ATMI INC	COM	00207R101	2127	69570	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	43912	1403848	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	20	641	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	176106	5630000	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	18640	317600	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	SPONSORED ADR	052528304	2868	23850	SH	DEFINE
AUTODESK INC	COM	052769106	89	2372	SH	DEFINE
AUTODESK INC	COM	052769106	2258	60040	SH	DEFINE
AUTODESK INC	COM	052769106	35966	956540	SH	DEFINE
AUTOLIV INC	COM	052800109	1304	22833	SH	DEFINE
AUTOLIV INC	COM	052800109	1359	23800	SH	DEFINE
AUTOLIV INC	COM	052800109	1241	21725	SH	DEFINE
AUTOLIV INC	COM	052800109	15065	263791	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	65	1350	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	38720	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	10932	225870	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	382	2935	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	2925	22500	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	1872	14400	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	637	4900	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	8541	65700	SH	DEFINE
AVAYA INC	COM	053499109	136619	11568070	SH	DEFINE
AVAYA INC	COM	053499109	12247	1037041	SH	DEFINE
AVAYA INC	COM	053499109	974	82500	SH	DEFINE
AVAYA INC	COM	053499109	65	5497	SH	DEFINE
AVAYA INC	COM	053499109	1877	158920	SH	DEFINE
AVAYA INC	COM	053499109	28773	2436328	SH	DEFINE
AVENTINE RENEWABLE ENERGY HOLDINGS	COM	05356X403	1093	60000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1882	29290	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	45	700	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	29688	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	994	15470	SH	DEFINE
AVIS BUDGET GROUP INC	COM	053774105	35792	1310109	SH	DEFINE
AVIS BUDGET GROUP INC	COM	053774105	0	8	SH	DEFINE
AVOCENT CORP	COM	053893103	45916	1702500	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	998	26783	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	503	13500	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	19812	531717	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	35023	822136	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	455	10680	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	915	21480	SH	DEFINE
AXCAN PHARMA INC	COM	054923107	39941	2087885	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	1244	36730	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1273	19255	SH	DEFINE
BAKER HUGHES INC	COM	057224107	4699	71050	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	679	18000	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	19	500	SH	DEFINE
BALDWIN & LYONS INC	COM	057755209	5809	228264	SH	DEFINE
BALL CORPORATION	COM	058498106	472	10300	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	SPONSORED ADR	05946K101	6802	277060	SH	DEFINE
BANCO BRADESCO SA	SP ADR PFD NEW	059460303	14490	358318	SH	DEFINE
BANCO BRADESCO SA	SP ADR PFD NEW	059460303	340975	8431624	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	COM	P16994132	46610	2801100	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	25184	1412479	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	562	31540	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	28216	553029	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	31082	609219	SH	DEFINE

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

BANK OF AMERICA CORP	COM	060505104	15940	312427	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	5846	114585	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	24423	478702	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	62658	1228112	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	947708	18575223	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1964	38490	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	6783	132952	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	116166	2276873	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	12939	253615	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1176	23050	SH	DEFINE
BANK OF HAWAII CORP	COM	062540109	699	13178	SH	DEFINE
BANK OF IRELAND	SPONSORED ADR	46267Q103	238	2750	SH	DEFINE
BANK OF MONTREAL	COM	063671101	318201	4563982	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	478516	11800650	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	14026	345893	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	21787	537294	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	19027	469218	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	10	242	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	857	21140	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	8968	221153	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	61560	1518137	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	9935	245001	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	1118	27575	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	435781	8192917	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	707	15332	SH	DEFINE
BANKUNITED FINANCIAL CORP	COM	06652B103	11	500	SH	DEFINE
BANKUNITED FINANCIAL CORP	COM	06652B103	6630	312600	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	4422	77655	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	154	2700	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	1333	37167	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	19736	550200	SH	DEFINE
BARNES & NOBLES INC	COM	067774109	312	7900	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	13959	423763	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	32292	980341	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	23596	716338	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	266	9309	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	200726	7030689	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	19711	175333	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	798	7095	SH	DEFINE
BASIC ENERGY SERVICES INC	COM	06985P100	1571	67411	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	13201	896800	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	15	1000	SH	DEFINE
BAUSCH & LOMB INC	COM	071707103	41714	815358	SH	DEFINE
BAUSCH & LOMB INC	COM	071707103	42	825	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	21068	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2497	47413	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2570	48800	SH	DEFINE
BAYTEX ENERGY TR	COM	073176109	451	22200	SH	DEFINE
BBVA BANCO FRANCES SA	SPONSORED ADR	07329M100	19098	1531550	SH	DEFINE
BCE INC	COM	05534B760	443376	13579660	SH	DEFINE
BCE INC	COM	05534B760	260803	7995281	SH	DEFINE
BCE INC	COM	05534B760	6811	240847	SH	DEFINE
BCE INC	COM	05534B760	89717	2747849	SH	DEFINE
BCE INC	COM	05534B760	1287	45512	SH	DEFINE
BCE INC	COM	05534B760	1819	60888	SH	DEFINE
BCE INC	COM	05534B760	99438	3066771	SH	DEFINE
BCE INC	COM	05534B760	167	5111	SH	DEFINE
BCE INC	COM	05534B760	3561	109074	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	1	31	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	7185	444050	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	137868	916979	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	814	5412	SH	DEFINE

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

BEARINGPOINT INC	COM	074002106	8742	1141250	SH	DEFINE
BEARINGPOINT INC	COM	074002106	2403	313739	SH	DEFINE
BEARINGPOINT INC	COM	074002106	23956	3127400	SH	DEFINE
BEARINGPOINT INC	COM	074002106	14125	1844000	SH	DEFINE
BEARINGPOINT INC	COM	074002106	96	12595	SH	DEFINE
BEARINGPOINT INC	COM	074002106	11088	1447470	SH	DEFINE
BEAZER HOMES USA INC	COM	07556Q105	85469	2944164	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	428	6700	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	843	13200	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	103895	1351212	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	100	1300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1792	23300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1148	14927	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	5207	129625	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	126167	3778589	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	12370	370459	SH	DEFINE
BENCHMARK ELECTRONICS INC	COM	08160H101	22094	1069400	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1368	41297	SH	DEFINE
BERKLEY W R CORP	COM	084423102	21	635	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	445006	4083	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	4578	42	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	25068	230	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1283388	352579	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	18	5	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	19754	5427	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1514	416	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	20493	420638	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	48716	999917	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250% 1/1	086516AF8	34650	30900000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	5320	700000	SH	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	8	1000	SH	DEFINE
BG GROUP PLC	ADR FIN INST N	055434203	6770	94395	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	6527	134715	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	22088	852148	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	11223	433000	SH	DEFINE
BIG LOTS INC	COM	089302103	50048	1600000	SH	DEFINE
BIGBAND NETWORKS INC	COM	089750509	5936	329595	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	5858	180742	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	79570	2455110	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	17752	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6029	135845	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	27575	621344	SH	DEFINE
IDEC PHARMCEUTICALS CORP	NOTE 2/1	449370AC9	629563	3500000	PRN	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1956	113300	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	163	6200	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	28696	1091100	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	1617	61500	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	413	15700	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	5844	222200	SH	DEFINE
BIOMET INC	COM	090613100	1041	24500	SH	DEFINE
BIOMET INC	COM	090613100	6	134	SH	DEFINE
BIOVAIL CORP	COM	09067J109	96	3800	SH	DEFINE
BIOVAIL CORP	COM	09067J109	461	21100	SH	DEFINE
BIOVAIL CORP	COM	09067J109	3	143	SH	DEFINE
BISYS GROUP INC	COM	055472104	131	11400	SH	DEFINE
BJ SERVICES CO	COM	055482103	9832	352398	SH	DEFINE
BJ SERVICES CO	COM	055482103	14	504	SH	DEFINE
BJ'S RESTAURANT INC	COM	09180C106	11112	525900	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	5039	61736	SH	DEFINE
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	656	23375	SH	DEFINE
BLACKROCK INC	COM	09247X101	16	100	SH	DEFINE
BLACKROCK INC	COM	09247X101	31506	201560	SH	DEFINE

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

BLACKROCK MUNIHOLDINGS INSURED FUN	COM	09254A101	172	13000	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIP	COM	09249U105	550	36750	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	10357	1608230	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	1	211	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	5258	816440	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	8258	268190	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	15907	516640	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	413	13404	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	14	446	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	19351	523700	SH	DEFINE
BOEING CO	COM	097023105	1	12	SH	DEFINE
BOEING CO	COM	097023105	88910	1000000	SH	DEFINE
BOEING CO	COM	097023105	299	3360	SH	DEFINE
BOEING CO	COM	097023105	7688	86464	SH	DEFINE
BOEING CO	COM	097023105	31910	358897	SH	DEFINE
BOEING CO	COM	097023105	98	1100	SH	DEFINE
BOEING CO	COM	097023105	15	170	SH	DEFINE
BORG WARNER INC	COM	099724106	1980	26249	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	3099	26400	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	320	2728	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	1597	13600	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	728	6200	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	6492	55300	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	728495	50102817	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	32440	2231096	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	106469	7322477	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2222	152816	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	21132	1453390	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	3385	232776	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	14	936	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1085	74590	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	5564	382670	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	61343	4218903	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	38	2600	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	3694	254030	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	473	32530	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	10308	945710	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	43	3960	SH	DEFINE
BOWATER INC	COM	102183100	18923	794400	SH	DEFINE
BOWATER INC	COM	102183100	7341	308170	SH	DEFINE
BOWATER INC	COM	102183100	64383	2702900	SH	DEFINE
BOWATER INC	COM	102183100	25916	1087988	SH	DEFINE
BOWATER INC	COM	102183100	89	3740	SH	DEFINE
BOWATER INC	COM	102183100	1846	77500	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	12	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	25609	395500	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3205	49500	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28568	441210	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	26489	409096	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	19114	295200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8313	128381	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	70793	1093327	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	437386	6755000	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COM	055630107	3611	54315	SH	DEFINE
BRADY CORP	COM	104674106	230619	7391622	SH	DEFINE
BRADY CORP	COM	104674106	62	2000	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	42	1250	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	40513	1212600	SH	DEFINE
BRE PROPERTIES INC	COM	05564E106	1327	21007	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	33586	1088700	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	11	365	SH	DEFINE
BRIGHTPOINT INC	COM	109473405	548	47900	SH	DEFINE

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

BRINKS COMPANY	COM	109696104	257	4050	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	755941	27231320	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	41207	1484397	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	128246	4619805	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2361	85045	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	24709	890101	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	16841	606666	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	402525	14500171	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2559	92180	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	4014	144581	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	119063	4289016	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	91	3270	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	2174	59630	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	11059	303390	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	61845	1696700	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	523	14355	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	4117	112940	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	128	3520	SH	DEFINE
BRITISH AIRWAYS PLC	ADR 2ND INSTAL	110419306	48260	500000	SH	DEFINE
BRITISH AIRWAYS PLC	ADR 2ND INSTAL	110419306	6	58	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	7940	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	19	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	19477	434761	SH	DEFINE
BROADCOM CORP	COM	111320107	1245	38827	SH	DEFINE
BROADCOM CORP	COM	111320107	15406	480385	SH	DEFINE
BRONCO DRILLING COMPANY INC	COM	112211107	1657	100000	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	210	4700	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	1143	25600	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	53	1005	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	121318	2010580	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	36	690	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	24711	472850	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	32	805	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	2079	51600	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	27287	677100	SH	DEFINE
BROWN & BROWN INC	COM	115236101	14495	535870	SH	DEFINE
BROWN SHOE CO INC	COM	115736100	47045	1120121	SH	DEFINE
BROWN-FORMAN CORP	COM	115637100	46402	671720	SH	DEFINE
BROWN-FORMAN CORP	COM	115637209	101163	1543063	SH	DEFINE
BROWN-FORMAN CORP	COM	115637209	199	3040	SH	DEFINE
BRUNSWICK CORP	COM	117043109	17352	544800	SH	DEFINE
BUCKEYE PARTNERS LP	UNIT LTD PARTN	118230101	321	6460	SH	DEFINE
BUNGE LTD	COM	G16962105	156399	1902200	SH	DEFINE
BUNGE LTD	COM	G16962105	7	89	SH	DEFINE
BUNGE LTD	COM	G16962105	17483	212634	SH	DEFINE
BUNGE LTD	COM	G16962105	68729	835910	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	45845	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	42295	525866	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	1779	37260	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	974	20400	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	150090	3143238	SH	DEFINE
C R BARD INC	COM	067383109	1247	15683	SH	DEFINE
C R BARD INC	COM	067383109	1336	16800	SH	DEFINE
C R BARD INC	COM	067383109	100856	1268475	SH	DEFINE
CA, INC.	COM	12673P105	317	12237	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	185502	6096020	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	24	800	SH	DEFINE
CABOT CORP	COM	127055101	42370	887700	SH	DEFINE
CABOT CORP	COM	127055101	23329	488768	SH	DEFINE
CABOT CORP	COM	127055101	500	10470	SH	DEFINE
CABOT CORP	COM	127055101	13282	278283	SH	DEFINE
CADBURY SCHWEPPE'S PLC	ADR	127209302	90	1750	SH	DEFINE

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

CADBURY SCHWEPPE PLC	ADR	127209302	20040	390108	SH	DEFINE
CADBURY SCHWEPPE PLC	ADR	127209302	279	5440	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	501422	23809197	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	26361	1251709	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	3894	184877	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1808	85830	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	21	1000	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2614	124136	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	5333	253209	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	71834	3410933	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2627	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1387	65852	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	851	57500	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	11107	750500	SH	DEFINE
CAE INC	COM	124765108	3289	252773	SH	DEFINE
CAE INC	COM	124765108	26316	2335007	SH	DEFINE
CAE INC	COM	124765108	13043	1002545	SH	DEFINE
CAE INC	COM	124765108	261	20096	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	18959	576443	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COM	130788102	102	2650	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COM	130788102	15328	400000	SH	DEFINE
CALUMET SPECIALTY PRODS PTNRS	COM	131476103	312	6475	SH	DEFINE
CAMECO CORP	COM	13321L108	1230	26000	SH	DEFINE
CAMECO CORP	COM	13321L108	2	35	SH	DEFINE
CAMECO CORP	COM	13321L108	21073	510504	SH	DEFINE
CAMECO CORP	COM	13321L108	942	23000	SH	DEFINE
CAMECO CORP	COM	13321L108	1665	36000	SH	DEFINE
CAMECO CORP	COM	13321L108	614	15000	SH	DEFINE
CAMECO CORP	COM	13321L108	28380	600000	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	1020	26187	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	284724	2841836	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	259	2982	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	160	3624	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	355831	6988043	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	7367	166905	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	32350	732890	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	269588	4228829	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	17	300	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	130807	2013957	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	74	1318	SH	DEFINE
CANON INC	ADR	138006309	6814	126934	SH	DEFINE
CANON INC	ADR	138006309	16682	310767	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	68	905	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	436	5780	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	12925	171286	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	52898	701008	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	166	2200	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	20	270	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	73	1610	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	21003	460900	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	4086	162607	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1500	59681	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	2390	95102	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	214653	8541686	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	168	6687	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	26	1052	SH	DEFINE
CAPITALSOURCE INC	DBCV 3.500% 7/1	14055XAD4	9255	8000000	PRN	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	3235	44349	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	21885	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	2607	35740	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	2338	32044	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	5	65	SH	DEFINE

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

CARDINAL HEALTH INC	COM	14149Y108	717	9830	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	5382	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	1117	110000	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	1348	114700	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	4926	485328	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	599	19650	SH	DEFINE
CARLISLE COMPANIES INC	COM	142339100	285677	6654474	SH	DEFINE
CARNIVAL CORP	COM	143658300	14844	316770	SH	DEFINE
CARNIVAL CORP	COM	143658300	3415	72879	SH	DEFINE
CARNIVAL CORP	COM	143658300	23430	500000	SH	DEFINE
CARNIVAL CORP	COM	143658300	2782	59369	SH	DEFINE
CARNIVAL CORP	COM	143658300	5740	122502	SH	DEFINE
CARNIVAL CORP	COM	143658300	97365	2077786	SH	DEFINE
CARNIVAL CORP	COM	143658300	4219	90040	SH	DEFINE
CARNIVAL CORP	COM	143658300	90697	1935482	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/1	143658AN2	42243	34170000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COM	147448104	14136	1448351	SH	DEFINE
CASEYS GENERAL STORES INC	COM	147528103	45516	1819900	SH	DEFINE
CATERPILLAR INC	COM	149123101	2303	34363	SH	DEFINE
CATERPILLAR INC	COM	149123101	242	3610	SH	DEFINE
CATERPILLAR INC	COM	149123101	12133	181003	SH	DEFINE
CATERPILLAR INC	COM	149123101	50107	747524	SH	DEFINE
CATERPILLAR INC	COM	149123101	74	1100	SH	DEFINE
CATERPILLAR INC	COM	149123101	12	180	SH	DEFINE
CATO CORP	COM	149205106	10526	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	2100	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COM	12497T101	408	11950	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COM	124830100	27505	613400	SH	DEFINE
CBS CORP	COM	124857103	3061	100000	SH	DEFINE
CBS CORP	COM	124857103	253	8259	SH	DEFINE
CBS CORP	COM	124857202	1530	50000	SH	DEFINE
CBS CORP	COM	124857202	34	1125	SH	DEFINE
CBS CORP	COM	124857202	2815	92029	SH	DEFINE
CBS CORP	COM	124857202	7	219	SH	DEFINE
CDW CORP	COM	12512N105	436	7100	SH	DEFINE
CE FRANKLIN LTD	COM	125151100	377	35100	SH	DEFINE
CEDAR FAIR LP	DEPOSITORY UNIT	150185106	1579	55275	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	30	1835	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	33733	2082300	SH	DEFINE
CELANESE CORP	COM	150870103	1866	60500	SH	DEFINE
CELANESE CORP	COM	150870103	13	416	SH	DEFINE
CELANESE CORP	PRF 4.25% CONV	150870202	15422	375000	SH	DEFINE
CELESTICA INC	COM	15101Q108	2108	343812	SH	DEFINE
CELESTICA INC	COM	15101Q108	9966	1413677	SH	DEFINE
CELGENE CORP	COM	151020104	916	17466	SH	DEFINE
CELGENE CORP	COM	151020104	37679	718245	SH	DEFINE
CELGENE CORP	COM	151020104	113677	2166922	SH	DEFINE
CELGENE CORP	COM	151020104	262	5000	SH	DEFINE
CELGENE CORP	COM	151020104	787	15000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6.0	151020AC8	13013	3000000	PRN	DEFINE
CELLCOM ISRAEL LTD	COM	M2196U109	2420	132700	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	212	6476	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	655	20000	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	6	193	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	2109	64400	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	7475	228236	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	8	240	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	59114	1805000	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	917	28000	SH	DEFINE
CEMEX SAB	SPON ADR 5 ORD	151290889	14738	450000	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COM	151345303	79287	9166139	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	132	7355	SH	DEFINE

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

CENTERPOINT ENERGY INC	COM	15189T107	148482	8276600	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750% 5.1	15189TAM9	15975	10000000	PRN	DEFINE
CENTEX CORP	COM	152312104	194	4650	SH	DEFINE
CENTEX CORP	COM	152312104	20706	495600	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	COM	153501101	384	40800	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527106	2083	141000	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527205	4866	331000	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527205	113	7700	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	18086	815400	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	271	12211	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	3708	167165	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	761	26400	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	58	2000	SH	DEFINE
CENTURYTEL INC	COM	156700106	682	15093	SH	DEFINE
CENTURYTEL INC	COM	156700106	4	93	SH	DEFINE
CENVEO INC	COM	15670S105	1735	71400	SH	DEFINE
CEPHALON INC	COM	156708109	5672	79648	SH	DEFINE
CERIDIAN CORP	COM	156779100	3818	109589	SH	DEFINE
CERIDIAN CORP	COM	156779100	202	5800	SH	DEFINE
CERNER CORP	COM	156782104	1744	32037	SH	DEFINE
CERNER CORP	COM	156782104	45146	829130	SH	DEFINE
CGI GROUP INC	COM	39945C109	13751	1377900	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COM	158787101	5207	920000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	50899	875000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	5	81	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	214	4625	SH	DEFINE
CHARLES SCHWAB CORP	COM	808513105	1008	55116	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	57304	4425000	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	7	557	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	385444	17299995	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	281038	12613910	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	22732	1020270	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	32775	1471070	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	3139	140876	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	6152	276110	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	3793	170260	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	6247	280403	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	133	5960	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	4106	184300	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	898	40310	SH	DEFINE
CHECKPOINT SYSTEMS INC	COM	162825103	345	14600	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	16867	566209	SH	DEFINE
CHEROKEE INC	COM	16444H102	215	5000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	23148	749600	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1405	45500	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1692	54792	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	419	13570	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1971	63834	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	24672	798975	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	136	4400	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	22	720	SH	DEFINE
CHESAPEAKE ENERGY CORP	6.25% PFD CONV	165167818	251634	950850	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	195689	2645870	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	4902	66280	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	5000	67608	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	24777	335006	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	45799	619243	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	687630	9297317	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	655	8850	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	8930	120740	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	112720	1524070	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	10851	146720	SH	DEFINE

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

CHEVRON CORPORATION	COM	166764100	1794	24260	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	219	411	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	908	1705	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	66627	125130	SH	DEFINE
CHICO'S FAS INC	COM	168615102	578811	23692646	SH	DEFINE
CHICO'S FAS INC	COM	168615102	36465	1492620	SH	DEFINE
CHICO'S FAS INC	COM	168615102	3671	150250	SH	DEFINE
CHICO'S FAS INC	COM	168615102	261	10700	SH	DEFINE
CHICO'S FAS INC	COM	168615102	3023	123730	SH	DEFINE
CHICO'S FAS INC	COM	168615102	43062	1762671	SH	DEFINE
CHICO'S FAS INC	COM	168615102	7435	304340	SH	DEFINE
CHICO'S FAS INC	COM	168615102	778	31860	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	SPON ADR REP H	16939P106	1536	35803	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	4	93	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	3615	80600	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	18115	403900	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	SPON ADR CL H	169409109	1926	84900	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	6141	125396	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656105	0	2	SH	SOLE
CHIPOTLE MEXICAN GRILL	COM	169656105	11126	179155	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	1615	28129	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	26	445	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	72875	1269600	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COM	170032809	11356	810000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	5989	160000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	78	2097	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	24373	1251800	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	11964	614500	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	1924	200000	SH	DEFINE
CHUBB CORP	COM	171232101	7652	148100	SH	DEFINE
CHUBB CORP	COM	171232101	52	1000	SH	DEFINE
CHUBB CORP	COM	171232101	14491	280455	SH	DEFINE
CHUBB CORP	COM	171232101	25	480	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	393233	19740629	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	184556	9264870	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	245194	12308950	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	5471	274627	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	35613	1787786	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	824	41354	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	5326	267369	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	279	14020	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	68	3419	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	130	6502	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	203	10200	SH	DEFINE
CHURCH & DWIGHT CO INC	COM	171340102	1389	27590	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	SP ADR N-V PFD	204409601	4383	90100	SH	DEFINE
CIA SANEAMENTO BASICO DO ESADO DE	SPONSORED ADR	20441A102	22776	674050	SH	DEFINE
CIA SANEAMENTO BASICO DO ESADO DE	SPONSORED ADR	20441A102	12	350	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	251749	8048244	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	80735	2581042	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	10	330	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	123949	3962548	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	63	2000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	5943	190000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	683922	21864514	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	2692	86068	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6217	198751	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	8464	270578	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1005	32126	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	36849	996194	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	6528	176490	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2168	58600	SH	DEFINE

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

CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	6	154	SH	DEFINE
CIGNA CORP	COM	125509109	13938	97700	SH	DEFINE
CIGNA CORP	COM	125509109	4494	31500	SH	DEFINE
CIGNA CORP	COM	125509109	1	5	SH	DEFINE
CIGNA CORP	COM	125509109	1143	8010	SH	DEFINE
CIGNA CORP	COM	125509109	2267	15891	SH	DEFINE
CIGNA CORP	COM	125509109	37	259	SH	DEFINE
CIGNA CORP	COM	125509109	1315	9215	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	249	6715	SH	DEFINE
CINCINNATI FINANCIAL CORP	COM	172062101	449	10600	SH	DEFINE
CINTAS CORP	COM	172908105	94812	2626378	SH	DEFINE
CINTAS CORP	COM	172908105	714	19788	SH	DEFINE
CIRCOR INTERNATIONAL INC	COM	17273K109	35568	996300	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	20143	789000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	279	10927	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	34466	1350000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	814	31890	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	76750	3006272	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	173343	6789782	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	250	9800	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	153	6000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	43	1680	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	357	14000	SH	DEFINE
CIT GROUP INC	COM	125581108	117371	2217900	SH	DEFINE
CIT GROUP INC	COM	125581108	4570	86350	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	207	21732	SH	DEFINE
CITIGROUP INC	COM	172967101	15580	303469	SH	DEFINE
CITIGROUP INC	COM	172967101	509144	9917107	SH	DEFINE
CITIGROUP INC	COM	172967101	6548	127551	SH	DEFINE
CITIGROUP INC	COM	172967101	18111	352773	SH	DEFINE
CITIGROUP INC	COM	172967101	105236	2049786	SH	DEFINE
CITIGROUP INC	COM	172967101	257	5000	SH CALL	DEFINE
CITIGROUP INC	COM	172967101	274607	5348790	SH	DEFINE
CITIGROUP INC	COM	172967101	344	6700	SH	DEFINE
CITIGROUP INC	COM	172967101	47	910	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	6821	456251	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	429	13400	SH	DEFINE
CITY NATIONAL CORP	COM	178566105	6643	90253	SH	DEFINE
CITY NATIONAL CORP	COM	178566105	37467	509060	SH	DEFINE
CLARCOR INC	COM	179895107	11514	362071	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	10421	679325	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	17368	1132177	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	7516	166200	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	217	4800	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	181232	5172154	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	11	319	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	17520	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	238	6787	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	4	128	SH	DEFINE
CLEARWIRE CORP	COM	185385309	797	38946	SH	DEFINE
CLEARWIRE CORP	COM	185385309	20	1000	SH	DEFINE
CLEARWIRE CORP	COM	185385309	47344	2312850	SH	DEFINE
CLECO CORP	COM	12561W105	25843	1000492	SH	DEFINE
CLOROX CO	COM	189054109	5977	93839	SH	DEFINE
CLOROX CO	COM	189054109	9	137	SH	DEFINE
CMS ENERGY CORP	COM	125896100	764	42900	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/0	125896AW0	8112	6000000	PRN	DEFINE
CNH GLOBAL NV	COM	N20935206	73801	1979100	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	1243	14190	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	16	185	SH	DEFINE
COACH INC	COM	189754104	32413	647617	SH	DEFINE
COACH INC	COM	189754104	12321	246180	SH	DEFINE

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

COACH INC	COM	189754104	225	4500	SH	DEFINE
COACH INC	COM	189754104	801	16000	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COM	190345108	518	66800	SH	DEFINE
COAST FINANCIAL HOLDINGS INC	COM	190354100	3642	527780	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	2116	204200	SH	DEFINE
COCA-COLA CO	COM	191216100	53808	1121000	SH	DEFINE
COCA-COLA CO	COM	191216100	2126	44298	SH	DEFINE
COCA-COLA CO	COM	191216100	1910	39800	SH	DEFINE
COCA-COLA CO	COM	191216100	23200	483339	SH	DEFINE
COCA-COLA CO	COM	191216100	38602	804198	SH	DEFINE
COCA-COLA CO	COM	191216100	120	2500	SH	DEFINE
COCA-COLA CO	COM	191216100	21	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	262492	12962572	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	1	40	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COM	192446102	2451	27762	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COM	192446102	14009	158705	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COM	192446102	261630	2963971	SH	DEFINE
COGNOS INC	COM	19244C109	345	7600	SH	DEFINE
COGNOS INC	COM	19244C109	1798	45658	SH	DEFINE
COHERENT INC	COM	192479103	15143	477110	SH	DEFINE
COHERENT INC	COM	192479103	51	1600	SH	DEFINE
COHU INC	COM	192576106	36517	1942400	SH	DEFINE
COINSTAR INC	COM	19259P300	5805	185470	SH	DEFINE
COINSTAR INC	COM	19259P300	14532	464280	SH	DEFINE
COINSTAR INC	COM	19259P300	129	4127	SH	DEFINE
COINSTAR INC	COM	19259P300	2327	74346	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COM	19388P106	10192	1063900	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	405	6064	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	1	22	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	19461	291378	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	34	511	SH	DEFINE
COMCAST CORP	COM	20030N101	5839	225000	SH	DEFINE
COMCAST CORP	COM	20030N101	2437	93914	SH	DEFINE
COMCAST CORP	COM	20030N101	7	271	SH	DEFINE
COMCAST CORP	COM	20030N200	724429	28442452	SH	DEFINE
COMCAST CORP	COM	20030N200	39899	1566494	SH	DEFINE
COMCAST CORP	COM	20030N200	300060	11780909	SH	DEFINE
COMCAST CORP	COM	20030N200	1252	49139	SH	DEFINE
COMCAST CORP	COM	20030N200	1488	58406	SH	DEFINE
COMCAST CORP	COM	20030N200	7641	300000	SH	DEFINE
COMCAST CORP	COM	20030N200	1884	73950	SH	DEFINE
COMCAST CORP	COM	20030N200	28386	1114505	SH	DEFINE
COMCAST CORP	COM	20030N200	99	3870	SH	DEFINE
COMERICA INC	COM	200340107	330	5583	SH	DEFINE
COMMERCE BANCORP INC	COM	200519106	3436	102922	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COM	202608105	3555	172580	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	3	80	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	249	7050	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	27021	766558	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	SPON ADR PFD	20441B407	82644	7112229	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	771	18000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	4036	94200	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	17136	400000	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	38605	1288986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	12312	411100	SH	DEFINE
COMPASS BANCSHARES INC	COM	20449H109	523	7600	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	10734	400216	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	52130	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	3084	59158	SH	DEFINE
CON-WAY INC	COM	205944101	3741	75064	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	360	14445	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	2089	119649	SH	DEFINE

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

CONCUR TECHNOLOGIES INC	COM	206708109	6143	351850	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4436	64900	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3158	46203	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	15590	228098	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	47811	699508	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	821885	12024650	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	144	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	24	350	SH	DEFINE
CONSECO INC	PFD B DV 5.50%	208464867	10800	450000	SH	DEFINE
CONSECO INC	COM	208464883	191089	11045583	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	27203	695200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1960	38386	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	301520	5905200	SH	DEFINE
CONSTELLATION BRANDS INC	COM	21036P108	5024	237202	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	579497	6664720	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	3	33	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	698	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	327454	3766000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	18195	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	10	264	SH	DEFINE
CONTINENTAL MATERIAL CORP	COM	211615307	3112	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	27866	1096658	SH	DEFINE
CONVERGYS CORP	COM	212485106	17115	673570	SH	DEFINE
CONVERGYS CORP	COM	212485106	24801	976020	SH	DEFINE
CONVERGYS CORP	COM	212485106	252	9900	SH	DEFINE
CONVERGYS CORP	COM	212485106	12745	501588	SH	DEFINE
COOPER COMPANIES INC	COM	216648402	20922	430310	SH	DEFINE
COOPER COMPANIES INC	COM	216648402	19388	398760	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	24820	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	3821	277860	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	98855	2777600	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	1161	32620	SH	DEFINE
CORNING INC	COM	219350105	60151	2645183	SH	DEFINE
CORNING INC	COM	219350105	13498	593590	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	62	814	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	30	400	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	15605	205440	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	116	2543	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	36444	797800	SH	DEFINE
COSI INC	COM	22122P101	4985	893450	SH	DEFINE
COST PLUS INC	COM	221485105	20214	2021409	SH	DEFINE
COST PLUS INC	COM	221485105	4949	494860	SH	DEFINE
COSTAR GROUP INC	COM	22160N109	10254	229500	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	28833	535539	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	58578	1741322	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	6144	182625	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	673	20000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	101	3000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	538	16000	SH	DEFINE
COURIER CORP	COM	222660102	7814	200000	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	20	620	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	246	7500	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	4880	148500	SH	DEFINE
COVANCE INC	COM	222816100	540	9103	SH	DEFINE
COVANCE INC	COM	222816100	8028	135290	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1128	20116	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1073	19138	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	82858	1478287	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	11895	244100	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	3894	79900	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	8606	119810	SH	DEFINE
CREE INC	COM	225447101	369	22400	SH	DEFINE

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

CRITICAL THERAPEUTICS INC	COM	22674T105	1613	739880	SH	DEFINE
CROCS INC	COM	227046109	6370	134810	SH	DEFINE
CROCS INC	COM	227046109	417	8832	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	408	14200	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	1494	46509	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	13	400	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	96375	2999518	SH	DEFINE
CROWN HOLDINGS INC	COM	228368106	295	12075	SH	DEFINE
CSX CORP	COM	126408103	788	19686	SH	DEFINE
CTC MEDIA INC	COM	12642X106	11268	438800	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COM	229678107	883	40000	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	1	26	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	452	8632	SH	DEFINE
CURRENCYSHARES EURO TRUST	COM	23130C108	834	6225	SH	DEFINE
CURTISS WRIGHT CORP	COM	231561101	302	7840	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	536855	15725095	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	180	5284	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	4312	126294	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	505	14781	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	20331	595531	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	78526	2300117	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	157	4600	SH	DEFINE
CVS/CAREMARK CORP	COM	126650100	26	760	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	760	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	22	2953	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	2970	390800	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	4668	83004	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	702	12480	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	2017	35870	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	593	10540	SH	DEFINE
CYTOGEN CORP	COM	232824300	87	41600	SH	DEFINE
CYTYC CORP	COM	232946103	2021	59070	SH	DEFINE
CYTYC CORP	COM	232946103	694	20300	SH	DEFINE
CYTYC CORP	COM	232946103	96246	2813387	SH	DEFINE
D R HORTON INC	COM	23331A109	54633	2483300	SH	DEFINE
D R HORTON INC	COM	23331A109	4347	197578	SH	DEFINE
D R HORTON INC	COM	23331A109	2551	115945	SH	DEFINE
D R HORTON INC	COM	23331A109	103750	4715900	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	10155	164500	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	4531	55385	SH	DEFINE
DAKTRONICS INC	COM	234264109	1045	38100	SH	DEFINE
DANAHER CORP	COM	235851102	35279	493763	SH	DEFINE
DANAHER CORP	COM	235851102	19815	277320	SH	DEFINE
DANAHER CORP	COM	235851102	214	3000	SH	DEFINE
DANAHER CORP	COM	235851102	643	9000	SH	DEFINE
DAVITA INC	COM	23918K108	2458	46100	SH	DEFINE
DEAN FOODS INC	COM	242370104	2155	46100	SH	DEFINE
DEAN FOODS INC	COM	242370104	692	14813	SH	DEFINE
DEERE & CO	COM	244199105	2218	20416	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	796	69320	SH	DEFINE
DELL INC	COM	24702R101	19452	838100	SH	DEFINE
DELL INC	COM	24702R101	489861	21105620	SH	DEFINE
DELL INC	COM	24702R101	1	36	SH	DEFINE
DELL INC	COM	24702R101	11605	500000	SH	DEFINE
DELL INC	COM	24702R101	465	20040	SH	DEFINE
DELL INC	COM	24702R101	6839	294639	SH	DEFINE
DELL INC	COM	24702R101	27722	1194381	SH	DEFINE
DELL INC	COM	24702R101	128	5500	SH	DEFINE
DELL INC	COM	24702R101	22	960	SH	DEFINE
DELTA APPAREL INC	COM	247368103	11832	680000	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	22903	768800	SH	DEFINE

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

DENDRITE INTERNATIONAL INC	COM	248239105	6173	394220	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	133	4050	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	1795	54800	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	983	9752	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	607	4550	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	17010	168815	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	2	25	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	404	5840	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	17324	250279	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	54525	787700	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	145	2100	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	25	360	SH	DEFINE
DEVON ENERGY CORP	DEB 4.900% 8/1	25179MAA1	78	56000	PRN	DEFINE
DEXCOM INC	COM	252131107	9594	1220600	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	1776	21934	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	9644	119135	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	15631	193098	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	16384	202400	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	429	5300	SH	DEFINE
DIAMONDS TRUST	COM	252787106	204	1650	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	1990	34153	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	3190	54750	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	120273	2064420	SH	DEFINE
DIEBOLD INC	COM	253651103	9375	196500	SH	DEFINE
DIEBOLD INC	COM	253651103	91	1900	SH	DEFINE
DIEBOLD INC	COM	253651103	341	7150	SH	DEFINE
DIGENE CORP	COM	253752109	27224	641920	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	143	3595	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	2087	52300	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	50765	1272300	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	2809	70400	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	431	10800	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	11814	296100	SH	DEFINE
DILLARDS INC	COM	254067101	32746	1000500	SH	DEFINE
DILLARDS INC	COM	254067101	102	3109	SH	DEFINE
DILLARDS INC	COM	254067101	4	132	SH	DEFINE
DIME BANCORP INC	*W EXP 99/99/99	25429Q110	4	23510	SH	DEFINE
DIODES INC	COM	254543101	4802	137800	SH	DEFINE
DIONEX CORP	COM	254546104	17028	250000	SH	DEFINE
DIONEX CORP	COM	254546104	341	5000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	423077	18338825	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	50174	2174857	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3283	142298	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	7726	334900	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	699	30314	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2360	102293	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5783	250670	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	49005	2124187	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	132	5710	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	9036	391691	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1567	67909	SH	DEFINE
DISCOVERY HOLDING CO	COM	25468Y107	1137	59448	SH	DEFINE
DIXIE GROUP INC	COM	255519100	4872	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	COM	23325P104	225	20000	SH	DEFINE
DOBSON COMMUNICATIONS CORP	COM	256069105	4747	552600	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	973	28200	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3451	100000	SH	DEFINE
DOLLAR GENERAL CORP	COM	256669102	580	27400	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COM	256743105	112414	2202467	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	3373	37995	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	351	3950	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	8754	98617	SH	DEFINE

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

DOMINION RESOURCES INC	COM	25746U109	1167656	13153720	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	124	1400	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	21	240	SH	DEFINE
DOMTAR CORP	COM	257559104	89115	8498906	SH	DEFINE
DOMTAR CORP	COM	257559104	188895	20289456	SH	DEFINE
DOMTAR CORP	COM	257559104	39501	3758400	SH	DEFINE
DOMTAR CORP	COM	257559104	35	3711	SH	DEFINE
DOMTAR CORP	COM	257559104	5419	515600	SH	DEFINE
DOMTAR CORP	COM	257559104	155	16600	SH	DEFINE
DOMTAR CORP	COM	257559104	8858	842800	SH	DEFINE
DONALDSON CO INC	COM	257651109	25663	710900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	33050	882500	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	168297	4493916	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	4790	127900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	217	5800	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y21110104	1478	100000	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	38142	1494000	SH	DEFINE
DOVER CORP	COM	260003108	243567	4990105	SH	DEFINE
DOVER CORP	COM	260003108	39	800	SH	DEFINE
DOVER CORP	COM	260003108	9350	191560	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	9444	205922	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	24931	543629	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	6136	133800	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2411	52565	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	13301	290044	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	17323	377744	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	403025	8788166	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2232	48675	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	4112	89662	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	55338	1206680	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	104	2270	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2607	56840	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	1007	21960	SH	DEFINE
DOW JONES & CO INC	COM	260561105	395	11465	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	2589	85000	SH	DEFINE
DREWS INDS INC	COM	26168L205	18582	647900	SH	DEFINE
DRIL-QUIP INC	COM	262037104	921	21280	SH	DEFINE
DRIL-QUIP INC	COM	262037104	5713	132000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	206886	4319132	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	2002	41800	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	1150	24012	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	303011	6325900	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	8728	182219	SH	DEFINE
DTF TAX FREE INCOME INC	COM	23334J107	250	16860	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	3597	72770	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	52385	1059780	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	834	16870	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	47405	959030	SH	DEFINE
DUCKWALL ALCO STORES INC	COM	264142100	9339	227500	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	12	600	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	5151	253876	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	569948	28090100	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	11126	122000	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	332	3638	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	8	90	SH	DEFINE
DYAX CORP	COM	26746E103	3060	742800	SH	DEFINE
DYNAMIC MATERIALS CORP	COM	267888105	1309	40000	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	8	400	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	107196	5051658	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	6216	137640	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	28951	641066	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	4430	98100	SH	DEFINE

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

E.ON AG	SPONSORED ADR	268780103	108	2385	SH	DEFINE
EAGLE HOSPITALITY PROPERTIES	COM	26959T102	10367	929800	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	42228	1148430	SH	DEFINE
EASTERN CO (THE)	COM	276317104	204	7500	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	559	8822	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	1	13	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	537304	23816649	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	10049	445420	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	13366	592470	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	1192	52851	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	2656	117712	SH	DEFINE
EATON CORP	COM	278058102	4651	55658	SH	DEFINE
EBAY INC	COM	278642103	14793	446257	SH	DEFINE
EBAY INC	COM	278642103	10	306	SH	DEFINE
EBAY INC	COM	278642103	298	9000	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	148020	3408238	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	25378	584336	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	35	800	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	7670	176600	SH	DEFINE
ECOLAB INC	COM	278865100	147	3407	SH	DEFINE
ECOLAB INC	COM	278865100	1086	25250	SH	DEFINE
ECOLAB INC	COM	278865100	33143	770760	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COM	278878103	2400	202000	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	39	800	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	263754	5368500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2535	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	156	3073	SH	DEFINE
EHEALTH INC	COM	28238P109	862	36600	SH	DEFINE
EL PASO CORP	COM	28336L109	680472	47026408	SH	DEFINE
EL PASO CORP	COM	28336L109	28136	1944408	SH	DEFINE
EL PASO CORP	COM	28336L109	2491	172128	SH	DEFINE
EL PASO CORP	COM	28336L109	23891	1651080	SH	DEFINE
EL PASO CORP	COM	28336L109	314	21702	SH	DEFINE
EL PASO CORP	COM	28336L109	4781	330410	SH	DEFINE
EL PASO CORP	COM	28336L109	730	50450	SH	DEFINE
EL PASO CORP	COM	28336L109	59232	4093418	SH	DEFINE
EL PASO CORP	COM	28336L109	9411	650349	SH	DEFINE
EL PASO CORP	COM	28336L109	1043	72083	SH	DEFINE
ELBIT SYSTEMS LTD	COM	M3760D101	15899	107064	SH	DEFINE
ELDORADO GOLD CORP	COM	284902103	17854	2645000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COM	285229100	32791	1704333	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1	23	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	351	6960	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	5809	115345	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	43714	868032	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	111	2200	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	19	370	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	628033	22689060	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	22339	807027	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	26629	962040	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2486	89827	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	1656	59811	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	3062	110628	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	56097	2026627	SH	DEFINE
ELI LILLY & CO	COM	532457108	1544	28750	SH	DEFINE
ELI LILLY & CO	COM	532457108	21484	400000	SH	DEFINE
ELI LILLY & CO	COM	532457108	403	7502	SH	DEFINE
ELI LILLY & CO	COM	532457108	5575	103801	SH	DEFINE
ELI LILLY & CO	COM	532457108	11405	212336	SH	DEFINE
EMAGEON INC	COM	29076V109	600	54500	SH	DEFINE
EMBARQ CORP	COM	29078E105	119753	2125173	SH	DEFINE
EMBARQ CORP	COM	29078E105	2010	35664	SH	DEFINE

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

EMBARQ CORP	COM	29078E105	7	127	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	11866	258752	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	170567	3719287	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	1642	35800	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	39678	865202	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	8635	188280	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	177581	3872248	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	1477	32217	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	82	1780	SH	DEFINE
EMC CORP	COM	268648102	13850	1000000	SH	DEFINE
EMC CORP	COM	268648102	25787	1861901	SH	DEFINE
EMC CORP	COM	268648102	9	635	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	20920	354700	SH	DEFINE
EMDEON CORP	COM	290849108	1307	86417	SH	DEFINE
EMDEON CORP	COM	290849108	29	1948	SH	DEFINE
EMDEON CORP	COM	290849108	25216	1666620	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	4730	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	74	3885	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	43090	1000000	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	1	25	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	20676	479822	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	11449	571900	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	6006	300000	SH	DEFINE
EMULEX CORP	COM	292475209	3945	215700	SH	DEFINE
ENBRIDGE INC	COM	29250N105	35494	942498	SH	DEFINE
ENCANA CORP	COM	292505104	248939	4262649	SH	DEFINE
ENCANA CORP	COM	292505104	6505	128171	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	905	16915	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1223	41600	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1115	37940	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	95636	3252911	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	65	2200	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	9	320	SH	DEFINE
ENERGEN CORP	COM	29265N108	39516	776500	SH	DEFINE
ENERGEN CORP	COM	29265N108	198	3900	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	3071	35986	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	37	435	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	226	9286	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	133858	5495000	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	882	20895	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	6882	106150	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	30574	471608	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	9550	147305	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	34310	529232	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	5157	94800	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2442	44891	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2502	46000	SH	DEFINE
ENTEGRIS INC	COM	29362U104	4026	376307	SH	DEFINE
ENTEGRIS INC	COM	29362U104	10	900	SH	DEFINE
ENERGY CORP	COM	29364G103	80767	769800	SH	DEFINE
ENERGY CORP	COM	29364G103	29	275	SH	DEFINE
ENERGY CORP	COM	29364G103	2893	27576	SH	DEFINE
ENERGY CORP	COM	29364G103	188930	1800701	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	COM	293792107	3526	110893	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	52	855	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	735	12200	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	31902	529500	SH	DEFINE
ENTRUST INC	COM	293848107	6786	1683979	SH	DEFINE
ENTRUST INC	COM	293848107	11076	2748500	SH	DEFINE
EOG RESOURCES INC	COM	26875P101	537	7525	SH	DEFINE
EQUIFAX INC	COM	294429105	14580	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	186	5116	SH	DEFINE

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

EQUINIX INC	COM	29444U502	1665	19448	SH	DEFINE
EQUINIX INC	COM	29444U502	8024	93700	SH	DEFINE
EQUINIX INC	COM	29444U502	67503	788310	SH	DEFINE
EQUITY INNS INC	COM	294703103	780	47600	SH	DEFINE
EQUITY INNS INC	COM	294703103	732	44665	SH	DEFINE
EQUITY INNS INC	COM	294703103	239	14600	SH	DEFINE
EQUITY INNS INC	COM	294703103	2704	165100	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	63	1300	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	3118	64651	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	ADR B SEK 10	294821608	10688	288170	SH	DEFINE
ERIE INDY CO	COM	29530P102	180898	3428046	SH	DEFINE
ERIE INDY CO	COM	29530P102	26	500	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	55433	1236800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	2073	46260	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COM	296650104	3065	156000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	9730	199177	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	28841	816100	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	7	196	SH	DEFINE
EUROBANCSHARES INC	COM	298716101	168	18568	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	543	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	1543	16048	SH	DEFINE
EXAR CORP	COM	300645108	7443	562132	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	6655	401400	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	186	11200	SH	DEFINE
EXELIXIS INC	COM	30161Q104	2783	280000	SH	DEFINE
EXELON CORP	COM	30161N101	3	50	SH	DEFINE
EXELON CORP	COM	30161N101	11148	162244	SH	DEFINE
EXELON CORP	COM	30161N101	164588	2395404	SH	DEFINE
EXPEDIA INC	COM	30212P105	342960	14795520	SH	DEFINE
EXPEDIA INC	COM	30212P105	20933	903060	SH	DEFINE
EXPEDIA INC	COM	30212P105	6956	300100	SH	DEFINE
EXPEDIA INC	COM	30212P105	21255	916970	SH	DEFINE
EXPEDIA INC	COM	30212P105	12	500	SH	DEFINE
EXPEDIA INC	COM	30212P105	2168	93530	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	124	3012	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	101153	2448050	SH	DEFINE
EXPONENT INC	COM	30214U102	2793	140000	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1127	13956	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	442	5470	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1096	13575	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	91956	1139197	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	137	1700	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	22	270	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	39060	2062300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	15113	200300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	5164	68447	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	23214	307671	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	363032	4811559	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	79403	1052391	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	400	5300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	51	670	SH	DEFINE
F5 NETWORKS INC	COM	315616102	1442	21630	SH	DEFINE
F5 NETWORKS INC	COM	315616102	94092	1411100	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	1816	28888	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	1857	29550	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	102877	1636860	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	NOTE 5.000%11/0	303727AJ0	3478	3500000	PRN	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	204	10600	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	233471	7882200	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	89	3000	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	120	4060	SH	DEFINE
FANNIE MAE	COM	313586109	98690	1808175	SH	DEFINE

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

FANNIE MAE	COM	313586109	58974	1080500	SH	DEFINE
FANNIE MAE	COM	313586109	1571	28777	SH	DEFINE
FANNIE MAE	COM	313586109	188	3450	SH	DEFINE
FANNIE MAE	COM	313586109	9877	180971	SH	DEFINE
FANNIE MAE	COM	313586109	30154	552468	SH	DEFINE
FANNIE MAE	COM	313586109	5471	100244	SH	DEFINE
FANNIE MAE	COM	313586109	6006	110037	SH	DEFINE
FANNIE MAE	COM	313586109	8	150	SH	DEFINE
FARMER BROS CO	COM	307675108	47523	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	26650	923112	SH	DEFINE
FASTENAL CO	COM	311900104	829	23648	SH	DEFINE
FASTENAL CO	COM	311900104	1926	54950	SH	DEFINE
FASTENAL CO	COM	311900104	57290	1634530	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	20543	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	4	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COM	313148306	8004	294268	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	67998	4381302	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	16	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	166	10678	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COM	31410H101	13586	301586	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	2	61	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	14015	381684	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	106	2900	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	17	470	SH	DEFINE
FEDEX CORP	COM	31428X106	1	8	SH	DEFINE
FEDEX CORP	COM	31428X106	343	3190	SH	DEFINE
FEDEX CORP	COM	31428X106	5690	52963	SH	DEFINE
FEDEX CORP	COM	31428X106	33407	310964	SH	DEFINE
FEDEX CORP	COM	31428X106	129	1200	SH	DEFINE
FEDEX CORP	COM	31428X106	17	160	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	649	25000	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	17	650	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	39028	1502800	SH	DEFINE
FELCOR LODGING TRUST INC	PRF CV A \$1.95	31430F200	82528	3200000	SH	DEFINE
FERRO ALLOYS CORP LTD	COM	315405100	241	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	31620R105	12683	528228	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	31620R105	5551	231203	SH	DEFINE
FIDELITY NATIONAL INFORMATION SVCS	COM	31620M106	332	7293	SH	DEFINE
FIDELITY NATIONAL INFORMATION SVCS	COM	31620M106	5	104	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	1	14	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	845	21831	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	320740	8290000	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	7935	301483	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	8189	311150	SH	DEFINE
FIRST AMERICAN CORP	COM	318522307	303	5975	SH	DEFINE
FIRST AMERICAN CORP	COM	318522307	9	174	SH	DEFINE
FIRST COMMUNITY BANCORP	COM	31983B101	54793	969103	SH	DEFINE
FIRST DATA CORP	COM	319963104	1045	38840	SH	DEFINE
FIRST DATA CORP	COM	319963104	7012	260653	SH	DEFINE
FIRST DATA CORP	COM	319963104	3746	139257	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COM	32006W106	6745	235000	SH	DEFINE
FIRST HORIZON NATIONAL CORP	COM	320517105	203	4900	SH	DEFINE
FIRST INDIANA CORP	COM	32054R108	7665	350816	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	1391	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	8358	600835	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COM	33610F109	17545	614100	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	4082	358700	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	140	12300	SH	DEFINE
FIRST ST BANCORPORATION	COM	336453105	6053	268431	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1	9	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	279	4210	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	3791	57230	SH	DEFINE

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

FIRSTENERGY CORP	COM	337932107	1091060	16471314	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	14	210	SH	DEFINE
FIRSTSERVICE CORP	COM	33761N109	642	20200	SH	DEFINE
FISERV INC	COM	337738108	1458	27486	SH	DEFINE
FLAMEL TECHNOLOGIES SA	SPONSORED ADR	338488109	261	10200	SH	DEFINE
FLAMEL TECHNOLOGIES SA	SPONSORED ADR	338488109	1262	49300	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COM	339382103	3452	225000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	178625	16327697	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	118757	10855270	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	28768	2629615	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	71280	6515540	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	151	13800	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	329	30038	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	25926	2369850	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	2400	219400	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	634	57930	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	38042	1066495	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	191331	5363920	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	61	1700	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	16	450	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	29499	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	717902	12054340	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	234	3734	SH	DEFINE
FLOTEK INDUSTRIES INC	COM	343389102	5116	179500	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	14108	246695	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	33016	577300	SH	DEFINE
FLUOR CORP	COM	343412102	835	9310	SH	DEFINE
FMC CORP	COM	302491303	11329	150192	SH	DEFINE
FMC CORP	COM	302491303	15779	209186	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	998	14309	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	60488	867086	SH	DEFINE
FOCUS MEDIA HOLDING LTD	SPONSORED ADR	34415V109	17798	226846	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPON ADR UNITS	344419106	131369	1190045	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPON ADR UNITS	344419106	960	8700	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPON ADR UNITS	344419106	19394	175686	SH	DEFINE
FORCE PROTECTION INC	COM	345203202	1512	80600	SH	DEFINE
FORD MOTOR CO	COM	345370860	8679	1100000	SH	DEFINE
FORD MOTOR CO	COM	345370860	120	15264	SH	DEFINE
FORD MOTOR CO	COM	345370860	2	265	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	221	6180	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	16092	450000	SH	DEFINE
FORDING CANADIAN COAL TR	COM	345425102	5800	260236	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	131	1985	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	125795	1900800	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	913	17740	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	34	663	SH	DEFINE
FOREST OIL CORP	COM	346091705	149	4475	SH	DEFINE
FOREST OIL CORP	COM	346091705	3337	100000	SH	DEFINE
FORMFACTOR INC	COM	346375108	2164	48348	SH	DEFINE
FORMFACTOR INC	COM	346375108	6678	149240	SH	DEFINE
FORMFACTOR INC	COM	346375108	123835	2767269	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	27270	950830	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	2443	31000	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	122	1544	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1064	13500	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COM	35039W100	5357	156000	SH	DEFINE
FPL GROUP INC	COM	302571104	13759	224933	SH	DEFINE
FPL GROUP INC	COM	302571104	576582	9425900	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	11131	421610	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	25982	984164	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	1312	49710	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COM	352451108	21444	1199979	SH	DEFINE

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

FRANKLIN RESOURCES INC	COM	354613101	60963	504539	SH	DEFINE
FRED'S INC	COM	356108100	5880	400000	SH	DEFINE
FREDDIE MAC	COM	313400301	318630	5356020	SH	DEFINE
FREDDIE MAC	COM	313400301	264	4431	SH	DEFINE
FREDDIE MAC	COM	313400301	285	4795	SH	DEFINE
FREDDIE MAC	COM	313400301	3928	66030	SH	DEFINE
FREDDIE MAC	COM	313400301	28486	478840	SH	DEFINE
FREEMONT MCMORAN COPPER & GOLD INC	COM	35671D857	861	13001	SH	DEFINE
FREEMONT MCMORAN COPPER & GOLD INC	COM	35671D857	7811	118016	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	1898	39000	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	22	455	SH	DEFINE
FSI INTERNATIONAL INC	COM	302633102	2682	600000	SH	DEFINE
FUJIFILM HOLDINGS CORP	ADR 2 ORD	35958N107	28949	708660	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	45368	2875000	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	3	167	SH	DEFINE
GAIAM INC	COM	36268Q103	9951	632210	SH	DEFINE
GALLAHER GROUP PLC	SPONSORED ADR	363595109	259	2900	SH	DEFINE
GAMESTOP CORP	COM	36467W109	30	934	SH	DEFINE
GAMESTOP CORP	COM	36467W109	3005	92251	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	118444	5834700	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	39879	1964500	SH	DEFINE
GANNETT CO INC	COM	364730101	43042	764650	SH	DEFINE
GANNETT CO INC	COM	364730101	2651	47100	SH	DEFINE
GANNETT CO INC	COM	364730101	2	29	SH	DEFINE
GANNETT CO INC	COM	364730101	442	7860	SH	DEFINE
GANNETT CO INC	COM	364730101	3567	63371	SH	DEFINE
GANNETT CO INC	COM	364730101	15124	268686	SH	DEFINE
GANNETT CO INC	COM	364730101	158	2800	SH	DEFINE
GANNETT CO INC	COM	364730101	18	320	SH	DEFINE
GAP INC	COM	364760108	94903	5514431	SH	DEFINE
GAP INC	COM	364760108	4801	278960	SH	DEFINE
GAP INC	COM	364760108	1351	78486	SH	DEFINE
GAP INC	COM	364760108	1368	79500	SH	DEFINE
GAP INC	COM	364760108	1013	58843	SH	DEFINE
GAP INC	COM	364760108	15844	920620	SH	DEFINE
GARDNER DENVER INC	COM	365558105	128	3663	SH	DEFINE
GARDNER DENVER INC	COM	365558105	25032	718290	SH	DEFINE
GARMIN LTD	COM	G37260109	1490	27517	SH	DEFINE
GARMIN LTD	COM	G37260109	3284	60650	SH	DEFINE
GARMIN LTD	COM	G37260109	107330	1982092	SH	DEFINE
GATEWAY INC	COM	367626108	657	300000	SH	DEFINE
GATEWAY INC	COM	367626108	22	10000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COM	367905106	15491	293000	SH	DEFINE
GEHL CO	COM	368483103	7614	300000	SH	DEFINE
GEN-PROBE INC	COM	36866T103	4274	90790	SH	DEFINE
GENCORP INC	COM	368682100	38002	2745788	SH	DEFINE
GENENTECH INC	COM	368710406	186	2261	SH	DEFINE
GENENTECH INC	COM	368710406	82120	1000000	SH	DEFINE
GENENTECH INC	COM	368710406	282	3430	SH	DEFINE
GENENTECH INC	COM	368710406	25944	315925	SH	DEFINE
GENENTECH INC	COM	368710406	120949	1472836	SH	DEFINE
GENENTECH INC	COM	368710406	14	170	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2712	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	76400	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	15	200	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	612	8013	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1284683	36331521	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3514	99380	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	67180	1899900	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	255610	7228800	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4516	127709	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	48446	1370070	SH	DEFINE

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

GENERAL ELECTRIC CO	COM	369604103	279991	7918286	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	177	5000	SH CALL	DEFINE
GENERAL ELECTRIC CO	COM	369604103	419922	11875626	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2033	57500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6931	196020	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	105662	2988177	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	43	1220	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	141	2185	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	4566	70712	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	49415	765290	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	2628	40700	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	846	13100	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	8691	134600	SH	DEFINE
GENERAL MILLS INC	COM	370334104	106816	1834701	SH	DEFINE
GENERAL MILLS INC	COM	370334104	19988	343326	SH	DEFINE
GENERAL MILLS INC	COM	370334104	2863	49177	SH	DEFINE
GENERAL MILLS INC	COM	370334104	21	354	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	300978	9823041	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	12256	400000	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	82	2661	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	13	420	SH	DEFINE
GENERAL MOTORS CORP	DEB SR CV C 33	370442717	5335	235000	SH	DEFINE
GENESEE & WYOMING INC	COM	371559105	37351	1403641	SH	DEFINE
GENLYTE GROUP INC	COM	372302109	21744	308200	SH	DEFINE
GENTEX CORP	COM	371901109	9346	575143	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	1181	60000	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	4322	219500	SH	DEFINE
GENUINE PARTS CO	COM	372460105	51	1050	SH	DEFINE
GENUINE PARTS CO	COM	372460105	18395	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	17995	367254	SH	DEFINE
GENUINE PARTS CO	COM	372460105	172	3501	SH	DEFINE
GENUINE PARTS CO	COM	372460105	12365	252341	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	55904	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	128	3650	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	8	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	771	12849	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	26883	447900	SH	DEFINE
GEOMET INC	COM	37250U201	4586	520000	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	43994	3744200	SH	DEFINE
GFI GROUP INC	COM	361652209	5537	81460	SH	DEFINE
GFI GROUP INC	COM	361652209	11072	162900	SH	DEFINE
GFI GROUP INC	COM	361652209	204	3000	SH	DEFINE
GIANT INDUSTRIES INC	COM	374508109	4344	57420	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COM	374689107	53778	2377441	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	208213	3061956	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	219	2867	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	19761	258308	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	77	1000	SH CALL	DEFINE
GILEAD SCIENCES INC	COM	375558103	124917	1632900	SH	DEFINE
GLATFELTER	COM	377316104	23027	1544400	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	36449	659591	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	6722	121645	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	3479	62952	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	23508	425400	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	24	870	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	6490	240200	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	16386	895900	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	37	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	3658	200000	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	1487	43650	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	37	1082	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	105198	3088620	SH	DEFINE

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

GLOBALSANTAFE CORP	COM	G3930E101	571	9250	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	5551	90000	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	35	3455	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	26858	2688500	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	15792	854528	SH	DEFINE
GOLDCORP INC	COM	380956409	1166	42080	SH	SOLE
GOLDCORP INC	COM	380956409	17	600	SH	DEFINE
GOLDCORP INC	COM	380956409	31	1300	SH	DEFINE
GOLDCORP INC	COM	380956409	90895	3590490	SH	DEFINE
GOLDEN STAR RESOURCES LTD	COM	38119T104	6883	1450000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	218	1053	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	393	1900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	38275	185236	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	413	2000	SH CALL	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	91430	442480	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	103	500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	17	80	SH	DEFINE
GOODRICH CORP	COM	382388106	1083	21045	SH	DEFINE
GOODRICH CORP	COM	382388106	12812	248875	SH	DEFINE
GOOGLE INC	COM	38259P508	274	599	SH	DEFINE
GOOGLE INC	COM	38259P508	6872	15000	SH	DEFINE
GOOGLE INC	COM	38259P508	3622	7906	SH	DEFINE
GOOGLE INC	COM	38259P508	133276	290894	SH	DEFINE
GRACO INC	COM	384109104	87816	2242483	SH	DEFINE
GRACO INC	COM	384109104	110	2800	SH	DEFINE
GRACO INC	COM	384109104	2699	68915	SH	DEFINE
GRAINGER W W INC	COM	384802104	440	5700	SH	DEFINE
GRAINGER W W INC	COM	384802104	42482	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	806	10440	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	21212	425600	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	639	12815	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	4984	100000	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	4640	2000000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	1310	40374	SH	DEFINE
GREATBATCH INC	COM	39153L106	24221	949831	SH	DEFINE
GREATBATCH INC	COM	39153L106	1135	44500	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COM	393154109	7033	201700	SH	DEFINE
GREENHILL & CO INC	COM	395259104	4598	74900	SH	DEFINE
GREENHILL & CO INC	COM	395259104	141	2300	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COM	398231100	6142	173000	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	SP ADR REP ORD	40051E202	1272	26940	SH	DEFINE
GRUPO TELEVISIA S A	SP ADR REP ORD	40049J206	36	1200	SH	DEFINE
GRUPO TELEVISIA S A	SP ADR REP ORD	40049J206	11744	394100	SH	DEFINE
GSI GROUP INC	COM	36229U102	22967	2317580	SH	DEFINE
GSI GROUP INC	COM	36229U102	7886	795796	SH	DEFINE
GSI GROUP INC	COM	36229U102	4125	416230	SH	DEFINE
GSI GROUP INC	COM	36229U102	144	14575	SH	DEFINE
GSI GROUP INC	COM	36229U102	2662	268610	SH	DEFINE
GTSI CORP	COM	36238K103	3281	298249	SH	DEFINE
GUANGSHEN RAILWAY COMPANY LIMITED	SPONSORED ADR	40065W107	761	24100	SH	DEFINE
GUITAR CENTER INC	COM	402040109	6708	148660	SH	DEFINE
GUITAR CENTER INC	COM	402040109	15815	350500	SH	DEFINE
GYMBOREE CORP	COM	403777105	15331	382600	SH	DEFINE
GYMBOREE CORP	COM	403777105	26	637	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	COM	404052102	2570	150000	SH	DEFINE
H & R BLOCK INC	COM	093671105	245587	11672363	SH	DEFINE
H & R BLOCK INC	COM	093671105	14791	703000	SH	DEFINE
H & R BLOCK INC	COM	093671105	63387	3012671	SH	DEFINE
H & R BLOCK INC	COM	093671105	1063	50500	SH	DEFINE
H & R BLOCK INC	COM	093671105	1083	51476	SH	DEFINE
H & R BLOCK INC	COM	093671105	5875	279236	SH	DEFINE
H J HEINZ CO	COM	423074103	11968	253992	SH	DEFINE

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

HALLIBURTON CO	COM	406216101	1	26	SH	DEFINE
HALLIBURTON CO	COM	406216101	329	10360	SH	DEFINE
HALLIBURTON CO	COM	406216101	1700	53562	SH	DEFINE
HALLIBURTON CO	COM	406216101	235014	7404335	SH	DEFINE
HALLIBURTON CO	COM	406216101	105	3300	SH	DEFINE
HALLIBURTON CO	COM	406216101	17	530	SH	DEFINE
HANCOCK HOLDING CO	COM	410120109	3113	70788	SH	DEFINE
HANDLEMAN CO	COM	410252100	12685	1820000	SH	DEFINE
HANESBRANDS INC	COM	410345102	3	100	SH	DEFINE
HANESBRANDS INC	COM	410345102	265	9026	SH	DEFINE
HANOVER COMPRESSOR CO	COM	410768105	33375	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE 4.750% 3/1	410768AC9	116025	119000000	PRN	DEFINE
HANSEN NATURAL CORP	COM	411310105	341	9000	SH	DEFINE
HANSEN NATURAL CORP	COM	411310105	5099	134600	SH	DEFINE
HANSON PLC	SPONSORED ADR	411349103	647	8000	SH	DEFINE
HARDINGE INC	COM	412324303	22812	872000	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	297667	5066680	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	29375	500000	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	29	500	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	1042	17732	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	8259	140582	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	1692	17611	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	323	3360	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	298	3100	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	158024	1644712	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	106	1100	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	16	170	SH	DEFINE
HARMONY GOLD MINING CO LTD	SPONSORED ADR	413216300	8340	600000	SH	DEFINE
HARRIS CORP	COM	413875105	2930	57512	SH	DEFINE
HARRIS CORP	COM	413875105	15843	310953	SH	DEFINE
HARRIS CORP	COM	413875105	274003	5377875	SH	DEFINE
HARTE HANKS INC	COM	416196103	1317	47750	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	376290	3936912	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	18060	188947	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	6234	65228	SH	DEFINE
HASBRO INC	COM	418056107	48162	1682800	SH	DEFINE
HAVERTY FURNITURE COS INC	COM	419596101	14938	1067000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM	419870100	60817	2340000	SH	DEFINE
HEADWATERS INC	COM	42210P102	22	1000	SH	DEFINE
HEADWATERS INC	COM	42210P102	13245	606167	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/0	42210PAB8	12302	12120000	PRN	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	862	79300	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	199	18347	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	1951	179490	SH	DEFINE
HEALTH NET INC	COM	42222G108	395	7340	SH	DEFINE
HEALTH NET INC	COM	42222G108	27	500	SH	DEFINE
HEALTH NET INC	COM	42222G108	8238	153092	SH	DEFINE
HEALTH NET INC	COM	42222G108	20	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM	421906108	11191	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM	421906108	12826	447695	SH	DEFINE
HEALTHWAYS INC	COM	422245100	6078	130000	SH	DEFINE
HEALTHWAYS INC	COM	422245100	15264	326500	SH	DEFINE
HEALTHWAYS INC	COM	422245100	131	2800	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	5752	243324	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	11756	497300	SH	DEFINE
HELEN OF TROY LTD	COM	G4388N106	204	9000	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	127914AB5	13963	10000000	PRN	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	44129	1183395	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	13099	351281	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	121145	3248730	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	278	5040	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	58190	1054540	SH	DEFINE

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

HERCULES OFFSHORE	COM	427093109	4249	161800	SH	DEFINE
HERMAN MILLER INC	COM	600544100	1406	41984	SH	DEFINE
HERMAN MILLER INC	COM	600544100	17	500	SH	DEFINE
HERMAN MILLER INC	COM	600544100	57876	1728160	SH	DEFINE
HESS CORP	COM	42809H107	12791	230600	SH	DEFINE
HESS CORP	COM	42809H107	1348	24305	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	22349	556771	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3568	88900	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	187	4670	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	44806	1116250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	20621	513721	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	62689	1561764	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	190418	3207314	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	185884	3130943	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	83	1400	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	1573	26500	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	2304	64065	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	178	4950	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	87319	2428223	SH	DEFINE
HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	17128	10500000	PRN	DEFINE
HITTITE MICROWAVE	COM	43365Y104	22	555	SH	DEFINE
HITTITE MICROWAVE	COM	43365Y104	16746	416890	SH	DEFINE
HOME DEPOT INC	COM	437076102	1339	36450	SH	DEFINE
HOME DEPOT INC	COM	437076102	539561	14685928	SH	DEFINE
HOME DEPOT INC	COM	437076102	2037	55441	SH	DEFINE
HOME DEPOT INC	COM	437076102	1941	52830	SH	DEFINE
HOME DEPOT INC	COM	437076102	34237	931880	SH	DEFINE
HOME DEPOT INC	COM	437076102	53964	1468808	SH	DEFINE
HOME DEPOT INC	COM	437076102	180	4900	SH	DEFINE
HOME DEPOT INC	COM	437076102	34	930	SH	DEFINE
HONDA MOTOR CO LTD	AMERN SHS	438128308	2344	67210	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	2525	54811	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	1735	37671	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	25060	544072	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	27015	586518	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	36902	1840506	SH	DEFINE
HORIZON HEALTH CORP	COM	44041Y104	4614	236000	SH	DEFINE
HORIZON HEALTH CORP	COM	44041Y104	147	7500	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	5991	209101	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	5633	196600	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	3438	120000	SH	DEFINE
HOSPIRA INC	COM	441060100	1636	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	1354	33107	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM	44106M102	859	18350	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	82	3110	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	6117	232516	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	52732	2004250	SH	DEFINE
HOT TOPIC INC	COM	441339108	19976	1799600	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	7285	260000	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COM	442487203	21829	867600	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	1778	20245	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	29166	332154	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	1275	14515	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	18850	214665	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	6097	69430	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	SPON ADR H SHS	443304100	615	17700	SH	DEFINE
HUB GROUP INC	COM	443320106	6999	241420	SH	DEFINE
HUB GROUP INC	COM	443320106	235	8100	SH	DEFINE
HUBBELL INC	COM	443510201	1439	29832	SH	DEFINE
HUBBELL INC	COM	443510201	952	19745	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	12312	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	378039	27634406	SH	DEFINE

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

HUDSON CITY BANCORP INC	COM	443683107	775	56624	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	85	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	3693	347700	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	9769	372300	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	28	1067	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	68607	2614577	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	37045	869100	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	7806	128300	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	241199	4653661	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	6	121	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	11317	300100	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	132	3500	SH	DEFINE
IAMGOLD CORP	COM	450913108	5515	619000	SH	DEFINE
IAMGOLD CORP	COM	450913108	11423	1282000	SH	DEFINE
IBERIABANK CORP	COM	450828108	236	4243	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	32387	881276	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	6853	186469	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	11022	299915	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	33	909	SH	DEFINE
IDEARC INC	COM	451663108	1	18	SH	DEFINE
IDEARC INC	COM	451663108	0	10	SH	DEFINE
IDEARC INC	COM	451663108	786	22391	SH	DEFINE
IDEARC INC	COM	451663108	2	46	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	10454	202600	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	51600	1000000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	5907	114477	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	29194	682096	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	590	15900	SH	DEFINE
IMS HEALTH INC	COM	449934108	14830	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1727	58212	SH	DEFINE
IMS HEALTH INC	COM	449934108	16783	565850	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	530	75000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	6517	921850	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	9138	1292500	SH	DEFINE
INDIA FUND INC	COM	454089103	1699	44535	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	13892	892240	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	40297	2588117	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	5707	113570	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	9937	197760	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1782	42095	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	31623	747049	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	5633	133074	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1815	42885	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	343	7900	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	43457	1002000	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	1652	38085	SH	DEFINE
INPHONIC INC	COM	45772G105	4699	431100	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	3671	266430	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	15484	1123680	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	14	1000	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	4777	346690	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	149	10780	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	4475	324730	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	1140	200000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	6006	1053661	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	2091	124560	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	COM	45809F104	175	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COM	45890M109	10059	2619600	SH	DEFINE
INTEL CORP	COM	458140100	1530	80000	SH	DEFINE
INTEL CORP	COM	458140100	3529	184480	SH	DEFINE
INTEL CORP	COM	458140100	15304	800000	SH	DEFINE
INTEL CORP	COM	458140100	2777	145155	SH	DEFINE

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

INTEL CORP	COM	458140100	70598	3690434	SH	DEFINE
INTEL CORP	COM	458140100	541511	28306894	SH	DEFINE
INTEL CORP	COM	458140100	298	15600	SH	DEFINE
INTEL CORP	COM	458140100	47	2470	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	23819	27250000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	3580	29290	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	293	2400	SH	DEFINE
INTERMEC INC.	COM	458786100	11220	502257	SH	DEFINE
INTERMEC INC.	COM	458786100	23	1041	SH	DEFINE
INTERMUNE INC	COM	45884X103	1603	65000	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	55	3518	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	1935	122828	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	77803	4939888	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	12609	133770	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	273286	2899281	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	2	23	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	52786	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	6059	64280	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	133838	1419886	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	27109	287598	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	245	2600	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	41	440	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	6663	165017	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	28245	699490	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	283	7000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	767	19000	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	622176	17092737	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	6026	165560	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	584167	16048555	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	2003	55029	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	1210	33252	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	568	15610	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	2305	63312	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	11773	323430	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	87	2390	SH	DEFINE
INTERNATIONAL POWER PLC	SPONSORED ADR	46018M104	1665	21209	SH	DEFINE
INTERNATIONAL ROYALTY CORP	COM	460277106	16720	2477100	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COM	460321201	8717	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	614799	49943018	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	22081	1793744	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	1008	81900	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	695	56470	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	2964	240740	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	1261	102410	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	6070	493100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	63248	5137968	SH	DEFINE
INTERSIL CORP	COM	46069S109	1023	38632	SH	DEFINE
INTERSIL CORP	COM	46069S109	82709	3122285	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	1030	250000	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	4433	933182	SH	DEFINE
INTERVOICE INC	COM	461142101	15525	2338038	SH	DEFINE
INTUIT INC	COM	461202103	2352	85950	SH	DEFINE
INTUIT INC	COM	461202103	8	280	SH	DEFINE
INTUITIVE SURGICAL INC	COM	46120E602	1484	12209	SH	DEFINE
INTUITIVE SURGICAL INC	COM	46120E602	80695	663770	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	7838	199940	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	67	1700	SH	DEFINE
INVESTTOOLS INC	COM	46145P103	6269	451000	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COM	461915100	58360	1003614	SH	DEFINE
INVITROGEN CORP	COM	46185R100	794	12480	SH	DEFINE
INVITROGEN CORP	COM	46185R100	2112	33189	SH	DEFINE
INVITROGEN CORP	COM	46185R100	1352	21238	SH	DEFINE

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

INVITROGEN CORP	NOTE 3.250% 6/1	46185RAM2	307	310000	PRN	DEFINE
IOMAI CORP	COM	46202P103	613	125000	SH	DEFINE
IOMAI CORP	COM	46202P103	1692	345400	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	98699	3421100	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	16358	566996	SH	DEFINE
IPSCO INC	COM	462622101	139743	1063493	SH	DEFINE
IPSCO INC	COM	462622101	10442	68900	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	9034	345729	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	20758	1113630	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	274	14690	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	3669	196820	SH	DEFINE
ISHARES	COHEN&ST RLTY	464287564	864	8392	SH	DEFINE
ISHARES	FTSE XNHUA IDX	464287184	3674	35872	SH	DEFINE
ISHARES	1-3 YR TRS BD	464287457	362	4499	SH	DEFINE
ISHARES	LEHMAN AGG BND	464287226	640	6388	SH	DEFINE
ISHARES	7-10 YR TRS BD	464287440	510	6135	SH	DEFINE
ISHARES	MSCI EAFE IDX	464287465	25761	337800	SH	DEFINE
ISHARES	MSCI EMERG MKT	464287234	37812	324568	SH	DEFINE
ISHARES	MSCI HONG KONG	464286871	1225	76300	SH	DEFINE
ISHARES	MSCI JAPAN	464286848	16	1100	SH	DEFINE
ISHARES	MSCI JAPAN	464286848	3189	218104	SH	DEFINE
ISHARES	RUSSELL1000VAL	464287598	318	3821	SH	DEFINE
ISHARES	RUSSELL MCP GR	464287481	900	8450	SH	DEFINE
ISHARES	S&P EURO PLUS	464287861	227	2100	SH	DEFINE
ISHARES	S&P 500 INDEX	464287200	11491	80743	SH	DEFINE
ISHARES	S&P MIDCAP 400	464287507	1383	16345	SH	DEFINE
ISHARES	S&P SMLCAP 600	464287804	542	7983	SH	DEFINE
ISHARES	S&P/TOPIX 150	464287382	230	1800	SH	DEFINE
ISHARES	RUSL 2000 VALU	64287630	2487	30700	SH	DEFINED
ISHARES	DJ SEL DIV INX	464287168	5147	72034	SH	DEFINE
ISHARES	RUSSELL 2000	464287655	446	5618	SH	DEFINE
ISHARES	RUSSELL 3000	464287689	908	11000	SH	DEFINE
ISHARES	DJ US UTILS	464287697	629	6475	SH	DEFINE
ISHARES	US TIPS BD FD	464287176	2813	27849	SH	DEFINE
ISTA PHARMACEUTICALS INC	COM	45031X204	2654	313300	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	18114	386806	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	1699	36271	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	408	8711	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	98685	2107300	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	2749	58700	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	805	17200	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	11539	246400	SH	DEFINE
ITLA CAPITAL CORP	COM	450565106	23190	445796	SH	DEFINE
ITRON INC	COM	465741106	8532	131180	SH	DEFINE
ITT CORP	COM	450911102	2230	36974	SH	DEFINE
IVAX CORP	NOTE 4.500% 5/1	465823AG7	5063	5000000	PRN	DEFINE
IXIA	COM	45071R109	17008	1828792	SH	DEFINE
IXIA	COM	45071R109	23233	2498200	SH	DEFINE
J CREW GROUP INC	COM	46612H402	8058	200600	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	23	1062	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	32971	1539963	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COM	468202106	12827	398600	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	1805	38700	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	5	108	SH	DEFINE
JARDEN CORP	COM	471109108	8868	231550	SH	DEFINE
JARDEN CORP	COM	471109108	222	5800	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	10381	545780	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	219	11500	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	1917	100800	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	612	32200	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	8278	435200	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	1232	106997	SH	DEFINE

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

JETBLUE AIRWAYS CORP	COM	477143101	11	987	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	20810	1807989	SH	DEFINE
JETBLUE AIRWAYS CORP	DCV 3.750% 3/1	477143AC5	14981	15000000	PRN	DEFINE
JOHN B SANFILIPPO & SON INC	COM	800422107	2599	195000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	COM	409735107	15873	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	63502	1053800	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3184	52830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3027	50240	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	60019	996000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	32487	539122	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	135951	2256066	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	523462	8686725	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	368	6100	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	61	1010	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	2856	30180	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	2	17	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	37848	400000	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	50	525	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	331	3500	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	14484	153080	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	151	1600	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	22	230	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	1841	17653	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	836	8020	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	113988	1093098	SH	DEFINE
JOY GLOBAL INC	COM	481165108	194	4525	SH	DEFINE
JOY GLOBAL INC	COM	481165108	7	153	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	5947	122926	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	13462	278262	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	3784	78207	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	23715	490177	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	51872	1072172	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	496025	10252691	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1415	29242	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	69202	1430377	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	27	560	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1508	76632	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	647	32900	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	3479	176768	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	147569	7498450	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	183	9300	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	27	1390	SH	DEFINE
JUNIPER NETWORKS INC	NOTE 6/1	48203RAC8	1882750	17000000	PRN	DEFINE
K2 INC	COM	482732104	11015	911060	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	11260	250220	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	90	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	41533	1167300	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	21	600	SH	DEFINE
KAYDON CORP	COM	486587108	5448	128000	SH	DEFINE
KB HOME	COM	48666K109	100	2350	SH	DEFINE
KB HOME	COM	48666K109	1345	31520	SH	DEFINE
KB HOME	COM	48666K109	60399	1415500	SH	DEFINE
KELLOGG CO	COM	487836108	977	19000	SH	DEFINE
KELLWOOD CO	COM	488044108	23053	786000	SH	DEFINE
KELLWOOD CO	COM	488044108	29281	998320	SH	DEFINE
KELLY SERVICES INC	COM	488152208	48519	1506800	SH	DEFINE
KENEXA CORPORATION	COM	488879107	16814	540130	SH	DEFINE
KENNAMETAL INC	COM	489170100	44866	663600	SH	DEFINE
KENNAMETAL INC	COM	489170100	5	76	SH	DEFINE
KENNAMETAL INC	COM	489170100	6345	93850	SH	DEFINE
KENNAMETAL INC	COM	489170100	4	60	SH	DEFINE
KENNAMETAL INC	COM	489170100	338	5000	SH	DEFINE

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

KERYX BIOPHAMACEUTICALS INC	COM	492515101	6834	649657	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COM	492515101	37030	3519970	SH	DEFINE
KEYCORP	COM	493267108	443	11833	SH	DEFINE
KEYSPAN CORP	COM	49337W100	432	10489	SH	DEFINE
KEystone AUTOMOTIVE INDUSTRIES INC	COM	49338N109	9178	272338	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	7828	114300	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	4373	63844	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	86	1755	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	2169	44500	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	44358	910100	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	9207	174768	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	10	98	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	1867	17539	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	21290	200000	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	9480	289213	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	9	263	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	235405	7559334	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	1253	40250	SH	CALL DEFINE
KINGSWAY FINANCIAL SERVICES INC	COM	496904103	116157	5375163	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	172	12500	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	55997	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	48	2425	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	35347	1771800	SH	DEFINE
KKR FINANCIAL CORP	COM	482476306	88	3200	SH	DEFINE
KKR FINANCIAL CORP	COM	482476306	730	26600	SH	DEFINE
KKR FINANCIAL CORP	COM	482476306	121	4400	SH	DEFINE
KKR FINANCIAL CORP	COM	482476306	3456	126000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1	13	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	312	5860	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	391	7338	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	46830	878291	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	144	2700	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	18	340	SH	DEFINE
KNIGHT TRANSPORTATION INC	COM	499064103	14013	786375	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	1305	250000	SH	DEFINE
KOHL'S CORP	COM	500255104	3066	40022	SH	DEFINE
KOHL'S CORP	COM	500255104	9299	121382	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	8000	500000	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	5952	371994	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	13104	819000	SH	DEFINE
KONGZHONG CORP	SPONSORED ADR	50047P104	225	32000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	17114	449174	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	32457	851879	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	661	17355	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	9216	241884	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	77872	863805	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	221312	2454936	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	24108	267417	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	16020	177700	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	541	6000	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1304	14463	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1715	19027	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	7253	80457	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	5948	65979	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1521	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	3830	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	11522	576083	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	9665	483230	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	15	735	SH	DEFINE
KORN/FERRY INTERNATIONAL	COM	500643200	6448	281066	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	825	150000	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	6390	1161791	SH	DEFINE

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

KRAFT FOODS INC	COM	50075N104	3261	103000	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	140799	4447221	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	4844	152993	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	1150	36333	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	4179	131995	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	37	1176	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	6	201	SH	DEFINE
KROGER CO	COM	501044101	52291	1851010	SH	DEFINE
KROGER CO	COM	501044101	5588	197800	SH	DEFINE
KROGER CO	COM	501044101	198282	7018845	SH	DEFINE
KROGER CO	COM	501044101	28710	1016277	SH	DEFINE
KROGER CO	COM	501044101	407	14400	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	608006	27155244	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	117780	5260388	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6515	290972	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	31764	1418672	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	3017	134732	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6233	278361	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	26	1160	SH	DEFINE
L-3 COMMUNICATIONS CORP	COM	502424104	9487	108455	SH	DEFINE
LA-Z-BOY INC	COM	505336107	27720	2239100	SH	DEFINE
LABOPHARM INC	COM	504905100	527	79900	SH	DEFINE
LABOPHARM INC	COM	504905100	2699	409600	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	128	1758	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	51	700	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	759	10455	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	29861	411136	SH	DEFINE
LABRANCHE & CO INC	COM	505447102	104	12800	SH	DEFINE
LADISH CO INC	COM	505754200	1995	53000	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	131	2765	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	52	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	93375	1972430	SH	DEFINE
LAMAR ADVERTISING CO	COM	512815101	978	15525	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	5210	117900	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	18	400	SH	DEFINE
LANDAMERICA FINANCIAL GROUP INC	COM	514936103	23058	311970	SH	DEFINE
LANDAMERICA FINANCIAL GROUP INC	COM	514936103	4	55	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	4616	53300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	107	2300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	43676	942100	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	821	17700	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	431	9300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	3259	70300	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	9789	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	68	1547	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	11363	312000	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	109	3000	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	1564	23700	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	1859	173730	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	15843	1480690	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	16330	1526160	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	3396	317360	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	254	23720	SH	DEFINE
LEAR CORP	COM	521865105	62373	1708388	SH	DEFINE
LEAR CORP	COM	521865105	852	23330	SH	DEFINE
LEAR CORP	COM	521865105	790	21650	SH	DEFINE
LEAR CORP	COM	521865105	11	300	SH	DEFINE
LEAR CORP	COM	521865105	3673	100600	SH	DEFINE
LECG CORP	COM	523234102	17382	1200431	SH	DEFINE
LECG CORP	COM	523234102	11958	825800	SH	DEFINE
LEGG MASON INC	COM	524901105	384615	4082528	SH	DEFINE
LEGG MASON INC	COM	524901105	6389	67818	SH	DEFINE

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

LEGETT & PLATT INC	COM		524660107	100224	4421000	SH	DEFINE
LEGETT & PLATT INC	COM		524660107	41	1800	SH	DEFINE
LEGETT & PLATT INC	COM		524660107	723	31900	SH	DEFINE
LEGETT & PLATT INC	COM		524660107	8493	374631	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM		524908100	5227	74600	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM		524908100	7602	108494	SH	DEFINE
LENNAR CORP	COM		526057104	20527	486300	SH	DEFINE
LENNAR CORP	COM		526057104	104	2470	SH	DEFINE
LENNAR CORP	COM		526057104	29	682	SH	DEFINE
LENNAR CORP	COM		526057104	64666	1532000	SH	DEFINE
LENNAR CORP	COM		526057302	1893	48000	SH	DEFINE
LENNAR CORP	COM		526057302	9	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COM		526107107	31095	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COM		527288104	575	19544	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE	3.750% 4/1	527288AX2	5184	3600000	PRN	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM		52729N100	49	8100	SH	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM		52729N100	3402	557700	SH	DEFINE
LEXINGTON REALTY TRUST	COM		529043101	20	945	SH	DEFINE
LEXINGTON REALTY TRUST	COM		529043101	16268	769900	SH	DEFINE
LEXINGTON REALTY TRUST	PFD	CONV SER C	529043309	67643	1450000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM		529771107	228	3900	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM		529771107	680	11629	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM		529771107	82	1400	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM		529771107	13	220	SH	DEFINE
LIBERTY GLOBAL INC	COM		530555101	2936	89150	SH	DEFINE
LIBERTY GLOBAL INC	COM		530555309	224	7302	SH	DEFINE
LIBERTY MEDIA CORP	DEB	3.250% 3/1	530715AR2	8535	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP- INTERACTI	COM		53071M104	1215	51008	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM		53071M302	311688	2818414	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM		53071M302	1037	9379	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM		53071M302	2	22	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB	3.500% 1/1	530715AN1	6642	8000000	PRN	DEFINE
LIBERTY PROPERTY TRUST	COM		531172104	81	1665	SH	DEFINE
LIBERTY PROPERTY TRUST	COM		531172104	9226	189377	SH	DEFINE
LIBERTY PROPERTY TRUST	COM		531172104	37680	773400	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	505	13200	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	998	26100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	1	31	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	14518	379850	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	1	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	15103	395170	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	149	3900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	23	600	SH	DEFINE
LIMITED BRANDS INC	COM		532716107	288	11050	SH	DEFINE
LIMITED BRANDS INC	COM		532716107	10	374	SH	DEFINE
LINCOLN NATIONAL CORP	COM		534187109	22919	338093	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM		535678106	1390	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM		535678106	3915	123920	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM		535678106	5391	170655	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM		536252109	16425	3226899	SH	DEFINE
LIONS GATE ENTMT CORP	COM		535919203	6949	608500	SH	DEFINE
LIONS GATE ENTMT CORP	COM		535919203	224	19600	SH	DEFINE
LIVE NATION	COM		538034109	1	55	SH	DEFINE
LIVE NATION	COM		538034109	1379	62500	SH	DEFINE
LIVE NATION	COM		538034109	0	21	SH	DEFINE
LIVE NATION	COM		538034109	3	124	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	448	10460	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	2496	58250	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	1328	31000	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	627	14625	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	3658	85370	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR		539439109	8377	188380	SH	DEFINE

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

LOCKHEED MARTIN CORP	COM	539830109	48510	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	9277	95615	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	28	289	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	9163	94440	SH	DEFINE
LOEWS CORP	COM	540424108	22261	490000	SH	DEFINE
LOEWS CORP	COM	540424108	536	11794	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1363	48986	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1322	47500	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	92808	3334807	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COM	542312103	33015	500000	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COM	542312103	79	1200	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	1	17	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	319	10130	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	9675	307240	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	28763	913406	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	98	3100	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	13	420	SH	DEFINE
LOWE'S COMPANIES INC	NOTE 2/1	548661CF2	1348282	13000000	PRN	DEFINE
LSI LOGIC CORP	COM	502161102	324911	31121763	SH	DEFINE
LSI LOGIC CORP	COM	502161102	2	230	SH	DEFINE
LUNDIN MINING CORP	COM	550372106	8129	632600	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	956	30000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	5794	181900	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1210	38000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	15925	500000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	1	22	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	271	9040	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	60	2000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	241174	8047169	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	108	3600	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	13	430	SH	DEFINE
M & T BANK CORP	COM	55261F104	2417	20865	SH	DEFINE
M & T BANK CORP	COM	55261F104	18	156	SH	DEFINE
M/I HOMES INC	COM	55305B101	40202	1514200	SH	DEFINE
MACERICH CO	COM	554382101	152	1650	SH	DEFINE
MACERICH CO	COM	554382101	1552	16800	SH	DEFINE
MACERICH CO	COM	554382101	107211	1160800	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO TR	COM	55607X108	930	23660	SH	DEFINE
MAGNA INTERNATIONAL INC	COM	559222401	21228	245072	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	142	4000	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	1618	45500	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	391	11000	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	6347	178500	SH	DEFINE
MAINE & MARITIMES CORP	COM	560377103	528	27800	SH	DEFINE
MANITOWOC CO INC	COM	563571108	14	220	SH	DEFINE
MANITOWOC CO INC	COM	563571108	17553	276300	SH	DEFINE
MANNKIND CORP	COM	56400P201	715	50000	SH	DEFINE
MANNKIND CORP	COM	56400P201	14	1000	SH	DEFINE
MANNKIND CORP	COM	56400P201	22463	1570850	SH	DEFINE
MANNKIND CORP	NOTE 3.750%12/1	56400PAA0	1493	1500000	PRN	DEFINE
MANPOWER INC	COM	56418H100	2716	36823	SH	DEFINE
MANPOWER INC	COM	56418H100	3	35	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	34450	1000000	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	340743	8582956	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	277	8054	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2238	22646	SH	DEFINE
MARATHON OIL CORP	COM	565849106	7536	76252	SH	DEFINE
MARCHEX INC	COM	56624R108	18248	1191100	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	11935	623904	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	199	10380	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	121479	6350183	SH	DEFINE
MARKETAXESS HOLDINGS INC	COM	57060D108	5842	349000	SH	DEFINE

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

MARKETAXESS HOLDINGS INC	COM	57060D108	244	14600	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COM	571903202	1921	39240	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2087	71258	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	606	20675	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	335	11443	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	34224	1168465	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	103	3500	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14	490	SH	DEFINE
MARSHALL & ILSLEY CORP	COM	571834100	1640	35414	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COM	573284106	2849	21069	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	572	34033	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	1681	99975	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	4612	274390	SH	DEFINE
MASCO CORP	COM	574599106	3258	118900	SH	DEFINE
MASCO CORP	COM	574599106	851	31060	SH	DEFINE
MASCO CORP	COM	574599106	22250	812030	SH	DEFINE
MASSEY ENERGY CO	COM	576206106	49353	2057212	SH	DEFINE
MASSEY ENERGY CO	COM	576206106	101	4200	SH	DEFINE
MATRIA HEALTHCARE INC	COM	576817209	4547	172510	SH	DEFINE
MATTEL INC	COM	577081102	1025	37160	SH	DEFINE
MATTEL INC	COM	577081102	332268	12051781	SH	DEFINE
MATTEL INC	COM	577081102	27577	1000247	SH	DEFINE
MATTEL INC	COM	577081102	51	1865	SH	DEFINE
MATTEL INC	COM	577081102	4148	150436	SH	DEFINE
MAX RE CAPITAL LTD	COM	G6052F103	5850	229600	SH	DEFINE
MAX RE CAPITAL LTD	COM	G6052F103	125	4900	SH	DEFINE
MB FINANCIAL INC	COM	55264U108	28611	794540	SH	DEFINE
MBIA INC	COM	55262C100	13098	200000	SH	DEFINE
MBIA INC	COM	55262C100	1140	17400	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	98322	2552495	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	305	7909	SH	DEFINE
MCDERMOTT INTERNATIONAL INC	COM	580037109	217	4427	SH	DEFINE
MCDONALD'S CORP	COM	580135101	7546	167500	SH	DEFINE
MCDONALD'S CORP	COM	580135101	3351	74385	SH	DEFINE
MCDONALD'S CORP	COM	580135101	19109	424165	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	24848	395160	SH	DEFINE
MCKESSON CORP	COM	58155Q103	220	3750	SH	DEFINE
MCKESSON CORP	COM	58155Q103	5	81	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	46897	975600	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	116	2405	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	121603	2529700	SH	DEFINE
MDS INC	COM	55269P302	42718	1955051	SH	DEFINE
MDS INC	COM	55269P302	98292	4498505	SH	DEFINE
MDS INC	COM	55269P302	17096	782403	SH	DEFINE
MDS INC	COM	55269P302	7043	322319	SH	DEFINE
MDS INC	COM	55269P302	10317	472195	SH	DEFINE
MDU RESOURCES GROUP INC	COM	552690109	803	27928	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	49520	1605700	SH	DEFINE
MEDAREX INC	COM	583916101	4832	373400	SH	DEFINE
MEDAREX INC	COM	583916101	5326	411600	SH	DEFINE
MEDAREX INC	COM	583916101	118	9100	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3499	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	12947	178502	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	878	12100	SH	DEFINE
MEDICINES CO	COM	584688105	687	27410	SH	DEFINE
MEDICINES CO	COM	584688105	52512	2093763	SH	DEFINE
MEDICURE INC	COM	58469E101	815	636400	SH	DEFINE
MEDIMMUNE INC	COM	584699102	1151	31616	SH	DEFINE
MEDIMMUNE INC	COM	584699102	35410	973082	SH	DEFINE
MEDTRONIC INC	COM	585055106	1460	29750	SH	DEFINE
MEDTRONIC INC	COM	585055106	219	4467	SH	DEFINE
MEDTRONIC INC	COM	585055106	5370	109450	SH	DEFINE

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

MEDTRONIC INC	COM	585055106	46247	942672	SH	DEFINE
MEDTRONIC INC	COM	585055106	41568	847285	SH	DEFINE
MEDTRONIC INC	COM	585055106	162	3300	SH	DEFINE
MEDTRONIC INC	COM	585055106	12	250	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	7489	173600	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	1028	23825	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COM	552715104	3491	57630	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	26941	572600	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	1400	29757	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	76968	1635877	SH	DEFINE
MENTOR CORP	COM	587188103	966	21009	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	497	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COM	588056101	27335	2285500	SH	DEFINE
MERCHANTS GROUP INC	COM	588539106	5153	155800	SH	DEFINE
MERCK & CO INC	COM	589331107	857831	19421113	SH	DEFINE
MERCK & CO INC	COM	589331107	46732	1058002	SH	DEFINE
MERCK & CO INC	COM	589331107	7186	162700	SH	DEFINE
MERCK & CO INC	COM	589331107	35	800	SH	DEFINE
MERCK & CO INC	COM	589331107	22085	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	26603	602285	SH	DEFINE
MERCK & CO INC	COM	589331107	117200	2653391	SH	DEFINE
MERCK & CO INC	COM	589331107	1010864	22885767	SH	DEFINE
MERCK & CO INC	COM	589331107	2986	67595	SH	DEFINE
MERCK & CO INC	COM	589331107	7141	161660	SH	DEFINE
MERCK & CO INC	COM	589331107	138765	3141606	SH	DEFINE
MERCK & CO INC	COM	589331107	8040	182014	SH	DEFINE
MERCK & CO INC	COM	589331107	1270	28749	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	30080	567119	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	122	2300	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	13	500	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	40842	1520260	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	55	1715	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	22	700	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	46501	1447732	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	151924	1860217	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1531	18741	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	884	10825	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1414	17310	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	15339	187817	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	23328	285636	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	48547	594428	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	5892	72141	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1123	13747	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	3389	450000	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	239	31750	SH	DEFINE
METAL MANAGEMENT INC	COM	591097209	5235	113320	SH	DEFINE
METALLICA RESOURCES INC	COM	59125J104	592	100000	SH	DEFINE
METALLICA RESOURCES INC	COM	59125J104	2960	500000	SH	DEFINE
METHANEX CORP	COM	59151K108	11178	434426	SH	DEFINE
METHODE ELECTRONICS INC	COM	591520200	19954	1351013	SH	DEFINE
METLIFE INC	COM	59156R108	29308	464100	SH	DEFINE
METLIFE INC	COM	59156R108	2334	36959	SH	DEFINE
METLIFE INC	COM	59156R108	4	57	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	42886	478800	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	31953	356742	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	110853	1237615	SH	DEFINE
MEXICO FUND INC	COM	592835102	24683	620800	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	31745	538785	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	189	3200	SH	DEFINE
MICREL INC	COM	594793101	276	25000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	5116	143983	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2007	56500	SH	DEFINE

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

MICROCHIP TECHNOLOGY INC	COM	595017104	6582	185250	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	219143	6167841	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	6561	543100	SH	DEFINE
MICROS SYSTEMS INC	COM	594901100	18119	335600	SH	DEFINE
MICROSEMI CORP	COM	595137100	22149	1064344	SH	DEFINE
MICROSEMI CORP	COM	595137100	1166	56050	SH	DEFINE
MICROSEMI CORP	COM	595137100	179855	8642722	SH	DEFINE
MICROSEMI CORP	COM	595137100	175	8400	SH	DEFINE
MICROSEMI CORP	COM	595137100	35	1690	SH	DEFINE
MICROSOFT CORP	COM	594918104	1683986	60422877	SH	DEFINE
MICROSOFT CORP	COM	594918104	38372	1376830	SH	DEFINE
MICROSOFT CORP	COM	594918104	8073	289650	SH	DEFINE
MICROSOFT CORP	COM	594918104	785586	28187499	SH	DEFINE
MICROSOFT CORP	COM	594918104	6696	240241	SH	DEFINE
MICROSOFT CORP	COM	594918104	27870	1000000	SH	DEFINE
MICROSOFT CORP	COM	594918104	26430	948331	SH	DEFINE
MICROSOFT CORP	COM	594918104	96101	3448200	SH	DEFINE
MICROSOFT CORP	COM	594918104	125899	4517384	SH	DEFINE
MICROSOFT CORP	COM	594918104	2742	98400	SH	DEFINE
MICROSOFT CORP	COM	594918104	11589	415810	SH	DEFINE
MICROSOFT CORP	COM	594918104	165411	5935101	SH	DEFINE
MICROSOFT CORP	COM	594918104	16230	582330	SH	DEFINE
MICROSOFT CORP	COM	594918104	2007	72030	SH	DEFINE
MICROTUNE INC	COM	59514P109	4237	1028300	SH	DEFINE
MICROTUNE INC	COM	59514P109	9095	2207490	SH	DEFINE
MIDCAP SPDR TRUST	UNIT SER 1	595635103	5311	34359	SH	DEFINE
MIDLAND CO	COM	597486109	16332	385000	SH	DEFINE
MILLIPORE CORP	COM	601073109	15560	214716	SH	DEFINE
MILLIPORE CORP	COM	601073109	28988	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	12871	177610	SH	DEFINE
MILLIPORE CORP	COM	601073109	430	5929	SH	DEFINE
MILLIPORE CORP	COM	601073109	1465	20220	SH	DEFINE
MILLIPORE CORP	COM	601073109	6588	90900	SH	DEFINE
MILLIPORE CORP	COM	601073109	95	1310	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	526	22100	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COM	602682106	217	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	52037	1237200	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14923	240073	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14670	236000	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	600	110000	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	7249	1330000	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	7445	661220	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	14186	1259834	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	45	4000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	224777	4016740	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	37569	671350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	488	8720	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	56	1000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	147511	2636010	SH	DEFINE
MOLEX INC	COM	608554101	4131	146483	SH	DEFINE
MOLEX INC	COM	608554101	312	11072	SH	DEFINE
MOLEX INC	COM	608554200	3646	146483	SH	DEFINE
MOLEX INC	COM	608554200	142	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COM	60855R100	8996	294070	SH	DEFINE
MOLINA HEALTHCARE INC	COM	60855R100	570	18638	SH	DEFINE
MONACO COACH CORP	COM	60886R103	36521	2292600	SH	DEFINE
MONSANTO CO	COM	61166W101	70172	1276783	SH	DEFINE
MONSANTO CO	COM	61166W101	886	16116	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	43621	2515600	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	10869	626831	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	106	6100	SH	DEFINE
MOODY'S CORP	COM	615369105	144	2318	SH	DEFINE

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

MOODY'S CORP	COM	615369105	30285	488000	SH	DEFINE
MOODY'S CORP	COM	615369105	399	6430	SH	DEFINE
MOODY'S CORP	COM	615369105	2096	33778	SH	DEFINE
MOODY'S CORP	COM	615369105	72023	1160544	SH	DEFINE
MOODY'S CORP	COM	615369105	130	2100	SH	DEFINE
MOODY'S CORP	COM	615369105	22	350	SH	DEFINE
MORGAN STANLEY	COM	617446448	2796	35499	SH	DEFINE
MORGAN STANLEY	COM	617446448	13358	169604	SH	DEFINE
MORGAN STANLEY	COM	617446448	4978	63200	SH	DEFINE
MORGAN STANLEY	COM	617446448	4894	62142	SH	DEFINE
MORGAN STANLEY	COM	617446448	3182	40400	SH	DEFINE
MORGAN STANLEY	COM	617446448	29427	373624	SH	DEFINE
MORGAN STANLEY	COM	617446448	42627	541221	SH	DEFINE
MORGAN STANLEY	COM	617446448	1622	20594	SH	DEFINE
MORGAN STANLEY	COM	617446448	6846	86917	SH	DEFINE
MORGAN STANLEY	COM	617446448	71099	902727	SH	DEFINE
MORGAN STANLEY	COM	617446448	3747	47569	SH	DEFINE
MORGAN STANLEY	COM	617446448	1083	13749	SH	DEFINE
MOSYS INC.	COM	619718109	84	10000	SH	DEFINE
MOTOROLA INC	COM	620076109	20746	1174100	SH	DEFINE
MOTOROLA INC	COM	620076109	243231	13765201	SH	DEFINE
MOTOROLA INC	COM	620076109	4850	274460	SH	DEFINE
MOTOROLA INC	COM	620076109	6631	375265	SH	DEFINE
MOVE INC	COM	62458M108	3386	611160	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	65886	2188900	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	301	10000	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	7	229	SH	DEFINE
MURPHY OIL CORP	COM	626717102	2	31	SH	DEFINE
MURPHY OIL CORP	COM	626717102	807	15108	SH	DEFINE
MURPHY OIL CORP	COM	626717102	3738	70000	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	4136	125335	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	1854	87721	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	305	14440	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	393	18595	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	150866	7136504	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	123	5801	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	16	770	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	862	25000	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	57248	1661290	SH	DEFINE
NABORS INDUSTRIES LTD	NOTE 6/1	629568AK2	826	8000	PRN	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	0	16	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	296	9990	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	4278	144190	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	17647	594780	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	86	2900	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	14	480	SH	DEFINE
NACCO INDUSTRIES INC	COM	629579103	44903	326784	SH	DEFINE
NASDAQ STOCK MARKET INC	COM	631103108	657	22341	SH	SOLE
NASH FINCH CO	COM	631158102	207	6000	SH	DEFINE
NASHUA CORP	COM	631226107	4254	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CAPS UTS EXCHBL	632525309	1672	31375	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	26250	161192	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	45	275	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	2551	237975	SH	DEFINE
NATIONAL CINEMEDIA INC	COM	635309107	4964	185900	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	610	16381	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	16437	350390	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	6384	136100	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	13341	284400	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	141	3000	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	1144	14516	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	9296	354414	SH	DEFINE

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

NATIONAL INSTRUMENTS CORP	COM	636518102	15448	588952	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	26694	343151	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1493	19193	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	4801	61715	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	135377	1740293	SH	DEFINE
NATIONAL RV HOLDINGS INC	COM	637277104	652	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COM	638522102	36720	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	119073	2210794	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	62	1152	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	2838	90800	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	2129	68100	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	722	23100	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	7743	247700	SH	DEFINE
NAVTEQ CORP	COM	63936L100	158259	4587220	SH	DEFINE
NAVTEQ CORP	COM	63936L100	8140	235940	SH	DEFINE
NAVTEQ CORP	COM	63936L100	1001	29000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	4523	131100	SH	DEFINE
NAVTEQ CORP	COM	63936L100	138	4000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	621	18000	SH	DEFINE
NEC CORP	ADR	629050204	78	14625	SH	DEFINE
NEKTAR THERAPEUTIC	COM	640268108	2871	219800	SH	DEFINE
NETFLIX COM INC	COM	64110L106	1528	65900	SH	DEFINE
NETGEAR INC	COM	64111Q104	97	3403	SH	DEFINE
NETGEAR INC	COM	64111Q104	24085	844199	SH	DEFINE
NETLIST INC	COM	64118P109	3234	464700	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	6387	239938	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	33108	1243740	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	2018	55251	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	5688	155750	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	146854	4021197	SH	DEFINE
NEUSTAR INC	COM	64126X201	1147	40321	SH	DEFINE
NEUSTAR INC	COM	64126X201	72102	2535234	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	2131	877000	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	24	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	4844	135000	SH	DEFINE
NEW JERSEY RESOURCES CORP	COM	646025106	303	6050	SH	DEFINE
NEW ORIENTAL EDUCATION & TECH GROU	SPON ADR	647581107	432	10650	SH	DEFINE
NEW YORK TIMES CO	COM	650111107	3505	149080	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	44	1580	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	222	8000	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	44232	1595100	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	2124	76600	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	621	22400	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	9043	326100	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	330	10617	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	4	93	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	279	6700	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	9160	219600	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1520	36211	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	30263	720714	SH	DEFINE
NEWS CORP INC	COM	65248E104	1563198	67612382	SH	DEFINE
NEWS CORP INC	COM	65248E104	121330	5247830	SH	DEFINE
NEWS CORP INC	COM	65248E104	782781	33857290	SH	DEFINE
NEWS CORP INC	COM	65248E104	3894	168404	SH	DEFINE
NEWS CORP INC	COM	65248E104	24142	1044210	SH	DEFINE
NEWS CORP INC	COM	65248E104	10125	437926	SH	DEFINE
NEWS CORP INC	COM	65248E104	5338	230870	SH	DEFINE
NEWS CORP INC	COM	65248E104	3228	139635	SH	DEFINE
NEWS CORP INC	COM	65248E104	123864	5357444	SH	DEFINE
NEWS CORP INC	COM	65248E104	92	3980	SH	DEFINE
NEWS CORP INC	COM	65248E104	16614	718606	SH	DEFINE
NEWS CORP INC	COM	65248E104	2120	91674	SH	DEFINE

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

NEWS CORP INC	COM	65248E203	4388	179336	SH	DEFINE
NEWS CORP INC	COM	65248E203	288	11775	SH	DEFINE
NEWS CORP INC	COM	65248E203	12957	529487	SH	DEFINE
NEWS CORP INC	COM	65248E203	10021	409530	SH	DEFINE
NEWSTAR FINANCIAL INC	COM	65251F105	17152	1023400	SH	DEFINE
NEXEN INC	COM	65334H102	200938	2841319	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	3923	215656	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	779	42800	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	2959	39883	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	2439	32875	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	329919	4447550	SH	DEFINE
NIKE INC	COM	654106103	2933	27600	SH	DEFINE
NIKE INC	COM	654106103	5223	49150	SH	DEFINE
NIKE INC	COM	654106103	14148	133148	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	327	12383	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	370	14000	SH	DEFINE
NISOURCE INC	COM	65473P105	365	14953	SH	DEFINE
NISOURCE INC	COM	65473P105	126599	5180000	SH	DEFINE
NOBLE CORP	COM	G65422100	19421	246840	SH	DEFINE
NOBLE CORP	COM	G65422100	847	10766	SH	DEFINE
NOBLE CORP	COM	G65422100	683	8684	SH	DEFINE
NOBLE CORP	COM	G65422100	2486	31600	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	495	8300	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	7755	130000	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	2105	91824	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	566	24680	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	14740	643098	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	78963	3445152	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	179	7800	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	29	1250	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	13926	671793	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	594	28659	SH	DEFINE
NORDSON CORP	COM	655663102	55447	1193440	SH	DEFINE
NORDSON CORP	COM	655663102	1	22	SH	DEFINE
NORDSON CORP	COM	655663102	12	267	SH	DEFINE
NORDSTROM INC	COM	655664100	3859	72893	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	68745	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7434	146921	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	1	15	SH	DEFINE
NORSK HYDRO ASA	SPONSORED ADR	656531605	1139	34700	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.25% 9/0	656568AB8	571122	576266000	PRN	DEFINE
NORTH AMERICAN ENERGY PARTNERS INC	COM	656844107	2531	120000	SH	DEFINE
NORTH EUROPEAN OIL ROYALTY TRUST	COM	659310106	224	6000	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	51534	1572600	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	111	3400	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	52432	1600000	SH	DEFINE
NORTHERN ORION RES INC	COM	665575106	2646	650000	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	257	4281	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	5	77	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	74220	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	10262	138266	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	810	63300	SH	DEFINE
NORTHWEST PIPE COMPANY	COM	667746101	12347	310000	SH	DEFINE
NORTHWESTERN CORP	*W EXP 11/01/20	668074115	1293	106864	SH	DEFINE
NORTHWESTERN CORP	COM	668074305	74352	2098566	SH	DEFINE
NOVAGOLD RES INC	COM	66987E206	3390	200000	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5135	93990	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5619	102850	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	4984	91225	SH	DEFINE
NOVELIS INC	COM	67000X106	14691	287207	SH	DEFINE
NOVELIS INC	COM	67000X106	40	917	SH	DEFINE
NOVO-NORDISK AS	ADR	670100205	1178	13015	SH	DEFINE

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

NSTAR	COM	67019E107	473	13480	SH	DEFINE
NSTAR	COM	67019E107	1328	37800	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1322	86318	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	8173	533850	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	94830	6194005	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	279	18200	SH	DEFINE
NUCOR CORP	COM	670346105	286578	4400089	SH	DEFINE
NUCOR CORP	COM	670346105	117	1800	SH	DEFINE
NUCOR CORP	COM	670346105	15207	233485	SH	DEFINE
NUCOR CORP	COM	670346105	27	415	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	COM	670656107	577	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	1223	25853	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	96445	2039007	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	COM	6706K4105	329	25000	SH	DEFINE
NVIDIA CORP	COM	67066G104	114	3977	SH	DEFINE
NVIDIA CORP	COM	67066G104	43895	1525190	SH	DEFINE
NVR INC	COM	62944T105	1155	1737	SH	DEFINE
NVR INC	COM	62944T105	108773	163569	SH	DEFINE
NYSE GROUP INC	COM	62949W103	5134	54760	SH	DEFINE
OAKLEY INC	COM	673662102	279	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	7081	143600	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	417	8453	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	15355	311400	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	592	16850	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	19	545	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	6457	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	6703	127100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	322	6100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	11912	225863	SH	DEFINE
OGE ENERGY CORP	COM	670837103	233	6000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	21276	663000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	28852	899100	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	3530	110000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	278561	12593183	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	362768	16399999	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	1683	76091	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	12	563	SH	DEFINE
OLYMPIC STEEL INC	COM	68162K106	4840	156180	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	154	9000	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	1046	61000	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	163	9500	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	3162	184400	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	6980	1000000	SH	DEFINE
OMI CORP	COM	Y6476W104	27290	1016000	SH	DEFINE
OMNICARE INC	COM	681904108	570	14340	SH	DEFINE
OMNICARE INC	COM	681904108	3	67	SH	DEFINE
OMNICARE INC	COM	681904108	393	9880	SH	DEFINE
OMNICARE INC	COM	681904108	14976	376558	SH	DEFINE
OMNICARE INC	COM	681904108	3287	82660	SH	DEFINE
OMNICARE INC	COM	681904108	5610	141069	SH	DEFINE
OMNICARE INC	COM	681904108	20	500	SH	DEFINE
OMNICARE INC	DBCV 3.250%12/1	681904AL2	14100	16000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3259	31833	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	1	12	SH	DEFINE
OMNITURE INC	COM	68212S109	10404	570720	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	19878	1533800	SH	DEFINE
ONEBEACON INSURANCE GROUP LTD	COM	G67742109	25	1000	SH	DEFINE
ONEBEACON INSURANCE GROUP LTD	COM	G67742109	20853	834100	SH	DEFINE
ONEOK INC	COM	682680103	203	4500	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	93	3750	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	47205	1900350	SH	DEFINE
OPEN TEXT CORP	COM	683715106	44201	1720555	SH	DEFINE

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

OPEN TEXT CORP	COM	683715106	27640	1075888	SH	DEFINE
OPEN TEXT CORP	COM	683715106	7508	292256	SH	DEFINE
OPEN TEXT CORP	COM	683715106	252	9800	SH	DEFINE
OPEN TEXT CORP	COM	683715106	6733	262100	SH	DEFINE
OPNEXT INC	COM	68375V105	8364	565529	SH	DEFINE
OPTION CARE INC	COM	683948103	8017	602758	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	1268	53865	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	6465	274623	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	82208	3492271	SH	DEFINE
ORACLE CORP	COM	68389X105	1259736	69483497	SH	DEFINE
ORACLE CORP	COM	68389X105	35854	1977580	SH	DEFINE
ORACLE CORP	COM	68389X105	2998	165360	SH	DEFINE
ORACLE CORP	COM	68389X105	9065	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	1430	78900	SH	DEFINE
ORACLE CORP	COM	68389X105	8694	479521	SH	DEFINE
ORACLE CORP	COM	68389X105	48261	2661919	SH	DEFINE
ORACLE CORP	COM	68389X105	1469	81050	SH	DEFINE
ORACLE CORP	COM	68389X105	8078	445550	SH	DEFINE
ORACLE CORP	COM	68389X105	67798	3739542	SH	DEFINE
ORACLE CORP	COM	68389X105	15284	843040	SH	DEFINE
ORACLE CORP	COM	68389X105	1645	90750	SH	DEFINE
ORBOTECH LTD	COM	M75253100	15206	690220	SH	DEFINE
ORBOTECH LTD	COM	M75253100	390	17700	SH	DEFINE
ORBOTECH LTD	COM	M75253100	1787	81100	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	108804	1818860	SH	DEFINE
ORIENTAL FINANCIAL GROUP INC	COM	68618W100	7731	656248	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	52815	996500	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	1415	26690	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COM	690027206	2706	264800	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	83214	1329300	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	14	218	SH	DEFINE
OWENS & MINOR INC	COM	690732102	15605	424861	SH	DEFINE
OWENS CORNING INC	COM	690742101	109505	3617985	SH	DEFINE
OWENS CORNING INC	COM	690742101	70249	2320988	SH CALL	DEFINE
PACER INTERNATIONAL INC	COM	69373H106	20892	775484	SH	DEFINE
PACIFIC CAPITAL BANCORP	COM	69404P101	203	6324	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	DBCV 3.000%10/1	695112AG7	7605	2000000	PRN	DEFINE
PALL CORP	COM	696429307	19000	500000	SH	DEFINE
PALL CORP	COM	696429307	795	20934	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	9053	265100	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	0	9	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	3634	784900	SH	DEFINE
PANERA BREAD CO	COM	69840W108	1668	28249	SH	DEFINE
PANERA BREAD CO	COM	69840W108	2165	36650	SH	DEFINE
PANERA BREAD CO	COM	69840W108	109999	1862490	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COM	69888P106	13341	531103	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM	699173209	1818	95700	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COM	699462107	24327	676300	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	203	2350	SH	DEFINE
PARKWAY PROPERTIES INC	COM	70159Q104	20	390	SH	DEFINE
PARKWAY PROPERTIES INC	COM	70159Q104	25080	480000	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	310	4525	SH	DEFINE
PATTERSON COS INC	COM	703395103	1355	38175	SH	DEFINE
PAYCHEX INC	COM	704326107	1683	44449	SH	DEFINE
PAYCHEX INC	COM	704326107	17940	473716	SH	DEFINE
PAYCHEX INC	COM	704326107	101971	2692654	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	2929	134962	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	68007	3133980	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	100	4600	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	16	730	SH	DEFINE
PDL BIOPHARMA INC	COM	74369LAD5	25608	21520000	PRN	DEFINE
PEABODY ENERGY CORP	COM	704549104	79732	1981400	SH	DEFINE

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

PEABODY ENERGY CORP	COM	704549104	2	40	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	639	15890	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	14580	362325	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	55354	1375587	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	205	5100	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	35	870	SH	DEFINE
PENN NATIONAL GAMING INC	COM	707569109	28994	683500	SH	DEFINE
PENN VIRGINIA CORP	COM	707882106	220	3000	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	COM	707884102	240	8600	SH	DEFINE
PENN WEST ENERGY TRUST	TR UNIT	707885109	35506	1045227	SH	DEFINE
PENN WEST ENERGY TRUST	COM	707885109	53	1800	SH	DEFINE
PENNEY JC CO INC	COM	708160106	2858	34781	SH	DEFINE
PENNEY JC CO INC	COM	708160106	7	83	SH	DEFINE
PENTAIR INC	COM	709631105	365	11700	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	6404	635352	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	12686	1258536	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	26240	993547	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	32	1200	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	112	3856	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	40628	1400000	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	504	22600	SH	DEFINE
PEPSICO INC	COM	713448108	2034	32000	SH	DEFINE
PEPSICO INC	COM	713448108	166	2613	SH	DEFINE
PEPSICO INC	COM	713448108	7191	113137	SH	DEFINE
PEPSICO INC	COM	713448108	79102	1244521	SH	DEFINE
PEPSICO INC	COM	713448108	64159	1009427	SH	DEFINE
PEPSICO INC	COM	713448108	114	1800	SH	DEFINE
PERKINELMER INC	COM	714046109	435	17968	SH	DEFINE
PETRO-CANADA	COM	71644E102	255235	5653040	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	12587	107500	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	5761	49199	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	4048	307363	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	138	10480	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	1969	22040	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	24	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	2681	30000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	731710	8189254	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	20	200	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	4279	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	5195	150000	SH	DEFINE
PETSMART INC	COM	716768106	1856	56300	SH	DEFINE
PETSMART INC	COM	716768106	18485	560829	SH	DEFINE
PETSMART INC	COM	716768106	115483	3503730	SH	DEFINE
PFIZER INC	COM	717081103	1143243	45259018	SH	DEFINE
PFIZER INC	COM	717081103	70117	2775831	SH	DEFINE
PFIZER INC	COM	717081103	32037	1268300	SH	DEFINE
PFIZER INC	COM	717081103	181769	7195930	SH	DEFINE
PFIZER INC	COM	717081103	668433	26462125	SH	DEFINE
PFIZER INC	COM	717081103	6809	269551	SH	DEFINE
PFIZER INC	COM	717081103	50520	2000000	SH	DEFINE
PFIZER INC	COM	717081103	60432	2392410	SH	DEFINE
PFIZER INC	COM	717081103	73926	2926606	SH	DEFINE
PFIZER INC	COM	717081103	126	5000	SH CALL	DEFINE
PFIZER INC	COM	717081103	1521533	60234896	SH	DEFINE
PFIZER INC	COM	717081103	3047	120616	SH	DEFINE
PFIZER INC	COM	717081103	10020	396676	SH	DEFINE
PFIZER INC	COM	717081103	149714	5926918	SH	DEFINE
PFIZER INC	COM	717081103	173	6830	SH	DEFINE
PFIZER INC	COM	717081103	15267	604389	SH	DEFINE
PFIZER INC	COM	717081103	268	10611	SH	DEFINE
PG&E CORP	COM	69331C108	17	362	SH	DEFINE
PG&E CORP	COM	69331C108	717245	14859022	SH	DEFINE

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

PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	12553	372600	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	15921	472561	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	138	4100	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	100817	2992502	SH	DEFINE
PHARMION CORP	COM	71715B409	789	30000	SH	DEFINE
PHARMION CORP	COM	71715B409	4722	179600	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	6491	494400	SH	DEFINE
PHI INC	COM	69336T106	2499	95100	SH	DEFINE
PHI INC	COM	69336T205	14788	546499	SH	DEFINE
PHI INC	COM	69336T205	2165	80000	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	652	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	8375	158621	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	13848	262269	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	729	12403	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	20588	2979440	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	10831	1567500	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	25174	3643150	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	233	33770	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	3580	518130	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	101	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	334990	6942800	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	2157	170000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	4186	97100	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	129	3000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	81225	1789490	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1733	38180	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2024	44581	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1857	40918	SH	DEFINE
PITNEY BOWES INC	COM	724479100	25791	568200	SH	DEFINE
PITNEY BOWES INC	COM	724479100	62511	1377198	SH	DEFINE
PITNEY BOWES INC	COM	724479100	6930	152680	SH	DEFINE
PITNEY BOWES INC	COM	724479100	732	16120	SH	DEFINE
PLACER SIERRA BANCSHARES	COM	726079106	6911	255400	SH	DEFINE
PLATINUM UNDERWRITER HLDGS LTD	COM	G7127P100	4338	135230	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	61458	1559069	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	10162	257797	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10272	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	65782	1454700	SH	DEFINE
PMI GROUP INC	COM	69344M101	7057	156060	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	31526	438047	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	61	847	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	7085	98448	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	60185	1863300	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	266	8250	SH	DEFINE
POGO PRODUCING CO	COM	730448107	89893	1868871	SH	DEFINE
POGO PRODUCING CO	COM	730448107	765	15900	SH	DEFINE
POGO PRODUCING CO	COM	730448107	2	37	SH	DEFINE
POLYONE CORP	COM	73179P106	8388	1375000	SH	DEFINE
POLYONE CORP	COM	73179P106	0	75	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	96	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	24685	1836695	SH	DEFINE
POSCO	SPONSORED ADR	693483109	39709	382001	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2898	27875	SH	DEFINE
POSCO	SPONSORED ADR	693483109	453	4362	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	85	460	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	320	2000	SH	DEFINE
POTLATCH CORP	COM	737630103	160992	3516652	SH	DEFINE
POWELL INDUSTRIES INC	COM	739128106	9350	292200	SH	DEFINE
POZEN INC	COM	73941U102	738	50000	SH	DEFINE
POZEN INC	COM	73941U102	3392	229990	SH	DEFINE
POZEN INC	COM	73941U102	7513	509357	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	11	150	SH	DEFINE

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

PPG INDUSTRIES INC	COM	693506107	2487	35370	SH	DEFINE
PPL CORP	COM	69351T106	497	12147	SH	DEFINE
PPL CORP	COM	69351T106	179960	4400000	SH	DEFINE
PRAXAIR INC	COM	74005P104	221794	3522778	SH	DEFINE
PRAXAIR INC	COM	74005P104	294	4666	SH	DEFINE
PRAXAIR INC	COM	74005P104	16085	255484	SH	DEFINE
PRAXAIR INC	COM	74005P104	44003	698900	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	3422	32890	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	45	434	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	222190	2135415	SH	DEFINE
PREMIUM STANDARD FARMS INC	COM	74060C105	41716	1982700	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	10002	507200	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	13471	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	38	633	SH	DEFINE
PRINTRONIX INC	COM	742578107	1801	130000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	242755	3843500	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	542	8582	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	28838	456581	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	94221	1491787	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	82196	1301400	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	259	4100	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	39	610	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3656	72486	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	569962	11299800	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	297	13600	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COM	74340R104	3114	823800	SH	DEFINE
PROLOGIS	COM	743410102	109	1683	SH	DEFINE
PROLOGIS	COM	743410102	2147	33059	SH	DEFINE
PROLOGIS	COM	743410102	92066	1417934	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	27455	623400	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	40	900	SH	DEFINE
PROVIDENCE & WORCESTER RAILROAD CO	COM	743737108	3629	205000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE 4.000% 5/1	74406AAC6	12431	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	128350	1422000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	261522	2897434	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	1625	18000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	2666	29536	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	4	49	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	85	1205	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	55810	791400	SH	DEFINE
PSS WORLD MEDICAL INC	COM	69366A100	1727	81700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	6724	166800	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	21715	538700	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	2913	35075	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	2624	31600	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	9477	114129	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	1746057	21026699	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	216	2600	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	31	370	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	84	887	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	1956	20662	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	65313	689900	SH	DEFINE
PUGET ENERGY INC	COM	745310102	26	1000	SH	DEFINE
PUGET ENERGY INC	COM	745310102	284825	11091300	SH	DEFINE
PULTE HOMES INC	COM	745867101	69502	2626700	SH	DEFINE
PULTE HOMES INC	COM	745867101	51	1915	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	COM	746922103	369	30000	SH	DEFINE
QLOGIC CORP	COM	747277101	3120	183504	SH	DEFINE
QLOGIC CORP	COM	747277101	3901	229490	SH	DEFINE
QUALCOMM INC	COM	747525103	208	4879	SH	DEFINE
QUALCOMM INC	COM	747525103	558	13080	SH	DEFINE
QUALCOMM INC	COM	747525103	60269	1412779	SH	DEFINE

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

QUALCOMM INC	COM	747525103	126896	2974589	SH	DEFINE
QUALCOMM INC	COM	747525103	137	3200	SH	DEFINE
QUALCOMM INC	COM	747525103	171	4000	SH	DEFINE
QUALCOMM INC	COM	747525103	23	550	SH	DEFINE
QUALCOMM INC	COM	747525103	683	16000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	27742	1100000	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	56756	3903433	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	29555	2032691	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	8675	682011	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	44178	3038396	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	4785	329124	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	5154	354473	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	9831	676111	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	8	59916	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	1008	6500000	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	290	92500	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	348351	6985179	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	24935	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	11532	231240	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4	90	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	19407	1192812	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	25366	1559046	SH	DEFINE
QUESTAR CORP	COM	748356102	2423	27163	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	188095	5140600	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	3820	104410	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	5349	146200	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	8512	232645	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	389	10637	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	26348	720100	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	8469	231450	SH	DEFINE
R.H. DONNELLEY CORP	COM	74955W307	321	4531	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	1255	73980	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	14676	864800	SH	DEFINE
RADIAN GROUP INC	COM	750236101	49858	908500	SH	DEFINE
RADIAN GROUP INC	COM	750236101	7	123	SH	DEFINE
RADIOSHACK CORP	COM	750438103	1199	44350	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	82	2950	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	24526	877799	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	38	1060	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	43	1200	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	10863	304200	SH	DEFINE
RANDGOLD RESOURCES LTD	ADR	752344309	50871	2127600	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/20	755111119	431	24826	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/20	755111119	17	977	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/20	755111119	9	542	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/20	755111119	27	1557	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/20	755111119	12	711	SH	DEFINE
RAYTHEON CO	COM	755111507	431901	8232957	SH	DEFINE
RAYTHEON CO	COM	755111507	5745	109520	SH	DEFINE
RAYTHEON CO	COM	755111507	5783	110240	SH	DEFINE
RAYTHEON CO	COM	755111507	31476	600000	SH	DEFINE
RAYTHEON CO	COM	755111507	1809	34481	SH	DEFINE
RAYTHEON CO	COM	755111507	5214	99390	SH	DEFINE
RAYTHEON CO	COM	755111507	26660	508200	SH	DEFINE
RAYTHEON CO	COM	755111507	2105	40125	SH	DEFINE
RC2 CORP	COM	749388104	11810	292400	SH	DEFINE
RC2 CORP	COM	749388104	126	3120	SH	DEFINE
REALNETWORKS INC	COM	75605L104	112	14262	SH	DEFINE
REALNETWORKS INC	COM	75605L104	9	1107	SH	DEFINE
REALOGY CORP	COM	75605E100	251317	8487577	SH	DEFINE
REALOGY CORP	COM	75605E100	12607	425775	SH	DEFINE
RED LION HOTELS CORP	COM	756764106	6805	547000	SH	DEFINE

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

REDDY ICE HOLDING INC	COM	75734R105	706	23400	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	16	310	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	19039	364865	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	27636	778483	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	831	23400	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COM	758766109	6273	315700	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	62	740	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	1613	19300	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	39269	470000	SH	DEFINE
REGIONS FINANCIAL CORP	COM	7591EP100	1239	35025	SH	DEFINE
REGIS CORP	COM	758932107	61593	1525700	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	9422	593670	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	151352	3127100	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	97348	4790770	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	79	3871	SH	DEFINE
RENAISSANCE HOLDINGS LTD	COM	G7496G103	488	9725	SH	DEFINE
RENOVIS INC	COM	759885106	3250	928500	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	17	1800	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	4167	436300	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	29348	875019	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	20778	619492	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	257	7675	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COM	760276105	667	29065	SH	DEFINE
REPUBLIC SERVICES INC	COM	760759100	66054	2374326	SH	DEFINE
REPUBLIC SERVICES INC	COM	760759100	227	8175	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	147044	933611	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	25	185	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	1978	14490	SH	DEFINE
RESMED INC	COM	761152107	136	2705	SH	DEFINE
RESMED INC	COM	761152107	23289	462350	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	789	14279	SH	DEFINE
REVLON INC	COM	761525500	17	16666	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	561307	8993870	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	440	7050	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	3	54	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	10739	655644	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	17040	1040300	SH	DEFINE
RIO NARCEA GOLD MINES LTD	COM	766909105	128	28300	SH	DEFINE
RIO NARCEA GOLD MINES LTD	COM	766909105	14916	3300000	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	13074	57388	SH	DEFINE
RLI CORPORATION	COM	749607107	107679	1960295	SH	DEFINE
RLI CORPORATION	COM	749607107	87	1575	SH	DEFINE
RLI CORPORATION	COM	749607107	8	137	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	1311	35431	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	11103	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	683	18450	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	90974	2458104	SH	DEFINE
ROCKFORD CORP	COM	77316P101	1357	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	445	7435	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	13	214	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1545	23091	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	6693	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	678	10135	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	93217	1392760	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	210783	5577735	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	33	1000	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	50364	1333700	SH	DEFINE
ROHM & HAAS CO	COM	775371107	1282	24783	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	296927	5410474	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	143	2600	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	4	76	SH	DEFINE
ROSS STORES INC	COM	778296103	521	15150	SH	DEFINE

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

ROSS STORES INC	COM	778296103	59432	1727686	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	21628	666100	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	2	56	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	16	500	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	3129	96363	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	483986	8417156	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	431	8640	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	908	21545	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	162888	2445393	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	24927	374220	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	7607	114207	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	334	5013	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	13629	205570	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	7640	115240	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	18564	280000	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	33680	507991	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	289939	4373133	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	46721	2022566	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	10543	456398	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	16928	186000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	27	300	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	72558	797250	SH	DEFINE
RUSS BERRIE & CO INC	COM	782233100	35779	2537500	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	5518	271032	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	6456	317100	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	165	8100	SH	DEFINE
RYERSON INC	COM	78375P107	50187	1266720	SH	DEFINE
RYLAND GROUP INC	COM	783764103	47582	1127800	SH	DEFINE
SAFECO CORP	COM	786429100	312	4700	SH	DEFINE
SAFECO CORP	COM	786429100	28	419	SH	DEFINE
SAFETY INSURANCE GROUP INC	COM	78648T100	2046	51000	SH	DEFINE
SAFEWAY INC	COM	786514208	555	15155	SH	DEFINE
SAIC INC	COM	78390X101	1697	98000	SH	DEFINE
SAIC INC	COM	78390X101	11	641	SH	DEFINE
SAKS INC	COM	79377W108	36470	1750000	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	105	2447	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	94	2200	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	56787	1326170	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	20201	2198100	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	22	2400	SH	DEFINE
SANDISK CORP	COM	80004C101	5773	131805	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	296	6813	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	27492	631854	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	685	15733	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	1830	42058	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	15884	355739	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	4466	100023	SH	DEFINE
SAPIENT CORP	COM	803062108	123	18000	SH	DEFINE
SAPIENT CORP	COM	803062108	33957	4950000	SH	DEFINE
SARA LEE CORP	COM	803111103	14	800	SH	DEFINE
SARA LEE CORP	COM	803111103	1142	67501	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	988	29907	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	2108	92864	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	11316	498500	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	7	320	SH	DEFINE
SAUL CENTERS INC	COM	804395101	569	10000	SH	DEFINE
SAVVIS INC	COM	805423308	2076	43360	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1652	55905	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	115310	3902200	SH	DEFINE
SCANA CORP	COM	80589M102	1100	25475	SH	DEFINE
SCANA CORP	COM	80589M102	43170	1000000	SH	DEFINE
SCANSOURCE INC	COM	806037107	4889	182146	SH	DEFINE

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

SCHERING-PLOUGH CORP	COM	806605101	253	9907	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	514	20150	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	6398	250808	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	107017	4195085	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	156	6100	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	20	790	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	1170	19887	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	3397	57725	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	530839	9020200	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	84	1214	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	343	4960	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	90834	1314532	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	41590	601880	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	104	1500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	173	2500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	17	250	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	760	11000	SH	DEFINE
SCHLUMBERGER LTD	DBCV 1.500% 6/0	806857AC2	25009	13000000	PRN	DEFINE
SCHOLASTIC CORP	COM	807066105	11312	363740	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	406	13050	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	4	123	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	158	5070	SH	DEFINE
SCHOOL SPECIALTY INC	COM	807863105	5239	145078	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	863	34724	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	3	134	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	2107	64175	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	107622	3278156	SH	DEFINE
SCOTTISH POWER PLC	SP ADR FNL NEW	81013T804	414	6589	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	773553	33199714	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	36674	1574012	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	15357	659110	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	5701	244674	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	3289	141160	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	5271	226235	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	74875	3213524	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	121	5180	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	2383	102285	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	438	18777	SH	DEFINE
SEALED AIR CORP	COM	81211K100	205	6494	SH	DEFINE
SEARS HOLDING CORP	COM	812350106	571	3168	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	1295	158100	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	1551	25758	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	31	510	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	115771	1922153	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	13092	735500	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	33098	1300000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	23	904	SH	DEFINE
SEMCO ENERGY INC	COM	78412D109	991	130000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COM	816851109	361	5925	SH	DEFINE
SEMPRA ENERGY	COM	816851109	373888	6128300	SH	DEFINE
SEMTECH CORP	COM	816850101	14644	1086333	SH	DEFINE
SENECA FOODS CORP	COM	817070105	3409	121500	SH	DEFINE
SENECA FOODS CORP	COM	817070501	6826	256600	SH	DEFINE
SEPRACOR INC	COM	817315104	46	986	SH	DEFINE
SEPRACOR INC	COM	817315104	11653	249903	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1094	92210	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	29430	2481480	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1367	115250	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	5810	489860	SH	DEFINE
SERVICEMASTER CO	COM	81760N109	201	13087	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	10358	937400	SH	DEFINE

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

SHARPER IMAGE CORP	COM	820013100	9947	900219	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	2307	208800	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	365	5533	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	8	116	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPN ADR RESTRD	824596100	21182	186001	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPN ADR RESTRD	824596100	509	4470	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	14001	226195	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	14	220	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	2129	34400	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	59113	551430	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	34780	324441	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	391	3650	SH	DEFINE
SIERRA HEALTH SERVICES INC	DBCV 2.250% 3/1	826322AB5	9015	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	111190	6397600	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	64	3688	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	55616	3200000	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	581	32100	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	1042	25100	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	16608	400000	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	2563	61722	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	10380	250000	SH	DEFINE
SIGMATEL INC	COM	82661W107	4304	1370840	SH	DEFINE
SIGMATEL INC	COM	82661W107	57	18010	SH	DEFINE
SIGNATURE BANK	COM	82669G104	4386	134800	SH	DEFINE
SIGNATURE BANK	COM	82669G104	14101	433347	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1108	37045	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	113391	3789794	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	217	1950	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	11302	101593	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	74683	671308	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	2815	25300	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	590	5300	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	9501	85400	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	626	7075	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	17700	200000	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	10834	351300	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	100	3596	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	1949	70200	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	27966	1007410	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	11499	10000000	PRN	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	216279	9234779	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	107186	4576692	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	14085	601393	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	25594	1092840	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	10958	467871	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	4863	207629	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	2823	120550	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	53	2260	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	1914	81740	SH	DEFINE
SKYWEST INC	COM	830879102	31893	1188700	SH	DEFINE
SKYWEST INC	COM	830879102	21	800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	123	900	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	2003	14600	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	439	3200	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	7915	57700	SH	DEFINE
SLM CORP	COM	78442P106	349524	8545816	SH	DEFINE
SLM CORP	COM	78442P106	2	39	SH	DEFINE
SLM CORP	COM	78442P106	685	16760	SH	DEFINE
SLM CORP	COM	78442P106	1656	40500	SH	DEFINE
SLM CORP	COM	78442P106	79727	1949310	SH	DEFINE
SLM CORP	COM	78442P106	213	5200	SH	DEFINE
SLM CORP	COM	78442P106	34	840	SH	DEFINE

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

SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	968	15245	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	193	4021	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	458	9542	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	52545	1093541	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	12702	424100	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	2058	79147	SH	DEFINE
SMUCKER J M CO (THE)	COM	832696405	1709	32060	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	SPON ADR SER B	833635105	12614	86400	SH	DEFINE
SOHU.COM INC	COM	83408W103	686	32000	SH	DEFINE
SOLECTRON CORP	COM	834182107	857	272110	SH	DEFINE
SOLECTRON CORP	COM	834182107	171	54200	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	2233	183000	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	6859	849900	SH	DEFINE
SONY CORP	ADR NEW	835699307	26279	520475	SH	DEFINE
SONY CORP	ADR NEW	835699307	31080	615573	SH	DEFINE
SONY CORP	ADR NEW	835699307	92	1830	SH	DEFINE
SONY CORP	ADR NEW	835699307	1078	21345	SH	DEFINE
SONY CORP	ADR NEW	835699307	6069	120200	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COM	838518108	414	10884	SH	DEFINE
SOUTHERN CO	COM	842587107	678	18510	SH	DEFINE
SOUTHERN CO	COM	842587107	887846	24225000	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	147	2050	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	3230	45074	SH	DEFINE
SOUTHERN NATL BANCORP OF VA IN	COM	843395104	4138	264400	SH	DEFINE
SOUTHERN UNION CO	COM	844030106	226	7450	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	1720	117000	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	1	73	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	958	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	369	25080	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2162	147106	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	30259	2058447	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	131	8900	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	22	1480	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	2134	52067	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	316	7700	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	121686	2969393	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	309509	12166230	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	106	4173	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	482	8700	SH	DEFINE
SPANSION INC	COM	84649R101	31694	2600000	SH	DEFINE
SPARTON CORP	COM	847235108	2157	264364	SH	DEFINE
SPDR TRUST SERIES 1	UNIT SER 1	78462F103	5001	35220	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	44808	1705657	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	8	300	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	2950	112307	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	414752	15788050	SH	DEFINE
SPIRIT AEROSYSTEMS HOLDINGS INC	COM	848574109	11	340	SH	DEFINE
SPIRIT AEROSYSTEMS HOLDINGS INC	COM	848574109	41790	1312081	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	2	96	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	754	39775	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1914	100973	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	26346	1389573	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	250	13200	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	38	2013	SH	DEFINE
SPSS INC	COM	78462K102	15025	416209	SH	DEFINE
SPX CORP	COM	784635104	268	3820	SH	DEFINE
ST JOE COMPANY	COM	790148100	74055	1415700	SH	DEFINE
ST JOE COMPANY	COM	790148100	112164	2144224	SH	DEFINE
ST JOE COMPANY	COM	790148100	105	2000	SH	DEFINE
ST JUDE MEDICAL INC	COM	790849103	224	5965	SH	DEFINE
STAMPS.COM INC	COM	852857200	2938	204487	SH	DEFINE
STAMPS.COM INC	COM	852857200	4562	317500	SH	DEFINE

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

STANCORP FINANCIAL GROUP INC	COM	852891100	76902	1564000	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	1	24	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	11504	376700	SH	DEFINE
STANDARD PACIFIC CORP	COM	85375C101	22400	1073300	SH	DEFINE
STANLEY WORKS	COM	854616109	311	5625	SH	DEFINE
STANTEC INC	COM	85472N109	18536	583825	SH	DEFINE
STAPLES INC	COM	855030102	39	1500	SH	DEFINE
STAPLES INC	COM	855030102	9586	370981	SH	DEFINE
STAPLES INC	COM	855030102	9049	350190	SH	DEFINE
STARBUCKS CORP	COM	855244109	125	3971	SH	DEFINE
STARBUCKS CORP	COM	855244109	8857	282434	SH	DEFINE
STARBUCKS CORP	COM	855244109	46077	1469290	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	1252	19300	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	48628	749860	SH	DEFINE
STATE STREET CORP	COM	857477103	186972	2887600	SH	DEFINE
STATE STREET CORP	COM	857477103	20270	313055	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	97144	2248700	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	2241	51875	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	15	338	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	24964	554999	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	19481	433100	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	2763	61420	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	117	2600	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	1570	34910	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	17709	1488170	SH	DEFINE
STERICYCLE INC	COM	858912108	187	2300	SH	DEFINE
STERICYCLE INC	COM	858912108	46088	565500	SH	DEFINE
STERIS CORP	COM	859152100	32023	1205700	SH	DEFINE
STERIS CORP	COM	859152100	151	5700	SH	DEFINE
STILLWATER MINING CO	COM	86074Q102	3214	253246	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	31314	1813208	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	138	7966	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	24937	1090400	SH	DEFINE
STRAYER EDUCATION INC	COM	863236105	16425	131400	SH	DEFINE
STRETRACKS GOLD TRUST	GOLD SHS	863307104	2901	44130	SH	DEFINE
STRYKER CORP	COM	863667101	14396	217075	SH	DEFINE
STRYKER CORP	COM	863667101	23134	348820	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	5071	95900	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	22782	430828	SH	DEFINE
SUN AMERICAN BANCORP	COM	86664A103	294	58844	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	284879	5424205	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	287	6317	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	9616	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	976	162460	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	11736	1952760	SH	DEFINE
SUN-TIMES MEDIA GROUP INC	COM	86688Q100	29731	5994046	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	187267	2131671	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	840	10996	SH	DEFINE
SUNOCO INC	COM	86764P109	665	9446	SH	DEFINE
SUNOCO INC	COM	86764P109	22844	324300	SH	DEFINE
SUNOPTA INC	COM	8676EP108	25624	2153304	SH	DEFINE
SUNPOWER CORP	COM	867652109	75	1638	SH	DEFINE
SUNPOWER CORP	COM	867652109	1620	35595	SH	DEFINE
SUNPOWER CORP	COM	867652109	28062	616743	SH	DEFINE
SUNRISE SENIOR LIVING INC	COM	86768K106	6039	152800	SH	DEFINE
SUNRISE SENIOR LIVING INC	COM	86768K106	146	3700	SH	DEFINE
SUNTECH POWER HOLDINGS CO LTD	ADR	86800C104	508	14675	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	102987	1240209	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	111	1336	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	2054	24735	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	17509	507951	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	40421	1172656	SH	DEFINE

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

SUPERIOR INDUSTRIES INTL INC	COM	868168105	25108	1205376	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	21	1000	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COM	868358102	5914	461300	SH	DEFINE
SWITCH AND DATA FACILITIES COMPANY	COM	871043105	2196	121200	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	5684	1519663	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	7	1809	SH	DEFINE
SYMANTEC CORP	COM	871503108	1193	68960	SH	DEFINE
SYMANTEC CORP	COM	871503108	4	243	SH	DEFINE
SYMS CORP	COM	871551107	26670	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	3173	83394	SH	DEFINE
SYNOPSIS INC	COM	871607107	4302	164000	SH	DEFINE
SYSCO CORP	COM	871829107	2131	63000	SH	DEFINE
SYSCO CORP	COM	871829107	21406	632766	SH	DEFINE
SYSCO CORP	COM	871829107	24	717	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	180	3822	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	681	14432	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	42003	890092	SH	DEFINE
T-3 ENERGY SERVICES INC	COM	87306E107	2716	135000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	3225	300000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	14678	1365420	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	232	21599	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	137903	6806642	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	6100	347400	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	7090	540000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	39	955	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	18103	448200	SH	DEFINE
TARGET CORP	COM	87612E106	471	7950	SH	DEFINE
TARGET CORP	COM	87612E106	31736	535541	SH	DEFINE
TARGET CORP	COM	87612E106	2056	34700	SH	DEFINE
TARGET CORP	COM	87612E106	3673	61984	SH	DEFINE
TARGET CORP	COM	87612E106	2012	33945	SH	DEFINE
TARGET CORP	COM	87612E106	18417	310778	SH	DEFINE
TARGET CORP	COM	87612E106	59814	1009344	SH	DEFINE
TARGET CORP	COM	87612E106	1014	17119	SH	DEFINE
TARGET CORP	COM	87612E106	57621	972350	SH	DEFINE
TARGET CORP	COM	87612E106	161	2720	SH	DEFINE
TARGET CORP	COM	87612E106	17	290	SH	DEFINE
TASER INTERNATIONAL INC	COM	87651B104	364	45346	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	1339	82618	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	14084	868865	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1699	29300	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1131	19500	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	360	6200	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	5010	86400	SH	DEFINE
TDK CORP	AMERN DEP SHR	872351408	252	2900	SH	DEFINE
TECHNIP SA	SPONSORED ADR	878546209	2260	31000	SH	DEFINE
TECK COMINCO LTD	COM	878742204	44964	558631	SH	DEFINE
TECO ENERGY INC	COM	872375100	106898	6211390	SH	DEFINE
TECO ENERGY INC	COM	872375100	214	12433	SH	DEFINE
TECO ENERGY INC	COM	872375100	172272	10010000	SH	DEFINE
TECO ENERGY INC	COM	872375100	4831	280737	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895101	3225	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895200	13242	1315000	SH	DEFINE
TEEKAY SHIPPING CORP	COM	Y8564W103	106645	1970899	SH	DEFINE
TEEKAY SHIPPING CORP	COM	Y8564W103	37	681	SH	DEFINE
TEKTRONIX INC	COM	879131100	34153	1212816	SH	DEFINE
TEKTRONIX INC	COM	879131100	172	6098	SH	DEFINE
TEKTRONIX INC	COM	879131100	125227	4446978	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	2755	199080	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	133371	9636635	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	15	1050	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	27787	2007730	SH	DEFINE

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

TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	55	4000	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	11018	796101	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	46	3350	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	2950	213170	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	612	44210	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	8154	217780	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	150	4000	SH	DEFINE
TELEFLEX INC	COM	879369106	138811	2039241	SH	DEFINE
TELEFLEX INC	COM	879369106	88	1300	SH	DEFINE
TELEFLEX INC	COM	879369106	34035	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	204	3000	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	1734	26121	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	286555	4315582	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	34520	519880	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	131614	1982141	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4727	71190	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	41	612	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4695	70714	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	358782	10741987	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	353206	10575023	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	13079	391576	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	118559	3549678	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	2311	69204	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	18	533	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	180838	5414306	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	782	23400	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	9816	293894	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPON ADR ORD L	879403780	209	6270	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	35523	668111	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	511	9610	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	6435	121035	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433100	429	7200	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433860	291	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	12639	344480	SH	DEFINE
TELLABS INC	COM	879664100	79069	7986780	SH	DEFINE
TELLABS INC	COM	879664100	5744	580160	SH	DEFINE
TELLABS INC	COM	879664100	4	360	SH	DEFINE
TELUS CORP	COM	87971M202	309122	5364842	SH	DEFINE
TELUS CORP	COM	87971M202	9775	195500	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	441415	7388940	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	3679	61590	SH	DEFINE
TEMPLETON DRAGON FUND INC	COM	88018T101	249	10935	SH	SOLE
TEMPLETON DRAGON FUND INC	COM	88018T101	18	800	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	COM	880191101	1001	59308	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	204	14279	SH	SOLE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	40	2800	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND	COM	880198106	324	33401	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	COM	88022F105	777	11042	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	288	11100	SH	DEFINE
TENARIS SA	SPONSORED ADR	88031M109	17505	381369	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	474704	73826456	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	25506	3966700	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2218	344906	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	17030	2648600	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	364	56650	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1611	250522	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2680	416729	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	15981	2485397	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	84	13090	SH	DEFINE
TENNECO INC	COM	880349105	13015	511182	SH	DEFINE
TEPPCO PARTNERS L.P.	UT LT PARTNER	872384102	218	4900	SH	DEFINE
TERADYNE INC	COM	880770102	210	12700	SH	DEFINE

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

TEREX CORP	COM	880779103	1609	22415	SH	DEFINE
TEREX CORP	COM	880779103	81	1130	SH	DEFINE
TEREX CORP	COM	880779103	94162	1312182	SH	DEFINE
TERNIUM SA	SPONSORED ADR	880890108	30047	1075400	SH	DEFINE
TESSERA TECHNOLOGIES INC	COM	88164L100	7086	178300	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	750	20035	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	38338	1024271	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	44578	1190960	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	5899	157600	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	19	500	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	5781	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	60424	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	74	974	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	13	169	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	129	4286	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	15502	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	585	19450	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	30712	1020333	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	51535	1712114	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	226	7500	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	29	970	SH	DEFINE
TEXTRON INC	COM	883203101	47145	525000	SH	DEFINE
TEXTRON INC	COM	883203101	341	3800	SH	DEFINE
TEXTRON INC	COM	883203101	11	117	SH	DEFINE
THE HERSHEY CO	COM	427866108	1913	35000	SH	DEFINE
THE HERSHEY CO	COM	427866108	28226	516400	SH	DEFINE
THE HERSHEY CO	COM	427866108	1832	33521	SH	DEFINE
THE HERSHEY CO	COM	427866108	2460	45000	SH	DEFINE
THERAVANCE INC	COM	88338T104	4980	168800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	665	14231	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6032	129024	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	24410	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COM	884481102	4753	249870	SH	DEFINE
THOMSON CORP	COM	884903105	92021	1924713	SH	DEFINE
THOMSON CORP	COM	884903105	83	1994	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	2645	137120	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	18472	957574	SH	DEFINE
THOR INDUSTRIES INC	COM	885160101	51345	1303500	SH	DEFINE
THQ INC	COM	872443403	15958	466750	SH	DEFINE
TIDEWATER INC	COM	886423102	16473	281200	SH	DEFINE
TIDEWATER INC	COM	886423102	12	200	SH	DEFINE
TIFFANY & CO	COM	886547108	2939	64628	SH	DEFINE
TIM HORTONS INC	COM	88706M103	94274	2692761	SH	DEFINE
TIM HORTONS INC	COM	88706M103	303	9972	SH	DEFINE
TIMBERLAND COMPANY	COM	887100105	22537	865800	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J108	195269	5211336	SH	DEFINE
TIME WARNER INC	COM	887317105	1018634	51654864	SH	DEFINE
TIME WARNER INC	COM	887317105	48625	2465780	SH	DEFINE
TIME WARNER INC	COM	887317105	41507	2104800	SH	DEFINE
TIME WARNER INC	COM	887317105	708925	35949555	SH	DEFINE
TIME WARNER INC	COM	887317105	3542	179591	SH	DEFINE
TIME WARNER INC	COM	887317105	26622	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	16259	824500	SH	DEFINE
TIME WARNER INC	COM	887317105	15577	789886	SH	DEFINE
TIME WARNER INC	COM	887317105	3	128	SH	DEFINE
TIME WARNER INC	COM	887317105	2050	103960	SH	DEFINE
TIME WARNER INC	COM	887317105	3185	161500	SH	DEFINE
TIME WARNER INC	COM	887317105	98982	5019393	SH	DEFINE
TIME WARNER INC	COM	887317105	106	5390	SH	DEFINE
TIME WARNER INC	COM	887317105	13307	674810	SH	DEFINE
TIME WARNER INC	COM	887317105	1283	65060	SH	DEFINE
TIME WARNER TELECOM INC	COM	887319101	2814	135500	SH	DEFINE

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

TIMKEN CO	COM	887389104	42855	1413900	SH	DEFINE
TJX COMPANIES INC	COM	872540109	42	1550	SH	DEFINE
TJX COMPANIES INC	COM	872540109	782	29016	SH	DEFINE
TJX COMPANIES INC	COM	872540109	14	527	SH	DEFINE
TNT NV	SPONSORED ADR	87260W101	1879	40800	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	753	27495	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	0	4	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COM	890516107	715	23856	SH	DEFINE
TORCHMARK CORP	COM	891027104	437721	6673594	SH	DEFINE
TORCHMARK CORP	COM	891027104	15329	233710	SH	DEFINE
TORCHMARK CORP	COM	891027104	1229	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	662	10100	SH	DEFINE
TORCHMARK CORP	COM	891027104	4247	64750	SH	DEFINE
TORCHMARK CORP	COM	891027104	1713	26120	SH	DEFINE
TORCHMARK CORP	COM	891027104	7868	119960	SH	DEFINE
TORCHMARK CORP	COM	891027104	83610	1274743	SH	DEFINE
TORCHMARK CORP	COM	891027104	16209	247130	SH	DEFINE
TORCHMARK CORP	COM	891027104	2020	30790	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	335555	4833697	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	477	7903	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	4088	58580	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	30468	436636	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	12399	177690	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	6399	91696	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	8734	125163	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1717	13400	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1345	10497	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	609	11827	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	41	800	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	53809	1044840	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COM	893521104	985	15128	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	64709	1687335	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	523	15550	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	322447	3946720	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	6	77	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	22879	280034	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	82	1000	SH CALL	DEFINE
TRANSOCEAN INC	COM	G90078109	6128	75003	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	29768	575000	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	325534	6288075	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	1852	35781	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	2711	52365	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	26813	517923	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	217	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	7644	300000	SH	DEFINE
TREDEGAR CORP	COM	894650100	22632	993080	SH	DEFINE
TREDEGAR CORP	COM	894650100	7342	322159	SH	DEFINE
TRIBUNE CO	COM	896047107	704	21922	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	5346	266500	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	3	140	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	185	9200	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2744	102226	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	4735	176419	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	235006	8755802	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	121430	2896700	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	2254	53760	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	5408	129017	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	152313	3633420	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	19352	967100	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COM	89816T103	92913	5141843	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	30319	3164858	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	58	6085	SH	DEFINE

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

TSAKOS ENERGY NAVIGATION LTD	COM	G9108L108	4681	90025	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	40012	2696260	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CORP	COM	899690101	4414	1442400	SH	DEFINE
TUPPERWARE BRANDS CORP	COM	899896104	285	11449	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON NEW ADR	900111204	5474	413100	SH	DEFINE
TXU CORP	COM	873168108	273898	4272984	SH	DEFINE
TXU CORP	COM	873168108	1247	19457	SH	DEFINE
TXU CORP	COM	873168108	2803	43731	SH	DEFINE
TXU CORP	COM	873168108	6705	104601	SH	DEFINE
TXU CORP	COM	873168108	1283826	20028494	SH	DEFINE
TXU CORP	COM	873168108	160	2500	SH	DEFINE
TXU CORP	COM	873168108	21	320	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	DBCV 3.125% 1/1	902118BG2	16204	11000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1168716	37043290	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	46543	1475229	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1831	58020	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	898569	28480807	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	3926	124429	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	48904	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	28230	894786	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	2529	80145	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	47418	1502960	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	2845	90160	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	10937	346650	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	128388	4069351	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	90	2850	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	15475	490476	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1829	57965	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	60	2970	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	33443	1662200	SH	DEFINE
UBS AG	COM	H89231338	560447	7762424	SH	DEFINE
UBS AG	COM	H89231338	227919	3165542	SH	DEFINE
UBS AG	COM	H89231338	33970	571592	SH	DEFINE
UBS AG	COM	H89231338	59320	821608	SH	DEFINE
UBS AG	COM	H89231338	1444	22200	SH	DEFINE
UBS AG	COM	H89231338	1589	22004	SH	DEFINE
UBS AG	COM	H89231338	7509	104008	SH	DEFINE
UBS AG	COM	H89231338	94812	1313184	SH	DEFINE
UBS AG	COM	H89231338	5852	81050	SH	DEFINE
UBS AG	COM	H89231338	837	11596	SH	DEFINE
UBS AG	COM	H89231338	1762	24400	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	14444	775728	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	14855	797800	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	7054	186800	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	211	5594	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	5347	141600	SH	DEFINE
UNDER ARMOUR INC	COM	904311107	1123	21900	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	2179	24910	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	412846	4720400	SH	DEFINE
UNILEVER NV	NY SHS NEW	904784709	556	19020	SH	DEFINE
UNILEVER NV	NY SHS NEW	904784709	39738	1359947	SH	DEFINE
UNILEVER NV	NY SHS NEW	904784709	2188	74890	SH	DEFINE
UNILEVER NV	NY SHS NEW	904784709	1451	49671	SH	DEFINE
UNILEVER NV	NY SHS NEW	904784709	24258	830200	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	30465	300000	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	13891	136788	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	89182	1406213	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	32	500	SH	DEFINE
UNIT CORP	COM	909218109	19781	391000	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COM	90933T109	5038	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	14880	485640	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	181	5900	SH	DEFINE

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

UNITED PARCEL SERVICE INC	COM	911312106	2219	31661	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1957	27913	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	38021	542376	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	29645	422900	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	118597	1195900	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	900	9080	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	161	1619	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	249560	3839380	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	250	3843	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	52000	800000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	4768	73350	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	59920	921853	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	80005	1230846	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	150	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	21	320	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	19862	374962	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	2346	44298	SH	DEFINE
UNITRIN INC	COM	913275103	481	10220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COM	913431102	57528	850000	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COM	913431102	11830	174800	SH	DEFINE
UNIVERSAL CORP	COM	913456109	45442	740700	SH	DEFINE
UNIVERSAL FOREST PRODUCTS INC	COM	913543104	51802	1045442	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COM	913903100	229	4000	SH	DEFINE
UNIVERSAL TECHNICAL INSTITUTE INC	COM	913915104	6776	293608	SH	DEFINE
UNIVERSAL TECHNICAL INSTITUTE INC	COM	913915104	9412	407800	SH	DEFINE
UNUM GROUP	COM	91529Y106	1298	56350	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	16574	649210	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	340	13300	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	1150	43377	SH	DEFINE
US BANCORP	COM	902973304	182072	5206524	SH	DEFINE
US BANCORP	COM	902973304	378881	10834464	SH	DEFINE
US BANCORP	COM	902973304	2838	81160	SH	DEFINE
US BANCORP	COM	902973304	9027	258129	SH	DEFINE
US BANCORP	COM	902973304	30962	885400	SH	DEFINE
US BIOENERGY CORP	COM	90342V109	25437	2217670	SH	DEFINE
V F CORP	COM	918204108	41310	500000	SH	DEFINE
V F CORP	COM	918204108	1036	12540	SH	DEFINE
V F CORP	COM	918204108	472	5708	SH	DEFINE
VA SOFTWARE CORP	COM	91819B105	7931	1968031	SH	DEFINE
VA SOFTWARE CORP	COM	91819B105	6324	1569200	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	82853	1525000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	8512	156670	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	10	179	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	293	5400	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	127617	7380961	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	147	8530	SH	DEFINE
VALERA PHARMACEUTICALS INC	COM	91914F100	418	50000	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	2043	31684	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	7621	118172	SH	DEFINE
VALLEY NATIONAL BANCORP	COM	919794107	729	28874	SH	DEFINE
VALUECLICK INC	COM	92046N102	16833	644200	SH	DEFINE
VANDA PHARMACEUTICALS INC	COM	921659108	3654	150000	SH	DEFINE
VARIAN INC	COM	922206107	22764	390737	SH	DEFINE
VARIAN INC	COM	922206107	50823	872342	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	1561	32739	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	143	3000	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	174690	3663033	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	32	600	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	39293	736096	SH	DEFINE
VCA ANTECH INC	COM	918194101	2254	62070	SH	DEFINE
VCA ANTECH INC	COM	918194101	163898	4513846	SH	DEFINE
VECTREN CORP	COM	92240G101	285	9979	SH	DEFINE

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

VECTREN CORP	COM	92240G101	22880	800000	SH	DEFINE
VENTAS INC	COM	92276F100	126239	2996427	SH	DEFINE
VENTAS INC	COM	92276F100	105	2500	SH	DEFINE
VENTAS INC	COM	92276F100	43602	1034930	SH	DEFINE
VENTAS INC	COM	92276F100	1416	33600	SH	DEFINE
VENTAS INC	COM	92276F100	451	10700	SH	DEFINE
VENTAS INC	COM	92276F100	5654	134200	SH	DEFINE
VERIGY LTD	COM	Y93691106	1149	48974	SH	DEFINE
VERIGY LTD	COM	Y93691106	146	6231	SH	DEFINE
VERIGY LTD	COM	Y93691106	1	56	SH	DEFINE
VERISIGN INC	COM	92343E102	2	75	SH	DEFINE
VERISIGN INC	COM	92343E102	212	8425	SH	DEFINE
VERISIGN INC	COM	92343E102	3836	152700	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	821564	21665707	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	2239	59033	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	1388	36601	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	51836	1366988	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	509915	13447118	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	95	2500	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	16	420	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	14	500	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	7431	265000	SH	DEFINE
VIACOM INC	COM	92553P102	4106	100000	SH	DEFINE
VIACOM INC	COM	92553P102	1185	28864	SH	DEFINE
VIACOM INC	COM	92553P201	967560	23535888	SH	DEFINE
VIACOM INC	COM	92553P201	52045	1265990	SH	DEFINE
VIACOM INC	COM	92553P201	422063	10266684	SH	DEFINE
VIACOM INC	COM	92553P201	2733	66489	SH	DEFINE
VIACOM INC	COM	92553P201	2056	50000	SH	DEFINE
VIACOM INC	COM	92553P201	24898	605650	SH	DEFINE
VIACOM INC	COM	92553P201	2595	63115	SH	DEFINE
VIACOM INC	COM	92553P201	20	486	SH	DEFINE
VIACOM INC	COM	92553P201	2539	61770	SH	DEFINE
VIACOM INC	COM	92553P201	4302	104640	SH	DEFINE
VIACOM INC	COM	92553P201	121384	2952661	SH	DEFINE
VIACOM INC	COM	92553P201	95	2320	SH	DEFINE
VIACOM INC	COM	92553P201	15718	382330	SH	DEFINE
VIACOM INC	COM	92553P201	1887	45900	SH	DEFINE
VIASAT INC	COM	92552V100	11329	343625	SH	DEFINE
VIASAT INC	COM	92552V100	16	500	SH	DEFINE
VIASAT INC	COM	92552V100	27207	825217	SH	DEFINE
VILLAGE SUPER MARKET INC	COM	927107409	10217	107000	SH	DEFINE
VIMPEL COMMUNICATIONS	SPONSORED ADR	68370R109	1784	18812	SH	DEFINE
VION PHARMACEUTICALS INC	COM	927624106	2403	1430400	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	761311	30150950	SH	DEFINE
VIROPHARMA INC	COM	928241108	574	40000	SH	DEFINE
VIROPHARMA INC	COM	928241108	57	4000	SH	DEFINE
VIROPHARMA INC	COM	928241108	6526	454802	SH	DEFINE
VITRAN CORP INC	COM	92850E107	344	15100	SH	DEFINE
VIVUS INC	COM	928551100	1283	250000	SH	DEFINE
VIVUS INC	COM	928551100	7176	1398800	SH	DEFINE
VOCUS INC	COM	92858J108	1550	77000	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	77030	2867826	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	26239	976890	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	1756	65364	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	24990	930385	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	1638	61000	SH	DEFINE
VOLCOM INC	COM	92864N101	6089	177200	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	121	1015	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	2507	21010	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	72953	611300	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	2172	18200	SH	DEFINE

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

VORNADO REALTY TRUST	COM	929042109	692	5800	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	6504	54500	SH	DEFINE
W&T OFFSHORE INC	COM	92922P106	815	28162	SH	DEFINE
WABASH NATIONAL CORP	COM	929566107	51963	3369859	SH	DEFINE
WACHOVIA CORP	COM	929903102	10250	186200	SH	DEFINE
WACHOVIA CORP	COM	929903102	376184	6833501	SH	DEFINE
WACHOVIA CORP	COM	929903102	4388	79718	SH	DEFINE
WACHOVIA CORP	COM	929903102	3557	64614	SH	DEFINE
WACHOVIA CORP	COM	929903102	25519	463564	SH	DEFINE
WACHOVIA CORP	COM	929903102	252949	4594891	SH	DEFINE
WACHOVIA CORP	COM	929903102	106	1930	SH	DEFINE
WACHOVIA CORP	COM	929903102	9	170	SH	DEFINE
WAL-MART STORES INC	COM	931142103	22724	484000	SH	DEFINE
WAL-MART STORES INC	COM	931142103	221921	4726760	SH	DEFINE
WAL-MART STORES INC	COM	931142103	2187	46591	SH	DEFINE
WAL-MART STORES INC	COM	931142103	6044	128740	SH	DEFINE
WAL-MART STORES INC	COM	931142103	25148	535639	SH	DEFINE
WAL-MART STORES INC	COM	931142103	56839	1210625	SH	DEFINE
WAL-MART STORES INC	COM	931142103	127	2700	SH	DEFINE
WAL-MART STORES INC	COM	931142103	21	450	SH	DEFINE
WALGREEN CO	COM	931422109	1	19	SH	DEFINE
WALGREEN CO	COM	931422109	371	8080	SH	DEFINE
WALGREEN CO	COM	931422109	15723	342630	SH	DEFINE
WALGREEN CO	COM	931422109	12999	283263	SH	DEFINE
WALGREEN CO	COM	931422109	124	2700	SH	DEFINE
WALGREEN CO	COM	931422109	20	430	SH	DEFINE
WALT DISNEY CO	COM	254687106	133	3876	SH	DEFINE
WALT DISNEY CO	COM	254687106	34430	1000000	SH	DEFINE
WALT DISNEY CO	COM	254687106	252	7332	SH	DEFINE
WALT DISNEY CO	COM	254687106	52520	1525405	SH	DEFINE
WALT DISNEY CO	COM	254687106	65895	1913896	SH	DEFINE
WALT DISNEY CO	COM	254687106	86	2500	SH	DEFINE
WALT DISNEY CO	COM	254687106	14	420	SH	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	11	9000	PRN	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	19420	16000000	PRN	DEFINE
WALTER INDUSTRIES INC	COM	93317Q105	41457	1675030	SH	DEFINE
WARNACO GROUP INC	COM	934390402	44274	1558944	SH	DEFINE
WARNACO GROUP INC	COM	934390402	7913	278620	SH	DEFINE
WARNACO GROUP INC	COM	934390402	125	4400	SH	DEFINE
WARNACO GROUP INC	COM	934390402	185	6500	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	115041	2848970	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	393025	9733159	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	2038	50471	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	2497	61841	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	7771	192440	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	1212596	30029629	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	250	6200	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	39	970	SH	DEFINE
WASHINGTON POST CO	COM	939640108	45582	59701	SH	DEFINE
WASHINGTON POST CO	COM	939640108	1222	1601	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	21472	624000	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	1452	42201	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	1407	40875	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	677	19660	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	18674	542700	SH	DEFINE
WATERS CORP	COM	941848103	1700	29304	SH	DEFINE
WATERS CORP	COM	941848103	29000	500000	SH	DEFINE
WATERS CORP	COM	941848103	356	6140	SH	DEFINE
WATERS CORP	COM	941848103	1047	18060	SH	DEFINE
WATERS CORP	COM	941848103	113334	1954040	SH	DEFINE
WATERS CORP	COM	941848103	75	1300	SH	DEFINE
WATERS CORP	COM	941848103	16	280	SH	DEFINE

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

WATSON PHARMACEUTICALS INC	COM	942683103	17089	646565	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	29239	1106280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	45444	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	87755	3320272	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	25014	946420	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1653	62560	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	101830	3852817	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	36399	957100	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	61	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	3	90	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	72751	1613100	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	78	1725	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	7642	169450	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	5184	98500	SH	DEFINE
WEBMETHODS INC	COM	94768C108	14879	2069451	SH	DEFINE
WEBMETHODS INC	COM	94768C108	2408	334900	SH	DEFINE
WELLPOINT INC	COM	94973V107	1	18	SH	DEFINE
WELLPOINT INC	COM	94973V107	663	8180	SH	DEFINE
WELLPOINT INC	COM	94973V107	3927	48426	SH	DEFINE
WELLPOINT INC	COM	94973V107	67144	827910	SH	DEFINE
WELLPOINT INC	COM	94973V107	211	2600	SH	DEFINE
WELLPOINT INC	COM	94973V107	33	410	SH	DEFINE
WELLS FARGO & CO	COM	949746101	3143	91300	SH	DEFINE
WELLS FARGO & CO	COM	949746101	159	4630	SH	DEFINE
WELLS FARGO & CO	COM	949746101	12913	375063	SH	DEFINE
WELLS FARGO & CO	COM	949746101	30852	896074	SH	DEFINE
WELLS FARGO & CO	COM	949746101	61198	1777454	SH	DEFINE
WELLS FARGO & CO	COM	949746101	9	260	SH	DEFINE
WENDYS INTERNATIONAL INC	COM	950590109	321	10267	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	1787	98329	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	1180	18803	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	75	1200	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	126279	2011460	SH	DEFINE
WEST MARINE INC	COM	954235107	36264	1991430	SH	DEFINE
WEST MARINE INC	COM	954235107	42213	2318100	SH	DEFINE
WEST MARINE INC	COM	954235107	153	8400	SH	DEFINE
WEST MARINE INC	COM	954235107	408	22380	SH	DEFINE
WEST MARINE INC	COM	954235107	4262	234070	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COM	955306105	171887	3702073	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	22016	800000	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	174	10360	SH	DEFINE
WESTERN REFINING INC	COM	959319104	9517	243900	SH	DEFINE
WESTERN REFINING INC	COM	959319104	2341	60000	SH	DEFINE
WESTERN REFINING INC	COM	959319104	347	8900	SH	DEFINE
WESTERN UNION CO	COM	959802109	3723	169606	SH	DEFINE
WESTERN UNION CO	COM	959802109	13	607	SH	DEFINE
WESTFIELD FINANCIAL INC	COM	96008P104	2144	200000	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	60591	2231700	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	7	258	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	22910	3334840	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	6307	918070	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1232407	16489260	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	16	214	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1485	19865	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	1118834	1974994	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	425	750	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	15997	722550	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	2	58	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	204	6664	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	15937	521154	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	4407	98254	SH	DEFINE

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

WILD OATS MARKETS INC	COM	96808B107	218	12000	SH	DEFINE
WILLIAMS COS INC	COM	969457100	7114	249975	SH	DEFINE
WILLIAMS COS INC	COM	969457100	36604	1286146	SH	DEFINE
WILLIAMS-SONOMA INC	COM	969904101	117	3300	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	513182	12965700	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	12238	309190	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	2139	54050	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	13351	337324	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	76	1800	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	497	11787	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	2	128	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	5819	396115	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	0	1	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COM	974637100	46379	1379100	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	6404	406600	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	718	14800	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	48520	1000000	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	507	9955	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1315	46032	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	99718	3490320	SH	DEFINE
WPP GROUP PLC	SPON ADR 09/05	929309409	1833	24125	SH	DEFINE
WPP GROUP PLC	SPON ADR 09/05	929309409	1894	24925	SH	DEFINE
WYETH	COM	983024100	21458	428900	SH	DEFINE
WYETH	COM	983024100	2916	58280	SH	DEFINE
WYETH	COM	983024100	369	7384	SH	DEFINE
WYETH	COM	983024100	30018	600000	SH	DEFINE
WYETH	COM	983024100	25373	507154	SH	DEFINE
WYETH	COM	983024100	31262	624861	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	89523	2621472	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	28094	822657	SH	DEFINE
XANSER CORP	COM	98389J103	15400	2800000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	21678	878000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	357	14455	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	49380	2000000	SH	DEFINE
XENOPORT INC	COM	98411C100	3449	123800	SH	DEFINE
XEROX CORP	COM	984121103	181	10731	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	325354	4650571	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	126017	1801272	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	18686	267089	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	47605	680460	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	700	10003	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	1	19	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	1899	27148	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	6201	88641	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	26393	377255	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	2460	35160	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	735	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	71	5480	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	829	64172	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	843	65250	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	51467	3983500	SH	DEFINE
XTO ENERGY INC	COM	98385X106	312	5695	SH	DEFINE
XTO ENERGY INC	COM	98385X106	7016	128000	SH	DEFINE
XYRATEX (BM) LTD	COM	G98268108	16241	680400	SH	DEFINE
YAHOO INC	COM	984332106	50064	1600000	SH	DEFINE
YAHOO INC	COM	984332106	8852	282910	SH	DEFINE
YAHOO INC	COM	984332106	16532	528361	SH	DEFINE
YAHOO INC	FRNT 4/0	984332AB2	1702250	11000000	PRN	DEFINE
YUM! BRANDS INC	COM	988498101	1561	27032	SH	DEFINE
ZALE CORP	COM	988858106	42063	1594500	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	1	15	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	5466	64000	SH	DEFINE

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

ZIMMER HOLDINGS INC	COM	98956P102	424	4960 SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	56671	663518 SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	19774	231522 SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	120	1400 SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	214	2500 SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	16	190 SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	1025	12000 SH	DEFINE
ZOLTEK COMPANIES INC	COM	98975W104	496	14200 SH	DEFINE
ZUMIEZ INC	COM	989817101	4257	106116 SH	DEFINE

GRAND TOTAL			170404071		