

FRANKLIN RESOURCES INC

Form 4/A

December 21, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON RUPERT H JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
FRANKLIN RESOURCES INC  
[BEN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2004

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice Chairman

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
12/17/2004

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D)<br>Code V Amount Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.10   | 12/15/2004                              |                                                             | S                                    | 50,000 D \$<br>68.07                                                                                               | 2,155,245                                                                                                          | I                                                                       | By IRA                                                            |
| Common<br>Stock, par<br>value \$.10   |                                         |                                                             |                                      |                                                                                                                    | 35,252,145                                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value \$.10   |                                         |                                                             |                                      |                                                                                                                    | 381,734 <sup>(1)</sup>                                                                                             | I                                                                       | By<br>Foundation                                                  |

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|                                     |                            |                              |
|-------------------------------------|----------------------------|------------------------------|
| Common<br>Stock, par<br>value \$.10 | 6,072.739 <sup>(2)</sup> I | By Profit<br>Sharing<br>Plan |
| Common<br>Stock, par<br>value \$.10 | 3,372 <sup>(3)</sup> I     | By Spouse                    |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |               |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer       | Other |
| JOHNSON RUPERT H JR<br>C/O FRANKLIN RESOURCES, INC.<br>ONE FRANKLIN PARKWAY<br>SAN MATEO, CA 944031906 | X             | X         | Vice Chairman |       |

## Signatures

/s/ JOHNSON, JR.,  
RUPERT H. 12/21/2004

                    \*\*Signature of Reporting Person

Date

## 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) Mr. Johnson disclaims beneficial ownership of these shares, which are held by a private foundation of which Mr. Johnson is a trustee.
- (2) Shares represent a pro-rata number of shares equivalent to Mr. Johnson's percentage of ownership of the holdings of the Franklin Resources, Inc. Profit Sharing Plan as of September 30, 2004. Mr. Johnson disclaims beneficial ownership of such shares.
- (3) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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