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FRANKLIN RE Form 4 October 17, 2007		NC									
								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this bo	X			8	,			Expires:	January 31,		
if no longer subject to Section 16. Form 4 or	STATEN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	urs per			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17	(a) of the l	Public U	Jtility Ho	lding Co		ange Act of 1934, t of 1935 or Section 1940	on			
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> CROCKER CHARLES			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			FRANKLIN RESOURCES INC [BEN]				(Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				X_ Director 10% Owner Officer (give title Other (specify				
C/O CROCKER CAPITAL, ONE POST STREET, SUITE 2515			(Month/Day/Year) 10/15/2007			below) below)					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
SAN FRANCIS							Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution any (Month/Day/Year)		Date, if		4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	•	•	•				
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.							SEC 1474 (9-02)				
	Tab					posed of, or convertible	r Beneficially Owned securities)	l			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Date	Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	;)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	At Ni Sh
Deferred Director's Fees (FRI)	<u>(1)</u>	10/15/2007		А	16.4234	04/20/2015 <u>(2)</u>	01/20/2020(2)	Common Stock, par value \$.10	1

ner

Reporting Owners

Reporting Owner Name / Addres	S	Relationships						
	Director	10% Owner	Officer	Oth				
CROCKER CHARLES C/O CROCKER CAPITAL ONE POST STREET, SUITE 2: SAN FRANCISCO, CA 94104	515 X							
Signatures								
/s/ CROCKER, CHARLES	10/17/2007							
<u>**</u> Signature of Reporting	Date							

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not Applicable.
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the January following the director's 75th birthday. See below footnote.

Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources, Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over five years beginning the April 20 following the director's separation from service

(3) from Franklin Resources, Inc. and its subsidiaries and continuing on each July 20, October 20, January 20 and April 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. The reporting person may transfer the hypothetical investment account amount into an alternative investment account not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

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