

FRANKLIN RESOURCES INC
Form 4
October 03, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TATLOCK ANNE M

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)
180 RIVERSIDE DRIVE, APT 5F
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2006

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

NEW YORK, NY 10024

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$.10					40,238.365 ⁽⁴⁾	I	By 401(k)
Common Stock, par value \$.10					2,621 ⁽⁵⁾	I	By Immediate Family
Common Stock, par value \$.10	08/17/2006		G	V 1,125 D \$ 0	171,632 ⁽¹⁾	D	
Common Stock, par	09/29/2006		F	2,030 ⁽²⁾ D \$ 105.75	169,602 ⁽³⁾	D	

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- (3) Of the amount of securities beneficially owned, 2,090 shares represent unvested awards of restricted stock shares at the time of the transaction.
- (4) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
- (5) Shares are held by Mrs. Tatlock's spouse as the trustee for Ms. Tatlock's child. Ms. Tatlock disclaims any beneficial ownership of such shares.

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