

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

FRANKLIN RESOURCES INC  
Form 13F-HR  
November 04, 2008

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

Form 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

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, US 94403-1906

Form 13F File Number: 028-00734

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: Robert C. Rosselot  
Title: Assistant Secretary  
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT                      Fort Lauderdale, FL                      October 31, 2008  
[Signature]                                      [City,State]                                      [Date]

Report Type (Check only one.):

- 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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	15
Form 13F Information Table Entry Total:	3835
Form 13F Information Table Value Total:	\$115,902,338 (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
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-05825	Franklin Investment Advisory Services, LLC
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

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

FORM 13F INFORMATION TABLE  
 FOR THE PERIOD ENDED 09/30/2008  
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3COM CORP	COM	885535104	61	26000	SH		DEFINE
3M CO	COM	88579Y101	3675	53800	SH		DEFINE
3M CO	COM	88579Y101	129476	1895421	SH		DEFINE
3M CO	COM	88579Y101	58405	855000	SH		DEFINE
3M CO	COM	88579Y101	23415	342781	SH		DEFINE
3M CO	COM	88579Y101	45	660	SH		DEFINE
3M CO	COM	88579Y101	23801	349662	SH		DEFINE
3M CO	COM	88579Y101	266	3900	SH		DEFINE
3M CO	COM	88579Y101	1490	21817	SH		DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	1219	144254	SH		DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	199	23540	SH		DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	1696	200700	SH		DEFINE
ABB LTD	SPONSORED ADR	000375204	30912	1593420	SH		DEFINE
ABB LTD	SPONSORED ADR	000375204	5164	266166	SH		DEFINE
ABBOTT LABS	COM	002824100	2453	42610	SH		DEFINE
ABBOTT LABS	COM	002824100	4048	70310	SH		DEFINE
ABBOTT LABS	COM	002824100	23032	400000	SH		DEFINE
ABBOTT LABS	COM	002824100	46124	801050	SH		DEFINE
ABBOTT LABS	COM	002824100	230	4000	SH		DEFINE
ABBOTT LABS	COM	002824100	14	240	SH		DEFINE
ABBOTT LABS	COM	002824100	23368	405831	SH		DEFINE
ABBOTT LABS	COM	002824100	12884	223761	SH		DEFINE
ABBOTT LABS	COM	002824100	803	13945	SH		DEFINE
ABBOTT LABS	COM	002824100	378	6560	SH		DEFINE
ABBOTT LABS	COM	002824100	96879	1682510	SH		DEFINE
ABBOTT LABS	COM	002824100	22186	385307	SH		DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	30103	763070	SH		DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	20	500	SH		DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	592	14997	SH		DEFINE
ABINGTON BANCORP INC	COM	00350L109	6008	593670	SH		DEFINE
ABITIBIBOWATER INC	COM	003687100	2662	687800	SH		DEFINE
ABITIBIBOWATER INC	COM	003687100	1458	376836	SH		DEFINE
ABM INDS INC	COM	000957100	85768	3927119	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	35317	929400	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	8382	220570	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	24592	647170	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	5422	142685	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	134905	3550135	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	2661	70023	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	320	8420	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	1197152	31503997	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	40260	1059484	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	186	4900	SH		DEFINE
ACE LTD	SHS	H0023R105	214	3960	SH		DEFINE

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

ACE LTD	SHS	H0023R105	693	12809	SH	DEFINE
ACE LTD	SHS	H0023R105	90719	1675952	SH	DEFINE
ACE LTD	SHS	H0023R105	5354	98915	SH	DEFINE
ACE LTD	SHS	H0023R105	5562	102760	SH	DEFINE
ACE LTD	SHS	H0023R105	71259	1316438	SH	DEFINE
ACE LTD	SHS	H0023R105	16967	313481	SH	DEFINE
ACE LTD	SHS	H0023R105	386	7140	SH	DEFINE
ACE LTD	SHS	H0023R105	151420	2797348	SH	DEFINE
ACE LTD	SHS	H0023R105	299572	5534299	SH	DEFINE
ACE LTD	SHS	H0023R105	140	2590	SH	DEFINE
ACTEL CORP	COM	004934105	13128	1051923	SH	DEFINE
ACTIVISION INC NEW	COM NEW	00507V109	229115	14848688	SH	DEFINE
ACTIVISION INC NEW	COM NEW	00507V109	55	3562	SH	DEFINE
ACTIVISION INC NEW	COM NEW	00507V109	241	15600	SH	DEFINE
ACTIVISION INC NEW	COM NEW	00507V109	2376	154000	SH	DEFINE
ADOBE SYS INC	COM	00724F101	96042	2433290	SH	DEFINE
ADOBE SYS INC	COM	00724F101	31117	788364	SH	DEFINE
ADOBE SYS INC	COM	00724F101	279	7080	SH	DEFINE
ADOBE SYS INC	COM	00724F101	346	8760	SH	DEFINE
ADOBE SYS INC	COM	00724F101	114	2900	SH	DEFINE
ADOBE SYS INC	COM	00724F101	486	12306	SH	DEFINE
ADOBE SYS INC	COM	00724F101	292	7400	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	7604	1635300	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	1208	259831	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	280	60300	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	2529	543900	SH	DEFINE
ADVANCED LIFE SCIENCES HLDGS	COM	00765H107	306	377400	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	4452	250370	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	1580	88888	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	1730	70800	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	3625	162200	SH	DEFINE
AEGON N V	NY REGISTRY SH	007924103	126	14306	SH	DEFINE
AERCAP HOLDINGS NV	SHS	N00985106	154	14500	SH	DEFINE
AES CORP	COM	00130H105	1116	95492	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	286	485500	SH	DEFINE
AETNA INC NEW	COM	00817Y108	1917	53100	SH	DEFINE
AETNA INC NEW	COM	00817Y108	328	9070	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	2359	46600	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	137	2700	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	119388	1441019	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	8657	104494	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	215	2600	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1655	19979	SH	DEFINE
AFLAC INC	COM	001055102	184073	3133150	SH	DEFINE
AFLAC INC	COM	001055102	92070	1567150	SH	DEFINE
AFLAC INC	COM	001055102	29216	497290	SH	DEFINE
AFLAC INC	COM	001055102	1815	30900	SH	DEFINE
AFLAC INC	COM	001055102	35	600	SH	DEFINE
AFLAC INC	COM	001055102	3819	65010	SH	DEFINE
AFLAC INC	COM	001055102	270	4600	SH	DEFINE
AFLAC INC	COM	001055102	1755	29878	SH	DEFINE
AGCO CORP	COM	001084102	425	9985	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	39022	1315630	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	11864	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	3963	133609	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	1646	55500	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	15	490	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	250	8440	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	104	3500	SH	DEFINE
AGL RES INC	COM	001204106	186240	5935000	SH	DEFINE
AGL RES INC	COM	001204106	19	600	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	71591	1300000	SH	DEFINE

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

AGRIUM INC	COM	008916108	252	4500	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	1438	21000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	34245	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	9355	136585	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	120	1750	SH	OTHER
AIR TRANSPORT SERVICES GRP I	COM	00922R105	677	915400	SH	DEFINE
AIRGAS INC	COM	009363102	43613	878400	SH	DEFINE
AIRGAS INC	COM	009363102	21	421	SH	DEFINE
AK STL HLDG CORP	COM	001547108	113386	4374461	SH	DEFINE
AK STL HLDG CORP	COM	001547108	216	8340	SH	DEFINE
ALAMO GROUP INC	COM	011311107	1908	111900	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	27539	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	10195	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	64922	2383329	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	7	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	65	2400	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	196	50935	SH	DEFINE
ALCOA INC	COM	013817101	2418	107100	SH	DEFINE
ALCOA INC	COM	013817101	33736	1494060	SH	DEFINE
ALCOA INC	COM	013817101	3735	165421	SH	DEFINE
ALCOA INC	COM	013817101	285581	12647541	SH	DEFINE
ALCOA INC	COM	013817101	1163	54767	SH	DEFINE
ALCOA INC	COM	013817101	1038	45960	SH	DEFINE
ALCON INC	COM SHS	H01301102	21190	131200	SH	DEFINE
ALCON INC	COM SHS	H01301102	260	1610	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	5433	123395	SH	DEFINE
ALEXANDERS INC	COM	014752109	208442	521104	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	1100	28000	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	291	7400	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	2578	65600	SH	DEFINE
ALKERMES INC	COM	01642T108	2313	173900	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	38	104	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	301394	825738	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	18207	495159	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	77	2100	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	20	540	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	312	8490	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	140	3800	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	14100	399200	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	1035	29300	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	268	7600	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	2405	68100	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	7895	223697	SH	DEFINE
ALLERGAN INC	COM	018490102	1278	24808	SH	DEFINE
ALLERGAN INC	COM	018490102	41200	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	13932	270515	SH	DEFINE
ALLERGAN INC	COM	018490102	165	3200	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	157228	2480720	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	174	2750	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	269050	4245025	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	2292	36164	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	13951	3671200	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	4192	1103110	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	703	19000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	10712	289423	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	6236	168500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	962	26000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1258	34000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	40424	1255000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	52	1600	SH	DEFINE
ALLIED CAP CORP NEW	COM	01903Q108	167	15480	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	300	18230	SH	DEFINE

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

ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	2457	149440	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	34027	2735310	SH	DEFINE
ALLSTATE CORP	COM	020002101	5627	122000	SH	DEFINE
ALLSTATE CORP	COM	020002101	7507	162780	SH	DEFINE
ALLSTATE CORP	COM	020002101	173	3750	SH	DEFINE
ALLSTATE CORP	COM	020002101	14468	313710	SH	DEFINE
ALLSTATE CORP	COM	020002101	92	2000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	5039	253960	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4623	233010	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	60	3000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	249782	12589810	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7	350	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	2770	139640	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	58	2900	SH	DEFINE
ALUMINA LTD	SPONSORED ADR	022205108	4355	431256	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	14475	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	246	6340	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	66	1700	SH	DEFINE
AMAZON COM INC	COM	023135106	38104	523700	SH	DEFINE
AMAZON COM INC	COM	023135106	193	2653	SH	DEFINE
AMAZON COM INC	COM	023135106	160	2193	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	3	75	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	376	8300	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	1971	43500	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	15832	349500	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	32	710	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	154	3400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	176	75400	SH	DEFINE
AMDOCS LTD	ORD	G02602103	1207	44100	SH	DEFINE
AMEDISYS INC	COM	023436108	1251	25701	SH	DEFINE
AMEREN CORP	COM	023608102	619601	15875000	SH	DEFINE
AMEREN CORP	COM	023608102	1818	46576	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	23152	499400	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	41341	891748	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	7524	162300	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	37593	810900	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	247782	5344729	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1159	25000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	2819	60800	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	8844	1650000	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	416432	11245800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	2650	71560	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	74	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM	025537101	178	4800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	13	350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	11096	313170	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	14137	399006	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	130546	3684616	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	14327	404381	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	14	400	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	90152	2544500	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	15548	438840	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	1619	486320	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	765	229687	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	730	219271	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	1016	304972	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	6187	1858034	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	21683	6511314	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2	462	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	32	9740	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	61743	18541546	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	5062	1520049	SH	DEFINE

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

AMERICAN INTL GROUP INC	COM	026874107	27	8067	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	51875	6038975	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	118	13750	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	30	3500	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	99293	5590830	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	1712	96390	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	497	28000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	3996	225000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	14054	791569	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/00	02744MAA6	15281	15000000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	80304	930200	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	9057	693500	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	114624	3186647	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4137	115000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	15588	433358	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	7949	221000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	971	27000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	697	19378	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1349	37500	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	26262	1169810	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	10750	500000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	4	200	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2426	63506	SH	DEFINE
AMETEK INC NEW	COM	031100100	162442	3984360	SH	DEFINE
AMETEK INC NEW	COM	031100100	1395	34205	SH	DEFINE
AMETEK INC NEW	COM	031100100	2223	54521	SH	DEFINE
AMGEN INC	COM	031162100	28784	485640	SH	DEFINE
AMGEN INC	COM	031162100	55240	932000	SH	DEFINE
AMGEN INC	COM	031162100	10494	177052	SH	DEFINE
AMGEN INC	COM	031162100	219	3690	SH	DEFINE
AMGEN INC	COM	031162100	29137	491590	SH	DEFINE
AMGEN INC	COM	031162100	10203	172149	SH	DEFINE
AMGEN INC	COM	031162100	56189	948010	SH	DEFINE
AMGEN INC	COM	031162100	196984	3323503	SH	DEFINE
AMGEN INC	COM	031162100	5388	90903	SH	DEFINE
AMGEN INC	COM	031162100	676	11410	SH	DEFINE
AMGEN INC	COM	031162100	1141466	19258740	SH	DEFINE
AMGEN INC	COM	031162100	68294	1152255	SH	DEFINE
AMGEN INC	COM	031162100	202	3400	SH	DEFINE
AMICUS THERAPEUTICS INC	COM	03152W109	731	48331	SH	DEFINE
AMR CORP	COM	001765106	19640	2000000	SH	DEFINE
AMR CORP	COM	001765106	3	288	SH	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	11427	840831	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	1703	84200	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	4138	85306	SH	DEFINE
ANADIGICS INC	COM	032515108	118	42050	SH	DEFINE
ANADIGICS INC	COM	032515108	30	10700	SH	DEFINE
ANADIGICS INC	COM	032515108	257	91360	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	500	188700	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	247	9386	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	1772	2243000	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	4834	6118741	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	4235	253121	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	142876	6185124	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	73	3150	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	38359	591225	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	513504	7914674	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	2723	42125	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	62	4635	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	4718	350770	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	273	20300	SH	DEFINE
ANSYS INC	COM	03662Q105	16898	446200	SH	DEFINE

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

ANSYS INC	COM	03662Q105	967	25544	SH	DEFINE
ANSYS INC	COM	03662Q105	255	6737	SH	DEFINE
ANSYS INC	COM	03662Q105	1554	41029	SH	DEFINE
AON CORP	COM	037389103	2033	45220	SH	DEFINE
AON CORP	COM	037389103	57	1270	SH	DEFINE
AON CORP	COM	037389103	2585	57494	SH	DEFINE
AON CORP	COM	037389103	27942	621490	SH	DEFINE
AON CORP	COM	037389103	108485	2412923	SH	DEFINE
AON CORP	COM	037389103	2779	61820	SH	DEFINE
AON CORP	COM	037389103	378	8410	SH	DEFINE
AON CORP	COM	037389103	488	10862	SH	DEFINE
AON CORP	COM	037389103	28428	632293	SH	DEFINE
APACHE CORP	COM	037411105	4640	44500	SH	DEFINE
APACHE CORP	COM	037411105	31245	299626	SH	DEFINE
APACHE CORP	COM	037411105	104	1000	SH	DEFINE
APACHE CORP	COM	037411105	407	3900	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	44188	2940000	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	3643	213652	SH	DEFINE
APPLE INC	COM	037833100	132025	1161580	SH	DEFINE
APPLE INC	COM	037833100	79562	700000	SH	DEFINE
APPLE INC	COM	037833100	55898	491796	SH	DEFINE
APPLE INC	COM	037833100	4205	37000	SH	DEFINE
APPLE INC	COM	037833100	19	170	SH	DEFINE
APPLE INC	COM	037833100	297	2625	SH	DEFINE
APPLE INC	COM	037833100	636	5600	SH	DEFINE
APPLE INC	COM	037833100	125	1100	SH	DEFINE
APPLE INC	COM	037833100	679	5973	SH	DEFINE
APPLE INC	COM	037833100	1574	13850	SH	DEFINE
APPLIED BIOSYSTEMS INC DEL	COM	038149100	914	26700	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	38070	1413650	SH	DEFINE
APPLIED MATLS INC	COM	038222105	447	29550	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2236	147805	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	1371	78900	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	431	24794	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	108	6192	SH	DEFINE
APPLIED SIGNAL TECHNOLOGY IN	COM	038237103	973	55962	SH	DEFINE
APTARGROUP INC	COM	038336103	28413	726500	SH	DEFINE
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	6206	169055	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	10478	1047800	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	1216	24632	SH	DEFINE
ARCH COAL INC	COM	039380100	8226	250100	SH	DEFINE
ARCH COAL INC	COM	039380100	30	900	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	3965	180947	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	11948	400000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	1236	89400	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	24	648	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	7035	190910	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	2544	1029800	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	SHS	G0474B105	928	450500	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	16845	500000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	3154	205100	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	11560	400000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	26827	928264	SH	DEFINE
ARQULE INC	COM	04269E107	2562	795800	SH	DEFINE
ARQULE INC	COM	04269E107	225	70000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	191	24696	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	960	124200	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	271	35000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	2504	323900	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	236	9000	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	2009	570800	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	503	142900	SH	DEFINE



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

ART TECHNOLOGY GROUP INC	COM	04289L107	4680	1329600	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	4414	1254796	SH	DEFINE
ASHLAND INC NEW	COM	044209104	10260	350900	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	62646	2278050	SH	DEFINE
ASPENBIO PHARMA INC	COM	045346103	180	28900	SH	DEFINE
ASSURANT INC	COM	04621X108	44039	800700	SH	DEFINE
ASSURANT INC	COM	04621X108	18453	335500	SH	DEFINE
ASSURANT INC	COM	04621X108	268	4877	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	4597	282700	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	7786	478870	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	2156	49123	SH	DEFINE
AT&T INC	COM	00206R102	1115904	39967918	SH	DEFINE
AT&T INC	COM	00206R102	40840	1462743	SH	DEFINE
AT&T INC	COM	00206R102	140	5000	SH	DEFINE
AT&T INC	COM	00206R102	51	1836	SH	DEFINE
AT&T INC	COM	00206R102	20901	750624	SH	DEFINE
AT&T INC	COM	00206R102	18028	645711	SH	DEFINE
AT&T INC	COM	00206R102	2660	95292	SH	DEFINE
AT&T INC	COM	00206R102	9600	343830	SH	DEFINE
AT&T INC	COM	00206R102	223	8000	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	11021	467370	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	1026	43500	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	271	11500	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	2554	108300	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	11200	400000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	43308	1626900	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	134963	5070000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	17	641	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	18994	521800	SH	DEFINE
AUTODESK INC	COM	052769106	58122	1732410	SH	DEFINE
AUTODESK INC	COM	052769106	3808	113490	SH	DEFINE
AUTODESK INC	COM	052769106	5657	168600	SH	DEFINE
AUTODESK INC	COM	052769106	805	24000	SH	DEFINE
AUTODESK INC	COM	052769106	274	8162	SH	DEFINE
AUTODESK INC	COM	052769106	1191	35500	SH	DEFINE
AUTOLIV INC	COM	052800109	19194	568700	SH	DEFINE
AUTOLIV INC	COM	052800109	8357	247600	SH	DEFINE
AUTOLIV INC	COM	052800109	230	6800	SH	DEFINE
AUTOLIV INC	COM	052800109	688	20373	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	29925	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	10041	234868	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	180	4210	SH	OTHER
AUTOMATIC DATA PROCESSING IN	COM	053015103	2	50	SH	DEFINE
AUTONATION INC	COM	05329W102	1928	171540	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	226	2300	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	112	1135	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	650	6600	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	3346	34000	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	27272	277098	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	74	755	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	335	3400	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	26631	598714	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	20550	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	285	6400	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	36	800	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	696	15650	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	169	3800	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	31	700	SH	DEFINE
AVISTA CORP	COM	05379B107	13247	610200	SH	DEFINE
AVOCENT CORP	COM	053893103	39271	1919400	SH	DEFINE
AVON PRODS INC	COM	054303102	19111	459739	SH	DEFINE
AVON PRODS INC	COM	054303102	556	13380	SH	DEFINE

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

AVON PRODS INC	COM	054303102	2	50	SH	DEFINE
AXA	SPONSORED ADR	054536107	623	19080	SH	DEFINE
AXA	SPONSORED ADR	054536107	349	10680	SH	DEFINE
AXA	SPONSORED ADR	054536107	15692	480595	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1090	34370	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	9209	37100	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	37	150	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	1043	4200	SH	DEFINE
BAKER HUGHES INC	COM	057224107	4976	82200	SH	DEFINE
BAKER HUGHES INC	COM	057224107	824	13605	SH	DEFINE
BAKER HUGHES INC	COM	057224107	157154	2595866	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	5726	238875	SH	DEFINE
BALL CORP	COM	058498106	348	8800	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	291171	18085169	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	17307	1074954	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	2213	137478	SH	DEFINE
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	71730	4098829	SH	DEFINE
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	12318	854233	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	239	12900	SH	DEFINE
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	18708	437200	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	109	7240	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	13676	910677	SH	DEFINE
BANK HAWAII CORP	COM	062540109	655	12248	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	493	10705	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3507	100200	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	915972	26170617	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	32534	929543	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	210	6000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	8602	245775	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	4161	118884	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	21388	620686	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	83971	2399158	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2279	65118	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	593	16950	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	100107	2860209	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	18274	522117	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	72	2050	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3274	100500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	212	6520	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	15426	473471	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	23152	710613	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	44586	1368500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	8259	253491	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2611	80129	SH	DEFINE
BANRO CORP	COM	066800103	3132	1200000	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	6	250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	3111	125935	SH	DEFINE
BARD C R INC	COM	067383109	117615	1239745	SH	DEFINE
BARD C R INC	COM	067383109	1670	17600	SH	DEFINE
BARD C R INC	COM	067383109	2068	21793	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	189	17400	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	49	4500	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	436	40100	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	2713	249821	SH	DEFINE
BARR PHARMACEUTICALS INC	COM	068306109	72	1100	SH	DEFINE
BARR PHARMACEUTICALS INC	COM	068306109	98916	1514800	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	65214	2030950	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	1003	31240	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	250	7800	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2344	73000	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	4499	140270	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	140614	3827283	SH	DEFINE

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

BARRICK GOLD CORP	COM	067901108	490	13343	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	5447	637100	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	9	1000	SH	DEFINE
BAXTER INTL INC	COM	071813109	34206	521200	SH	DEFINE
BAXTER INTL INC	COM	071813109	26252	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3906	59511	SH	DEFINE
BAXTER INTL INC	COM	071813109	274	4170	SH	DEFINE
BAXTER INTL INC	COM	071813109	338	5157	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	6053	1269025	SH	DEFINE
BCE INC	COM NEW	05534B760	988	28466	SH	DEFINE
BE AEROSPACE INC	COM	073302101	45094	2848640	SH	DEFINE
BE AEROSPACE INC	COM	073302101	2608	164725	SH	DEFINE
BE AEROSPACE INC	COM	073302101	212	13400	SH	DEFINE
BE AEROSPACE INC	COM	073302101	1892	119500	SH	DEFINE
BE AEROSPACE INC	COM	073302101	997	62995	SH	DEFINE
BEARINGPOINT INC	COM	074002106	6466	12435368	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	476	6700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	108280	1349112	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	5780	72022	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1790	22300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	104	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	1962	62450	SH	DEFINE
BEMIS INC	COM	081437105	80168	3058689	SH	DEFINE
BEMIS INC	COM	081437105	9348	356663	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	67668	4806000	SH	DEFINE
BERKLEY W R CORP	COM	084423102	962	40859	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	24030	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	6138	47	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	523314	4007	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	778	177	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	26146	5949	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	922234	209837	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	22	5	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	549	125	SH	DEFINE
BEST BUY INC	COM	086516101	31712	845660	SH	DEFINE
BEST BUY INC	COM	086516101	17530	467466	SH	DEFINE
BEST BUY INC	COM	086516101	136	3620	SH	DEFINE
BEST BUY INC	COM	086516101	936	24947	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	33695	34295000	PRN	DEFINE
BEVERLY HILLS BANCORP DEL	COM	087866109	1066	866488	SH	DEFINE
BFC FINL CORP	CL A	055384200	611	1110000	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	3520	67700	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	6078	132400	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	13214	1281601	SH	DEFINE
BIG LOTS INC	COM	089302103	27115	974300	SH	DEFINE
BIODEL INC	COM	09064M105	732	218500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	2005	511500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	78	20000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	13554	269522	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	20116	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2955	58765	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	6188	233600	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	917	34610	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	204	7700	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1841	69500	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	4707	3300000	PRN	DEFINE
BIOVAIL CORP	COM	09067J109	111	11400	SH	DEFINE
BJ SVCS CO	COM	055482103	3401	177761	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	2854	46978	SH	DEFINE
BLACKBOARD INC	COM	091935502	391	9700	SH	DEFINE
BLACKBOARD INC	COM	091935502	101	2500	SH	DEFINE
BLACKBOARD INC	COM	091935502	886	22000	SH	DEFINE

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

BLACKROCK INC	COM	09247X101	59968	308320	SH	DEFINE
BLACKROCK INC	COM	09247X101	395	2030	SH	DEFINE
BLACKROCK INC	COM	09247X101	284	1462	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	123	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	119	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	404	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	1046	46400	SH	DEFINE
BMB MUNAI INC	COM	09656A105	23308	5608232	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	300	10493	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	7792	272150	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	6779	236790	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	644	23600	SH	DEFINE
BOEING CO	COM	097023105	65076	1134720	SH	DEFINE
BOEING CO	COM	097023105	59931	1045000	SH	DEFINE
BOEING CO	COM	097023105	19945	347775	SH	DEFINE
BOEING CO	COM	097023105	171	2990	SH	DEFINE
BOEING CO	COM	097023105	59	1030	SH	DEFINE
BOEING CO	COM	097023105	2738	49227	SH	DEFINE
BOEING CO	COM	097023105	361	6300	SH	DEFINE
BOEING CO	COM	097023105	1964	34254	SH	DEFINE
BOEING CO	COM	097023105	92	1600	SH	DEFINE
BORGWARNER INC	COM	099724106	75388	2300530	SH	DEFINE
BORGWARNER INC	COM	099724106	1498	45720	SH	DEFINE
BORGWARNER INC	COM	099724106	1305	39830	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	450	4800	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	94	1000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	1396	14900	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	7043	75200	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	54257	579293	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	92	982	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	543	5800	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	168	13702	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	4237	345314	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	21308	1736630	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	43553	3549537	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2089	170236	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	262	21380	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	626455	51055820	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	25854	2107094	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	16208	1558500	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1334	128250	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	346	33300	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	2926	281300	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	14662	1409596	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3507	69900	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	17570	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	49809	992811	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	22076	440031	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	6368	126926	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	19904	396760	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	9	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20830	415180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	202	4032	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	4272	45951	SH	DEFINE
BRADY CORP	CL A	104674106	251592	7131292	SH	DEFINE
BRADY CORP	CL A	104674106	71	2000	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	33389	2063600	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	6	365	SH	DEFINE
BRINKS CO	COM	109696104	229	3750	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	337438	16184080	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	15948	764904	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	118773	5696555	SH	DEFINE

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

BRISTOL MYERS SQUIBB CO	COM	110122108	42	2010	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	696	33389	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	16748	803261	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	100307	4810870	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3560	170756	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	800	38350	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	167933	8054328	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	21983	1054342	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	146	6980	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	66108	1953550	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	471	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	20	330	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	5273	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	10904	367197	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	385	25039	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	314	19800	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	1545	97510	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	9812	619460	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	26	1622	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	70	4400	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	47650	671120	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	251	3500	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	114194	1590224	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	56683	3460481	SH	DEFINE
BRUNSWICK CORP	COM	117043109	40104	3135600	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	243	6560	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	28584	639760	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	22	500	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	611	13680	SH	DEFINE
BUNGE LIMITED	COM	G16962105	5307	83994	SH	DEFINE
BUNGE LIMITED	COM	G16962105	23066	365080	SH	DEFINE
BUNGE LIMITED	COM	G16962105	16245	257124	SH	DEFINE
BUNGE LIMITED	COM	G16962105	5	73	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	32535	352000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	44287	479143	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	370	4000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	28	300	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	193381	3794762	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1708	33526	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2215	43462	SH	DEFINE
CA INC	COM	12673P105	249	12487	SH	DEFINE
CABOT CORP	COM	127055101	31043	976800	SH	DEFINE
CABOT CORP	COM	127055101	345	10870	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	2284	55778	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	9790	239152	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	46	1120	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	494	73080	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	980	144967	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	411	60830	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	18918	2798494	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	553	81786	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	116	17180	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	463	68543	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	5038	745209	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	53	7800	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	7935	893594	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	9538	10000000	PRN	DEFINE
CAL DIVE INTL INC DEL	COM	12802T101	3421	322756	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	18560	1439726	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	286	20300	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	63	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	367	8000	SH	DEFINE

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

CAMDEN PPTY TR	SH BEN INT	133131102	1926	42000	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	16390	357400	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	170	3700	SH	DEFINE
CAMECO CORP	COM	13321L108	2465	110510	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	57957	1503820	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	200	5200	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	1078	27977	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	647	16751	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	30707	642000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	23915	500000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	9976	208569	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	365	7631	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	26930	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	44	818	SH	DEFINE
CANON INC	ADR	138006309	8845	234315	SH	DEFINE
CANON INC	ADR	138006309	4881	129308	SH	DEFINE
CANON INC	ADR	138006309	113	3000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	45	4830	SH	DEFINE
CAPE BANCORP INC	COM	139209100	1263	136555	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	1094	25520	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	274	6400	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	2422	56500	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	514	10070	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	21411	1740696	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	312	25400	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1	110	SH	DEFINE
CAPITALSOURCE INC	DBCV 4.000% 7/11	14055XAE2	34095	45460000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	3804	73700	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	14784	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	891	18073	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1840	37340	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	4151	546128	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	152	20000	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	188	11475	SH	DEFINE
CARLISLE COS INC	COM	142339100	205883	6869631	SH	DEFINE
CARLISLE COS INC	COM	142339100	15	500	SH	DEFINE
CARMAX INC	COM	143130102	312	22310	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	43144	1220476	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	19973	565000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	139	3940	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	3737	105720	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	1132	34089	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	57503	1626675	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	985	27851	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	635	17950	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/11	143658AN2	18540	18000000	PRN	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/11	143658AN2	2	2000	PRN	DEFINE
CARRIZO OIL & CO INC	COM	144577103	19317	532590	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	18046	1536262	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	46688	1547500	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	25610	429700	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	9619	161388	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1366	23275	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1428	23962	SH	DEFINE
CATO CORP NEW	CL A	149205106	7898	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	894	532000	SH	DEFINE
CBS CORP NEW	CL B	124857202	10467	717880	SH	DEFINE
CBS CORP NEW	CL B	124857202	1294	88740	SH	DEFINE
CBS CORP NEW	CL B	124857202	233	16000	SH	DEFINE
CBS CORP NEW	CL B	124857202	8	540	SH	DEFINE
CBS CORP NEW	CL B	124857202	127	8690	SH	DEFINE
CBS CORP NEW	CL B	124857202	48	3300	SH	DEFINE

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

CEDAR FAIR L P	DEPOSITRY UNIT	150185106	798	38550	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1479	53000	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	17161	614870	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	13488	375000	SH	DEFINE
CELGENE CORP	COM	151020104	152516	2410180	SH	DEFINE
CELGENE CORP	COM	151020104	1582	25000	SH	DEFINE
CELGENE CORP	COM	151020104	64287	1015912	SH	DEFINE
CELGENE CORP	COM	151020104	6996	110560	SH	DEFINE
CELGENE CORP	COM	151020104	886	14000	SH	DEFINE
CELGENE CORP	COM	151020104	520	8212	SH	DEFINE
CELGENE CORP	COM	151020104	1171	18500	SH	DEFINE
CELLCOM ISRAEL LTD	SHS	M2196U109	1554	51700	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	15604	906172	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	897	52067	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	3360	195100	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	290	16846	SH	DEFINE
CENTENNIAL COMMUNCTNS CORP N	CL A NEW	15133V208	5029	806000	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	128033	8787420	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	79	5400	SH	DEFINE
CENTURYTEL INC	COM	156700106	8958	244427	SH	DEFINE
CENTURYTEL INC	COM	156700106	110	3000	SH	DEFINE
CEPHALON INC	COM	156708109	23952	309100	SH	DEFINE
CEPHALON INC	COM	156708109	5	68	SH	DEFINE
CEPHEID	COM	15670R107	11289	816300	SH	DEFINE
CEPHEID	COM	15670R107	138	10000	SH	DEFINE
CERNER CORP	COM	156782104	86230	1931672	SH	DEFINE
CERNER CORP	COM	156782104	468	10494	SH	DEFINE
CERNER CORP	COM	156782104	2039	45678	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	302	3300	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	25428	5200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2010	88406	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	121	5300	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3921	172420	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2877	126520	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	42687	1877176	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2443	107440	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	23402	1029328	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	1758	77320	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	242466	10662552	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	283420	12463505	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	48980	1572909	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3339	93100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	34678	967052	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	8070	225055	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	9	260	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	189	5260	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	72	2010	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1005	28034	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	172	4800	SH	DEFINE
CHESAPEAKE ENERGY CORP	PFD CONV	165167842	409	4250	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	775457	9401759	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	45485	551468	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	18179	220410	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	7248	87881	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	20961	256034	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	99426	1205461	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	3535	42859	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	899	10900	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	193522	2346290	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	8600	104273	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	236	2860	SH	DEFINE
CHICOPEE BANCORP INC	COM	168565109	1015	77414	SH	DEFINE

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

CHICOS FAS INC	COM	168615102	110	20190	SH	DEFINE
CHICOS FAS INC	COM	168615102	38800	7093180	SH	DEFINE
CHICOS FAS INC	COM	168615102	2486	454500	SH	DEFINE
CHICOS FAS INC	COM	168615102	819	149783	SH	DEFINE
CHICOS FAS INC	COM	168615102	30996	5666556	SH	DEFINE
CHICOS FAS INC	COM	168615102	5271	963621	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	2514	50200	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1296	25875	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9	185	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	885	91125	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	5981	146290	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	142	3480	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	1094	19715	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	105	1900	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	1620	29200	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	5947	127200	SH	DEFINE
CHIQUITA BRANDS INTL INC	COM	170032809	12806	810000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	34076	4442700	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	260	200000	SH	DEFINE
CHUBB CORP	COM	171232101	19918	362800	SH	DEFINE
CHUBB CORP	COM	171232101	13114	238869	SH	DEFINE
CHUBB CORP	COM	171232101	1482	27000	SH	DEFINE
CHUBB CORP	COM	171232101	55	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	101	4268	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	2519	106407	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	154	6501	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	3826	161642	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	47189	1993601	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	721	30450	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	11310	477942	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	366498	15483652	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	220670	9322772	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	2	91	SH	SOLE
CHURCH & DWIGHT INC	COM	171340102	1435	23115	SH	DEFINE
CIGNA CORP	COM	125509109	1595	46953	SH	DEFINE
CIGNA CORP	COM	125509109	4	120	SH	DEFINE
CIGNA CORP	COM	125509109	3211	94500	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	6393	224800	SH	DEFINE
CINTAS CORP	COM	172908105	67583	2353978	SH	DEFINE
CINTAS CORP	COM	172908105	454	15800	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	23607	543554	SH	DEFINE
CISCO SYS INC	COM	17275R102	158686	7033950	SH	DEFINE
CISCO SYS INC	COM	17275R102	34855	1545000	SH	DEFINE
CISCO SYS INC	COM	17275R102	58250	2581994	SH	DEFINE
CISCO SYS INC	COM	17275R102	102	4500	SH	OTHER
CISCO SYS INC	COM	17275R102	1579	70000	SH	DEFINE
CISCO SYS INC	COM	17275R102	10919	484010	SH	DEFINE
CISCO SYS INC	COM	17275R102	5292	234580	SH	DEFINE
CISCO SYS INC	COM	17275R102	11173	495240	SH	DEFINE
CISCO SYS INC	COM	17275R102	47378	2100092	SH	DEFINE
CISCO SYS INC	COM	17275R102	3269	144910	SH	DEFINE
CISCO SYS INC	COM	17275R102	260	11510	SH	DEFINE
CISCO SYS INC	COM	17275R102	368198	16320840	SH	DEFINE
CISCO SYS INC	COM	17275R102	21827	967518	SH	DEFINE
CISCO SYS INC	COM	17275R102	62	2730	SH	DEFINE
CISCO SYS INC	COM	17275R102	4	182	SH	SOLE
CIT GROUP INC	COM	125581108	17883	2569400	SH	DEFINE
CIT GROUP INC	COM	125581108	103696	14898878	SH	DEFINE
CIT GROUP INC	UNIT 99/99/9999	125581405	9147	1045370	SH	DEFINE
CIT GROUP INC	8.75%PFD SER C	125581603	988	30000	SH	DEFINE
CITIGROUP INC	COM	172967101	1989	97000	SH	DEFINE
CITIGROUP INC	COM	172967101	23045	1123610	SH	DEFINE



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

CITIGROUP INC	COM	172967101	12366	602906	SH	DEFINE
CITIGROUP INC	COM	172967101	12	580	SH	DEFINE
CITIGROUP INC	COM	172967101	7031	344547	SH	DEFINE
CITIGROUP INC	COM	172967101	82	4000	SH	DEFINE
CITIGROUP INC	COM	172967101	41	2000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	35906A108	7286	633592	SH	DEFINE
CITRIX SYS INC	COM	177376100	301	11900	SH	DEFINE
CLARCOR INC	COM	179895107	5599	147600	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	2367	35040	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	540	8000	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	5296	78400	SH	DEFINE
CLECO CORP NEW	COM	12561W105	25250	1000000	SH	DEFINE
CLEVELAND CLIFFS INC	COM	185896107	152872	2887641	SH	DEFINE
CLEVELAND CLIFFS INC	COM	185896107	233	4400	SH	DEFINE
CLOROX CO DEL	COM	189054109	32912	525000	SH	DEFINE
CLOROX CO DEL	COM	189054109	4948	78928	SH	DEFINE
CLOROX CO DEL	COM	189054109	345	5508	SH	DEFINE
CME GROUP INC	COM	12572Q105	5585	15032	SH	DEFINE
CMS ENERGY CORP	COM	125896100	3741	300000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	8849	709652	SH	DEFINE
CMS ENERGY CORP	NOTE	2.875%12/0125896AW0	6248	6000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	26448	1200000	SH	DEFINE
CNINSURE INC	SPONSORED ADR	18976M103	5879	653248	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	21	185	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	1579	13790	SH	DEFINE
COACH INC	COM	189754104	14213	567623	SH	DEFINE
COAST DISTR SYS	COM	190345108	194	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1274	540000	SH	DEFINE
COCA COLA CO	COM	191216100	30543	577590	SH	DEFINE
COCA COLA CO	COM	191216100	26813	507056	SH	DEFINE
COCA COLA CO	COM	191216100	222	4200	SH	DEFINE
COCA COLA CO	COM	191216100	1840	36397	SH	DEFINE
COCA COLA CO	COM	191216100	2506	47381	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	228189	13606956	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	9124	1181980	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5885	257796	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2	86	SH	DEFINE
COHERENT INC	COM	192479103	15446	434500	SH	DEFINE
COHERENT INC	COM	192479103	26181	737232	SH	DEFINE
COHU INC	COM	192576106	34639	2189600	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	14574	193415	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	442	5864	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	211	2800	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	21649	1102860	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1678	85462	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	34	1740	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	924	47090	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	529	26950	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	228	11600	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	10626	541330	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	338	17150	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1365	69204	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	780490	39578603	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	13586	688940	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2560	129800	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	51728	2623123	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3999	202768	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	538	27260	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	902808	45781326	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	27880	1413786	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	59	3000	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	59972	2046141	SH	DEFINE

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

COMMUNITY HEALTH SYS INC NEW	COM	203668108	25	850	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	263930	9004787	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1224	41753	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	2027	102672	SH	DEFINE
COMPANHIA PARANAENSE ENER C	SPON ADR PFD	20441B407	5268	383965	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	281	13240	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6121	345800	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6994	395146	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	85696	4841586	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	2899	163800	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	11	612	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	681518	38503824	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	116156	6562478	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	76112	4300132	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	157	8892	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	826	43130	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1163	60740	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1249	65200	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	68	3529	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	25531	1333220	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	8918	465704	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	20053	622195	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	60531	2577972	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	6620	533836	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	13874	479676	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	40190	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1362	33890	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	299	15345	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	71414	1866535	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	566	14798	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	145	3800	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1289	33700	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	895	23403	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2622	35800	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	576593	7871570	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2564	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	39772	542956	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1787	24400	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	40	540	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	14000	192919	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	256	3500	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2062	28156	SH	DEFINE
CONSECO INC	COM NEW	208464883	39625	11256974	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	8315	181200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	643970	14990000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1616	37622	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	2559	119238	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	851	35000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	96	3950	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	150410	6189711	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	1	33	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	16680	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	2252	135000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1202	72079	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2221	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	17024	1151860	SH	DEFINE
CON-WAY INC	COM	205944101	2652	60126	SH	DEFINE
COOPER COS INC	COM NEW	216648402	961	27660	SH	DEFINE
COOPER COS INC	COM NEW	216648402	16756	482060	SH	DEFINE
COOPER COS INC	COM NEW	216648402	13020	374578	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	415	12775	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	28230	868625	SH	DEFINE

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

CORINTHIAN COLLEGES INC	COM	218868107	58952	3930128	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	53423	1655000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1008	31236	SH	DEFINE
CORNING INC	COM	219350105	6184	395400	SH	DEFINE
CORNING INC	COM	219350105	38571	2466191	SH	DEFINE
CORNING INC	COM	219350105	102	6500	SH	OTHER
CORNING INC	COM	219350105	1361	87000	SH	DEFINE
CORNING INC	COM	219350105	106	6800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	440	10900	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	2264	56100	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	19437	481700	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	60	1499	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	222	5500	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	19729	4871426	SH	DEFINE
COSAN LTD	SHS A	G25343107	4554	570700	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	3966	2036722	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	4902	75500	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	35176	541757	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	12	180	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	148	2280	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	58	900	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	520	8012	SH	DEFINE
COURIER CORP	COM	222660102	4072	200000	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	210	8335	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	174	6900	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	873	34600	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	8043	318800	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	36	1432	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	91	3600	SH	DEFINE
COVANCE INC	COM	222816100	76642	866890	SH	DEFINE
COVANCE INC	COM	222816100	1541	17428	SH	DEFINE
COVANCE INC	COM	222816100	646	7304	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1224	37600	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1097	33691	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	2	57	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	21164	393682	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1744	32439	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	14802	275343	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	5704	106092	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	12591	234206	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	53336	992104	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1790	33295	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	431	8020	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	588156	10940397	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	17779	330717	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	116	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	34978	561900	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	239	4945	SH	DEFINE
CREE INC	COM	225447101	2972	130450	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	647	25910	SH	DEFINE
CROSSTEX ENERGY L P	COM	22765U102	598	32750	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	55004	1898658	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	775	26745	SH	DEFINE
CSX CORP	COM	126408103	1132	20749	SH	DEFINE
CTC MEDIA INC	COM	12642X106	21521	1434716	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	261	6760	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	1457	37736	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	652	16758	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COM	229678107	4968	223500	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	398	6632	SH	DEFINE
CUMMINS INC	COM	231021106	1452	33200	SH	DEFINE
CURIS INC	COM	231269101	1040	896400	SH	DEFINE

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

CURRENCY SHARES EURO TR	EURO SHS	23130C108	1733	12295	SH	DEFINE
CVR ENERGY INC	COM	12662P108	3085	362100	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	88163	2619224	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	21175	629083	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	168	5000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	1683	50000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	626780	18620908	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	33	990	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	576	17100	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	185	5500	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	572	16994	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	9561	593500	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	553	34300	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	1572	213900	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	22	2953	SH	DEFINE
CYTEC INDS INC	COM	232820100	9105	234010	SH	DEFINE
CYTEC INDS INC	COM	232820100	4154	106760	SH	DEFINE
CYTEC INDS INC	COM	232820100	778	20005	SH	DEFINE
CYTEC INDS INC	COM	232820100	15415	396176	SH	DEFINE
CYTEC INDS INC	COM	232820100	76	1950	SH	DEFINE
D R HORTON INC	COM	23331A109	59706	4585724	SH	DEFINE
D R HORTON INC	COM	23331A109	326	25037	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	2812	55680	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	394	7800	SH	DEFINE
DANA HOLDING CORP	COM	235825205	23594	4874757	SH	DEFINE
DANAHER CORP DEL	COM	235851102	75234	1084070	SH	DEFINE
DANAHER CORP DEL	COM	235851102	25084	361439	SH	DEFINE
DANAHER CORP DEL	COM	235851102	6697	96500	SH	DEFINE
DANAHER CORP DEL	COM	235851102	833	12000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	557	8020	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1249	18000	SH	DEFINE
DANVERS BANCORP INC	COM	236442109	363	28500	SH	DEFINE
DAVITA INC	COM	23918K108	2771	48610	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	10823	642700	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	2301	98500	SH	DEFINE
DEERE & CO	COM	244199105	1916	38703	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	382	48933	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	3	357	SH	DEFINE
DELL INC	COM	24702R101	15920	966040	SH	DEFINE
DELL INC	COM	24702R101	8240	500000	SH	DEFINE
DELL INC	COM	24702R101	1527	92670	SH	DEFINE
DELL INC	COM	24702R101	459370	27874375	SH	DEFINE
DELL INC	COM	24702R101	16	960	SH	DEFINE
DELL INC	COM	24702R101	329	20040	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	1629	218624	SH	DEFINE
DELTA APPAREL INC	COM	247368103	6304	755000	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	261	13700	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	1464	39000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	488	13000	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	269	3700	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	19	600	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	364	11500	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1892	59700	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	15759	497300	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	184	5800	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	3429	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	90328	990440	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	4560	50000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	25297	277383	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	93	1020	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	36	390	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	453	4970	SH	DEFINE

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

DEVON ENERGY CORP NEW	COM	25179M103	164	1800	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	409	4489	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	182	2000	SH	DEFINE
DEXCOM INC	COM	252131107	6108	986696	SH	DEFINE
DEXCOM INC	COM	252131107	22	3500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	25850	375400	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	18919	274750	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	90	1300	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	11440	166445	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2469	35850	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	497	4820	SH	DEFINE
DIAMONDS TR	UNIT SER 1	252787106	349	3220	SH	DEFINE
DIANA SHIPPING INC	COM	Y2066G104	256	13000	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	39872	2036350	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	1212	61900	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	804	41059	SH	DEFINE
DIEBOLD INC	COM	253651103	8999	271800	SH	DEFINE
DIEBOLD INC	COM	253651103	83	2500	SH	DEFINE
DIEBOLD INC	COM	253651103	108792	3285765	SH	DEFINE
DIEBOLD INC	COM	253651103	63	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	2372	232699	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	6091	128900	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	40	840	SH	DEFINE
DILLARDS INC	CL A	254067101	10384	880000	SH	DEFINE
DIME BANCORP INC NEW	-W EXP 99/99/999	25429Q110	2	23510	SH	DEFINE
DIODES INC	COM	254543101	954	51720	SH	DEFINE
DIODES INC	COM	254543101	234	12700	SH	DEFINE
DIODES INC	COM	254543101	2083	112900	SH	DEFINE
DIONEX CORP	COM	254546104	15888	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	19847	758400	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	574	21916	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	7339	280421	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3180	121500	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1507	57570	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	15550	594209	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	906	34621	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	378	14430	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	105226	4020880	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	12718	485984	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	86	3288	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	3345	242040	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	358	25879	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	0	25	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	34	2490	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	332	24000	SH	DEFINE
DISCOVERY HOLDING CO	CL A COM	25468Y107	416	29273	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	13	600	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	94	4481	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	26223	1248704	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	52308	1704402	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	34680	1130000	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	47765	1556359	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	176	5742	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	29	950	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	470	15322	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	178	5800	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	188	6130	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	368	12000	SH	DEFINE
DIVX INC	COM	255413106	795	122930	SH	DEFINE
DIVX INC	COM	255413106	207	32000	SH	DEFINE
DIVX INC	COM	255413106	2184	337600	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	3471	472200	SH	DEFINE

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

DOLBY LABORATORIES INC	COM	25659T107	9100	258600	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3099	88075	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	6232	3228767	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	1017984	23795800	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5713	133550	SH	DEFINE
DOMTAR CORP	COM	257559104	214	46600	SH	DEFINE
DOMTAR CORP	COM	257559104	187223	40700674	SH	DEFINE
DONALDSON INC	COM	257651109	26663	636200	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	229	9350	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	1377	56155	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	267	10900	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y2065G105	2878	428200	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	720	31200	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	3687	159800	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	30349	1315500	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	339	14700	SH	DEFINE
DOVER CORP	COM	260003108	192500	4747216	SH	DEFINE
DOVER CORP	COM	260003108	4238	104513	SH	DEFINE
DOVER CORP	COM	260003108	32	800	SH	DEFINE
DOW CHEM CO	COM	260543103	3941	124000	SH	DEFINE
DOW CHEM CO	COM	260543103	288471	9077122	SH	DEFINE
DOW CHEM CO	COM	260543103	12585	396009	SH	DEFINE
DOW CHEM CO	COM	260543103	1514	49388	SH	DEFINE
DOW CHEM CO	COM	260543103	504	15870	SH	DEFINE
DOW CHEM CO	COM	260543103	1207	37982	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	56	2128	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	31	1177	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	246197	9297454	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	98	3690	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	4970	187681	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	34399	1299070	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	95799	3617797	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	4289	161973	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	285	10760	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	21043	794661	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	29275	1105564	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	73	2740	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	5381	171000	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	6	200	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	7571	442500	SH	DEFINE
DRIL-QUIP INC	COM	262037104	21708	500300	SH	DEFINE
DRIL-QUIP INC	COM	262037104	411	9480	SH	DEFINE
DST SYS INC DEL	COM	233326107	129	2300	SH	DEFINE
DST SYS INC DEL	COM	233326107	26933	481031	SH	DEFINE
DTE ENERGY CO	COM	233331107	2736	68200	SH	DEFINE
DTE ENERGY CO	COM	233331107	245972	6130900	SH	DEFINE
DTE ENERGY CO	COM	233331107	855	21322	SH	DEFINE
DTE ENERGY CO	COM	233331107	6389	159240	SH	DEFINE
DTS INC	COM	23335C101	1054	37860	SH	DEFINE
DTS INC	COM	23335C101	267	9600	SH	DEFINE
DTS INC	COM	23335C101	2463	88500	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1623	40270	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	48794	1210774	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	202	5000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	92	2280	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	3405	84500	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	34341	852145	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	126	3130	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	170	4210	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	69361	1721120	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	7829	194262	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	3616	238000	SH	DEFINE

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

DUKE ENERGY CORP NEW	COM	26441C105	809444	46439700	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	8878	509329	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	70	4000	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	261	15000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	2390	138309	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	2028	116359	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	96705	3934300	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	12	500	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	38	1530	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	11512	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	419	4438	SH	DEFINE
DYAX CORP	COM	26746E103	1020	231900	SH	DEFINE
E M C CORP MASS	COM	268648102	11960	1000000	SH	DEFINE
E M C CORP MASS	COM	268648102	20175	1686895	SH	DEFINE
E M C CORP MASS	COM	268648102	1208	101000	SH	DEFINE
E M C CORP MASS	COM	268648102	89	7400	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	556	36168	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	241749	15718381	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	8433	548340	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	2084	135530	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	345	22450	SH	DEFINE
EATON CORP	COM	278058102	2719	48400	SH	DEFINE
EATON CORP	COM	278058102	3474	61844	SH	DEFINE
EATON CORP	COM	278058102	1938	34500	SH	DEFINE
EBAY INC	COM	278642103	7696	343892	SH	DEFINE
ECOLAB INC	COM	278865100	39835	821000	SH	DEFINE
ECOLAB INC	COM	278865100	949	19550	SH	DEFINE
ECOLAB INC	COM	278865100	512	10558	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2079	212100	SH	DEFINE
EDISON INTL	COM	281020107	72698	1822000	SH	DEFINE
EDISON INTL	COM	281020107	138	3463	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2888	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	245	4240	SH	DEFINE
EL PASO CORP	COM	28336L109	1736	136060	SH	DEFINE
EL PASO CORP	COM	28336L109	411	32202	SH	DEFINE
EL PASO CORP	COM	28336L109	9052	709439	SH	DEFINE
EL PASO CORP	COM	28336L109	24146	1892420	SH	DEFINE
EL PASO CORP	COM	28336L109	38851	3044756	SH	DEFINE
EL PASO CORP	COM	28336L109	2532	198460	SH	DEFINE
EL PASO CORP	COM	28336L109	242	18960	SH	DEFINE
EL PASO CORP	COM	28336L109	519299	40697429	SH	DEFINE
EL PASO CORP	COM	28336L109	15444	1210382	SH	DEFINE
EL PASO CORP	COM	28336L109	128	10033	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	13448	946241	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	6214	167980	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	967	26130	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	196	5300	SH	DEFINE
EMBARQ CORP	COM	29078E105	1374	33891	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1459	54000	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	664	24592	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1733	64145	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1949	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	7904	292620	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	10389	384703	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	177	6570	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	16913	626162	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	179032	6628347	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	9436	358500	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	3770	250000	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	51	3385	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1224	30000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	40790	1000000	SH	DEFINE

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

EMERSON ELEC CO	COM	291011104	18369	450342	SH	DEFINE
EMERSON ELEC CO	COM	291011104	204	5000	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	9940	571900	SH	DEFINE
EMULEX CORP	COM NEW	292475209	804	75370	SH	DEFINE
EMULEX CORP	COM NEW	292475209	177	16600	SH	DEFINE
EMULEX CORP	COM NEW	292475209	1488	139500	SH	DEFINE
ENCANA CORP	COM	292505104	5934	90283	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	832	41600	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	2792	139600	SH	DEFINE
ENERGEN CORP	COM	29265N108	18103	399800	SH	DEFINE
ENERGEN CORP	COM	29265N108	195	4300	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	2070	25693	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	9967	171100	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	2591	44485	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	1436	38602	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	298	8000	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	176	3332	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	30688	579572	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	21290	402126	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	5153	97320	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	1273	22096	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	3905	67754	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	432	7500	SH	DEFINE
ENSIGN GROUP INC	COM	29358P101	827	48400	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	56726	637300	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	160218	1800000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	2220	24941	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	112057	1258931	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	15	175	SH	DEFINE
ENERGY CORP NEW	EQUITY UNIT	29364G202	33628	650000	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	4718	183093	SH	DEFINE
EOG RES INC	COM	26875P101	15074	168500	SH	DEFINE
EOG RES INC	COM	26875P101	735	8220	SH	DEFINE
EPIQ SYS INC	COM	26882D109	6085	447400	SH	DEFINE
EQUIFAX INC	COM	294429105	13780	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	152	4416	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	75354	1084860	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	1425	20520	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	375	5400	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	2778	40000	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	978	14081	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	270	5100	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	1358	25600	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	11879	224000	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	42	790	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	133	2500	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	9385	211337	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1270	28600	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	6657	149900	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	52231	1176099	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	74	1660	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	568	12800	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	1398	148200	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	5712	605688	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	29420	3119806	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	0	42	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	35615	3776730	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	172041	4070046	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	34	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	55434	1150800	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2813	153299	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	248	2100	SH	DEFINE



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

ESSEX PPTY TR INC	COM	297178105	1337	11300	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	10366	87600	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	142	1200	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	41940	1496800	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	338	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	842	9733	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	731	44790	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	191	11700	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	1823	111700	SH	DEFINE
EXELIXIS INC	COM	30161Q104	1412	232200	SH	DEFINE
EXELON CORP	COM	30161N101	164280	2623450	SH	DEFINE
EXELON CORP	COM	30161N101	9276	148133	SH	DEFINE
EXELON CORP	COM	30161N101	188	3000	SH	DEFINE
EXELON CORP	COM	30161N101	245669	3923175	SH	DEFINE
EXELON CORP	COM	30161N101	44	700	SH	DEFINE
EXELON CORP	COM	30161N101	636	10150	SH	DEFINE
EXELON CORP	COM	30161N101	288	4600	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	4535	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	30	2000	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	164168	10864890	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	87863	2521900	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	2787	80000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	2692	77272	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	1220	35015	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	149945	2031230	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1447	19595	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	21	280	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	386	5230	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	133	1800	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1792	24278	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	29723	930000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	176398	5519337	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	7145	92000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	66646	858178	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	5436	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	309853	3989872	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1786	23000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	40	520	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	19611	253901	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	287	3700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	3141	40447	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	311	4000	SH	DEFINE
F M C CORP	COM NEW	302491303	9358	182100	SH	DEFINE
F M C CORP	COM NEW	302491303	333	6475	SH	DEFINE
F M C CORP	COM NEW	302491303	6483	126218	SH	DEFINE
F5 NETWORKS INC	COM	315616102	5466	233800	SH	DEFINE
F5 NETWORKS INC	COM	315616102	7229	309200	SH	DEFINE
F5 NETWORKS INC	COM	315616102	3	120	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	127558	2441300	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1941	37150	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2106	40313	SH	DEFINE
FALCONSTOR SOFTWARE INC	COM	306137100	226	42200	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	161663	6821230	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	50	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	71	3000	SH	DEFINE
FARMER BROS CO	COM	307675108	52066	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	9629	472700	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	11109	545651	SH	DEFINE
FASTENAL CO	COM	311900104	988	20000	SH	DEFINE
FASTENAL CO	COM	311900104	1120	22683	SH	DEFINE
FASTENAL CO	COM	311900104	2	41	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	16929	606994	SH	DEFINE

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

FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	685	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	471	5500	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	2448	28600	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	20313	237300	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	231	2700	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	14	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	63254	4617077	SH	DEFINE
FEDEX CORP	COM	31428X106	15086	190869	SH	DEFINE
FEDEX CORP	COM	31428X106	2492	31533	SH	DEFINE
FEDEX CORP	COM	31428X106	188	2380	SH	DEFINE
FEDEX CORP	COM	31428X106	4750	60090	SH	DEFINE
FEDEX CORP	COM	31428X106	693	8770	SH	DEFINE
FEDEX CORP	COM	31428X106	13886	175679	SH	DEFINE
FEDEX CORP	COM	31428X106	496	6270	SH	DEFINE
FEDEX CORP	COM	31428X106	227528	2878640	SH	DEFINE
FEDEX CORP	COM	31428X106	4731	59850	SH	DEFINE
FEDEX CORP	COM	31428X106	117	1480	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	24306	3394640	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	368	51391	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	41344	3375000	SH	DEFINE
FERRO CORP	COM	315405100	224	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	10329	933100	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	464	31568	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	27943	2348120	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	970	114270	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	2587	235000	SH	DEFINE
FIRST HORIZON NATL CORP	COM	320517105	41	4400	SH	DEFINE
FIRST HORIZON NATL CORP	COM	320517105	4513	482162	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	1575	100000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	5252	27800	SH	DEFINE
FIRST SOLAR INC	COM	336433107	2667	14120	SH	DEFINE
FIRST SOLAR INC	COM	336433107	378	2000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	836696	12489868	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	3868	57737	SH	DEFINE
FISERV INC	COM	337738108	1134	23961	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	2327	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1729	244140	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	211	29872	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4949	699080	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	71719	10129760	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	17887	2526433	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	10541	1488923	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	238774	33725207	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	128287	18119675	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	61	8610	SH	DEFINE
FLIR SYS INC	COM	302445101	339265	8830415	SH	DEFINE
FLIR SYS INC	COM	302445101	13	340	SH	DEFINE
FLIR SYS INC	COM	302445101	104	2700	SH	DEFINE
FLIR SYS INC	COM	302445101	11613	302573	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	5294	481300	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	23418	263800	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	364	4100	SH	DEFINE
FLUOR CORP NEW	COM	343412102	1065	19125	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	108102	2322280	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	182	3914	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1013	21764	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	295	10352	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	776	27200	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	15023	526940	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	606	21090	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	950	24900	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	139348	3653579	SH	DEFINE

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

FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	92838	2434130	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	12346	4606900	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	6847	2554856	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	6930	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	433	28100	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	5720	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	36	6953	SH	DEFINE
FORDING CDN COAL TR	TR UNIT	345425102	1036	12480	SH	DEFINE
FOREST LABS INC	COM	345838106	84	2975	SH	DEFINE
FOREST LABS INC	COM	345838106	291	10300	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	160	10874	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	32206	2183450	SH	DEFINE
FORMFACTOR INC	COM	346375108	101698	5838019	SH	DEFINE
FORMFACTOR INC	COM	346375108	1357	77881	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	7044	122800	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	837	14592	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	89	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	13615	500000	SH	DEFINE
FORWARD AIR CORP	COM	349853101	20	750	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	60724	1681640	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	3580	99130	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	321	8900	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	1438	39817	SH	DEFINE
FPL GROUP INC	COM	302571104	501677	9973700	SH	DEFINE
FPL GROUP INC	COM	302571104	12683	252139	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	3	93	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	1392	49710	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	27662	987657	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	10312	368155	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	34082	765032	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	22	500	SH	DEFINE
FRANKLIN RES INC	COM	354613101	61282	695359	SH	DEFINE
FRANKLIN RES INC	COM	354613101	2	25	SH	DEFINE
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	86	10252	SH	SOLE
FREDS INC	CL A	356108100	37261	2620300	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	6368	75000	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	138	1625	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4535	79773	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4587	80688	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	40	777	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2233	43000	SH	DEFINE
FTI CONSULTING INC	COM	302941109	4616	63900	SH	DEFINE
FUEL TECH INC	COM	359523107	888	49090	SH	DEFINE
FUEL TECH INC	COM	359523107	233	12900	SH	DEFINE
FUEL TECH INC	COM	359523107	2344	129600	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	18280	703583	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	24653	2384200	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	35768	3400000	SH	DEFINE
GAIAM INC	CL A	36268Q103	3964	373962	SH	DEFINE
GAIAM INC	CL A	36268Q103	1282	120950	SH	DEFINE
GAIAM INC	CL A	36268Q103	306	28900	SH	DEFINE
GAIAM INC	CL A	36268Q103	2903	273900	SH	DEFINE
GAIAM INC	CL A	36268Q103	2497	235424	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	70237	2737230	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	8	300	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	54	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	8275	241901	SH	DEFINE
GANNETT INC	COM	364730101	669	39591	SH	DEFINE
GAP INC DEL	COM	364760108	1221	68690	SH	DEFINE
GAP INC DEL	COM	364760108	569	31979	SH	DEFINE
GAP INC DEL	COM	364760108	1696	95400	SH	DEFINE
GAP INC DEL	COM	364760108	95032	5344861	SH	DEFINE

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

GAP INC DEL	COM	364760108	2730	153519	SH	DEFINE
GARMIN LTD	ORD	G37260109	3776	111260	SH	DEFINE
GARMIN LTD	ORD	G37260109	1	43	SH	DEFINE
GEHL CO	COM	368483103	9276	315200	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	3756	113000	SH	DEFINE
GENCORP INC	COM	368682100	19818	2940297	SH	DEFINE
GENENTECH INC	COM NEW	368710406	186663	2104900	SH	DEFINE
GENENTECH INC	COM NEW	368710406	88680	1000000	SH	DEFINE
GENENTECH INC	COM NEW	368710406	30060	338973	SH	DEFINE
GENENTECH INC	COM NEW	368710406	175761	1981970	SH	DEFINE
GENENTECH INC	COM NEW	368710406	55	620	SH	DEFINE
GENENTECH INC	COM NEW	368710406	818	9220	SH	DEFINE
GENENTECH INC	COM NEW	368710406	248	2800	SH	DEFINE
GENENTECH INC	COM NEW	368710406	916	10334	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	773	10500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	73620	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	4116	55912	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	140	1900	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	184617	7239900	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	183954	7213880	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1785	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	158495	6215502	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	102	4000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	307	12030	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	18099	709750	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	8024	314684	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	53101	2094380	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	149490	5862368	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6246	244930	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1093	42850	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1054685	41360194	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	55983	2195407	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	283	11080	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	333	22068	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	239	15800	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	1246	82500	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	9914	656585	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	19	1265	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	94	6200	SH	DEFINE
GENERAL MARITIME CORP	SHS	Y2692M103	17581	902500	SH	DEFINE
GENERAL MLS INC	COM	370334104	3147	45794	SH	DEFINE
GENERAL MLS INC	COM	370334104	17683	257320	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	3780	400000	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	14	1452	SH	DEFINE
GENERAL MTRS CORP	SENIOR DEBEN D	370442691	15912	776200	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	115258	14407200	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	765	95593	SH	DEFINE
GENESE & WYO INC	CL A	371559105	49568	1321100	SH	DEFINE
GENTEX CORP	COM	371901109	16470	1151750	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	1129	696800	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	104	64217	SH	DEFINE
GENUINE PARTS CO	COM	372460105	12079	300400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	122	3025	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10331	256929	SH	DEFINE
GENUINE PARTS CO	COM	372460105	7344	182631	SH	DEFINE
GENUINE PARTS CO	COM	372460105	42	1050	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	13776	1600000	SH	DEFINE
GENZYME CORP	COM	372917104	55161	681930	SH	DEFINE
GENZYME CORP	COM	372917104	1309	16184	SH	DEFINE
GENZYME CORP	COM	372917104	15	190	SH	DEFINE
GENZYME CORP	COM	372917104	251	3100	SH	DEFINE
GENZYME CORP	COM	372917104	97	1200	SH	DEFINE

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

GERDAU AMERISTEEL CORP	COM	37373P105	31709	3222500	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	73283	3916799	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	173702	3810930	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	29923	656497	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	5836	128030	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	843	18500	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1090	23910	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1199	26300	SH	DEFINE
GILEAD SCIENCES INC	NOTE	0.625% 5/0375558AH6	12725	10000000	PRN	DEFINE
GILEAD SCIENCES INC	NOTE	0.625% 5/0375558AH6	4	3000	PRN	DEFINE
GLATFELTER	COM	377316104	34767	2567700	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1428	32848	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	6758	157686	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	28135	647450	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	9555	1376800	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	13263	1911040	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	14	2000	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	15	2170	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	249	35850	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	100	14400	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	82018	1828315	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	13	282	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	1143	25474	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	23539	2454528	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	3	354	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	86962	2749355	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	158	5000	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	1064	700000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2560	20000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	3974	31044	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	105352	823061	SH	DEFINE
GOODRICH CORP	COM	382388106	875	21045	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	4	230	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	112420	7342886	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	730	47700	SH	DEFINE
GOOGLE INC	CL A	38259P508	131559	328470	SH	DEFINE
GOOGLE INC	CL A	38259P508	10814	27000	SH	DEFINE
GOOGLE INC	CL A	38259P508	11007	27482	SH	DEFINE
GOOGLE INC	CL A	38259P508	130	325	SH	OTHER
GOOGLE INC	CL A	38259P508	15	38	SH	DEFINE
GOOGLE INC	CL A	38259P508	372	930	SH	DEFINE
GOOGLE INC	CL A	38259P508	120	300	SH	DEFINE
GOOGLE INC	CL A	38259P508	455	1136	SH	DEFINE
GPO AEROPORTUARIO DEL PAC SA	SPON ADR B	400506101	11238	439676	SH	DEFINE
GRACO INC	COM	384109104	85567	2402883	SH	DEFINE
GRACO INC	COM	384109104	820	23025	SH	DEFINE
GRACO INC	COM	384109104	100	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	844	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	47834	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	330	3800	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	482	21683	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	399	17952	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	87	3926	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	30974	1393968	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	11388	512513	SH	DEFINE
GREATBATCH INC	COM	39153L106	982	40000	SH	DEFINE
GREATBATCH INC	COM	39153L106	17970	732167	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	6415	173000	SH	DEFINE
GRIFFON CORP	COM	398433102	235	26000	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	27117	1247900	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	11704	3315706	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	957	271058	SH	DEFINE

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

GTSI CORP	COM	36238K103	3239	516644	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	674	27850	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	65590	10752528	SH	DEFINE
GUESS INC	COM	401617105	121596	3495150	SH	DEFINE
GUESS INC	COM	401617105	14	400	SH	DEFINE
GUESS INC	COM	401617105	1619	46538	SH	DEFINE
GUSHAN ENVIRONMENTAL ENRGY L	SPON ADR	40330W106	3002	587541	SH	DEFINE
GYMBOREE CORP	COM	403777105	10828	305000	SH	DEFINE
H & Q HEALTHCARE FD	SH BEN INT	404052102	2055	150000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	64318	2336270	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2222	80707	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	468	17000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	4102	149000	SH	DEFINE
HALLIBURTON CO	COM	406216101	45794	1413840	SH	DEFINE
HALLIBURTON CO	COM	406216101	1040	32103	SH	DEFINE
HALLIBURTON CO	COM	406216101	19	600	SH	DEFINE
HALLIBURTON CO	COM	406216101	383	11820	SH	DEFINE
HALLIBURTON CO	COM	406216101	123	3800	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	3610	70788	SH	DEFINE
HANSEN NAT CORP	COM	411310105	155730	5148094	SH	DEFINE
HANSEN NAT CORP	COM	411310105	14951	494241	SH	DEFINE
HANSEN NAT CORP	COM	411310105	40	1330	SH	DEFINE
HANSEN NAT CORP	COM	411310105	635	21000	SH	DEFINE
HANSEN NAT CORP	COM	411310105	208	6870	SH	DEFINE
HANSEN NAT CORP	COM	411310105	1540	50921	SH	DEFINE
HARDINGE INC	COM	412324303	10136	798100	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1227	32900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	30578	819790	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	18650	500000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1138	30505	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	289	7750	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	96612	2590140	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	4368	117100	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	189346	5076310	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	24467	718150	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	32	940	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	533	15640	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	221	6500	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	1	38	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	9196	950000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	128534	2782120	SH	DEFINE
HARRIS CORP DEL	COM	413875105	18673	404175	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1848	40000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1984	42933	SH	DEFINE
HARTE-HANKS INC	COM	416196103	467	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	6078	148289	SH	DEFINE
HASBRO INC	COM	418056107	48879	1407800	SH	DEFINE
HASBRO INC	COM	418056107	21	600	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	16119	1409000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	64982	2240000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	105	3625	SH	DEFINE
HCP INC	COM	40414L109	60	1500	SH	DEFINE
HCP INC	COM	40414L109	887	22100	SH	DEFINE
HCP INC	COM	40414L109	4442	110700	SH	DEFINE
HCP INC	COM	40414L109	33454	833641	SH	DEFINE
HCP INC	COM	40414L109	54	1346	SH	DEFINE
HCP INC	COM	40414L109	449	11200	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/04	42210PAB8	1781	2120000	PRN	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	12	2825	SH	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	457	109760	SH	DEFINE
HEALTH NET INC	COM	42222G108	6044	256091	SH	DEFINE
HEALTH NET INC	COM	42222G108	14	590	SH	DEFINE

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

HEALTH NET INC	COM	42222G108	287	12150	SH	DEFINE
HEALTH NET INC	COM	42222G108	118	5000	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10716	585900	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	12283	671543	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	1923	104339	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	907	49200	SH	DEFINE
HEALTHWAYS INC	COM	422245100	210	13020	SH	DEFINE
HEALTHWAYS INC	COM	422245100	55	3400	SH	DEFINE
HEALTHWAYS INC	COM	422245100	500	31000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7760	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	18	1181	SH	DEFINE
HEARTLAND PMT SYS INC	COM	42235N108	8092	316600	SH	DEFINE
HECLA MNG CO	COM	422704106	7956	1700000	SH	DEFINE
HEINZ H J CO	COM	423074103	11421	228561	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	1311	762200	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	27881	1148295	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	20554	846559	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	3	103	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	130	3000	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	285	6600	SH	DEFINE
HERBALIFE LTD	COM USD SHS	G4412G101	842	21294	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	659	43465	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	164	10800	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	1411	93100	SH	DEFINE
HERSHEY CO	COM	427866108	1121	28340	SH	DEFINE
HESS CORP	COM	42809H107	5401	65800	SH	DEFINE
HESS CORP	COM	42809H107	1516	18465	SH	DEFINE
HESS CORP	COM	42809H107	369	4500	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	5179	112000	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	89033	1925455	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	53465	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	27273	589818	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	137	2970	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	28	610	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	497	10750	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	222	4800	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	593	12827	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	54004	2697490	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	274	7700	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	1362	38300	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	10839	304800	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	149	4200	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	100418	3313035	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	99445	3280936	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	42	1400	SH	DEFINE
HILLENBRAND INC	COM	431571108	67764	3361314	SH	DEFINE
HILLENBRAND INC	COM	431571108	65838	3265782	SH	DEFINE
HILLENBRAND INC	COM	431571108	28	1400	SH	DEFINE
HILLTOP HOLDINGS INC	COM	432748101	649	62900	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	1475	43900	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1198	50000	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	4338	150000	SH	DEFINE
HOLOGIC INC	COM	436440101	765	39552	SH	DEFINE
HOLOGIC INC	COM	436440101	345	17850	SH	DEFINE
HOLOGIC INC	COM	436440101	2	108	SH	DEFINE
HOME DEPOT INC	COM	437076102	3461	133700	SH	DEFINE
HOME DEPOT INC	COM	437076102	38580	1490150	SH	DEFINE
HOME DEPOT INC	COM	437076102	12139	468852	SH	DEFINE
HOME DEPOT INC	COM	437076102	1729	66770	SH	DEFINE
HOME DEPOT INC	COM	437076102	201047	7765438	SH	DEFINE
HOME DEPOT INC	COM	437076102	1301	53075	SH	DEFINE
HOME DEPOT INC	COM	437076102	1124	43408	SH	DEFINE

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

HOME DEPOT INC	COM	437076102	29372	1134480	SH	DEFINE
HOME DEPOT INC	COM	437076102	743	28700	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	2892	96060	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	3	100	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	24247	583565	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	894	21516	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	34889	1965600	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	5639	146000	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1451	37560	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	321	8300	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	2881	74600	SH	DEFINE
HOSPIRA INC	COM	441060100	1528	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	845	22130	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	143	6985	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	82	4000	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	76	3700	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	415	20200	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	3265	159100	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	37	1800	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	109	8225	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	857	64500	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	4424	332900	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	36855	2773175	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	38	2835	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	417	31400	SH	DEFINE
HOT TOPIC INC	COM	441339108	14662	2218200	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	4007	233488	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	8507	105249	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	102	1260	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	923	11415	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	18849	233227	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	1626	20115	SH	DEFINE
HSN INC	COM	404303109	661	60020	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	484	18200	SH	DEFINE
HUB GROUP INC	CL A	443320106	1622	43090	SH	DEFINE
HUB GROUP INC	CL A	443320106	392	10400	SH	DEFINE
HUB GROUP INC	CL A	443320106	3581	95100	SH	DEFINE
HUBBELL INC	CL B	443510201	675	19245	SH	DEFINE
HUBBELL INC	CL B	443510201	1	35	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	7196	390000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	940	50973	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	1674	263600	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	968	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	21457	643000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	4	132	SH	DEFINE
HUNTSMAN CORP	COM	447011107	14732	1169231	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	28131	493700	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	1895	33250	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	427	7500	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4458	78232	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P508	2596	150050	SH	DEFINE
IBERIABANK CORP	COM	450828108	224	4243	SH	DEFINE
ICICI BK LTD	ADR	45104G104	5308	225700	SH	DEFINE
ICICI BK LTD	ADR	45104G104	2815	119699	SH	DEFINE
ICICI BK LTD	ADR	45104G104	183	7800	SH	DEFINE
ICICI BK LTD	ADR	45104G104	5691	242061	SH	DEFINE
ICICI BK LTD	ADR	45104G104	79287	3371057	SH	DEFINE
ICICI BK LTD	ADR	45104G104	48812	2075335	SH	DEFINE
IDACORP INC	COM	451107106	15412	529800	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	5027	113100	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	44450	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3992	89803	SH	DEFINE



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

ILLUMINA INC	COM	452327109	46269	1141600	SH	DEFINE
ILLUMINA INC	COM	452327109	16	400	SH	DEFINE
ILLUMINA INC	COM	452327109	669	16496	SH	DEFINE
IMPERIAL CAP BANCORP INC	COM	452680101	3865	445796	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	678	15927	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	13	304	SH	DEFINE
IMS HEALTH INC	COM	449934108	9455	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	888	46985	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	4861	1451051	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	268	80000	SH	DEFINE
INDIA FD INC	COM	454089103	1467	44700	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	13882	2484062	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	7472	1336614	SH	DEFINE
INFINERA CORPORATION	COM	45667G103	4236	443100	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	435	20308	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	3319	155074	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	18101	845996	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	872	40765	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	31232	1002000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	680	21808	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	240	7700	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	408	30000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	34958	700000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	66	1325	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	1354	27112	SH	DEFINE
INTEL CORP	COM	458140100	393	21000	SH	DEFINE
INTEL CORP	COM	458140100	899259	48011670	SH	DEFINE
INTEL CORP	COM	458140100	16857	900000	SH	DEFINE
INTEL CORP	COM	458140100	64205	3427908	SH	DEFINE
INTEL CORP	COM	458140100	159	8500	SH	OTHER
INTEL CORP	COM	458140100	1659	88590	SH	DEFINE
INTEL CORP	COM	458140100	24	1270	SH	DEFINE
INTEL CORP	COM	458140100	2424	138894	SH	DEFINE
INTEL CORP	COM	458140100	99	5300	SH	DEFINE
INTEL CORP	COM	458140100	2487	132802	SH	DEFINE
INTEL CORP	COM	458140100	150	8000	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1458140AD2		1729	2000000	PRN	DEFINE
INTEL CORP	SDCV 2.950%12/1458140AD2		4	5000	PRN	DEFINE
INTERMEC INC	COM	458786100	20	1041	SH	DEFINE
INTERMEC INC	COM	458786100	5444	277363	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	7260	62070	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	18708	159950	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	67837	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	149852	1281225	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	36	310	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	7435	64055	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	211	1800	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1344	11488	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	468	4000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	4395	255849	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	3984	231874	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	4347	253000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	670	39000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	876	51000	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	8760	400000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	314	40574	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	8062	1040200	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	5	619	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	163	21081	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	4444	573370	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	2100	769300	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	624	60020	SH	DEFINE

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

INTL PAPER CO	COM	460146103	1412	53937	SH	DEFINE
INTL PAPER CO	COM	460146103	1361	52000	SH	DEFINE
INTL PAPER CO	COM	460146103	436232	16662809	SH	DEFINE
INTL PAPER CO	COM	460146103	107310	4098918	SH	DEFINE
INTUIT	COM	461202103	1843	58300	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	3615	15000	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	241	1000	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	25	105	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	5	21	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2092	99720	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2583	123135	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1364	65000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	6175	294340	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2504	119350	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1366	65092	SH	DEFINE
INVESCO LTD	SHS	G491BT108	215766	10284374	SH	DEFINE
INVESCO LTD	SHS	G491BT108	138095	6582229	SH	DEFINE
INVESCO LTD	SHS	G491BT108	70	3317	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1814	59620	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	432	14200	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	3892	127900	SH	DEFINE
INVITROGEN CORP	COM	46185R100	4290	113500	SH	DEFINE
INVITROGEN CORP	COM	46185R100	1099	29070	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	111910	3704400	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	9680	320414	SH	DEFINE
IRON MTN INC	COM	462846106	8559	350644	SH	DEFINE
IRON MTN INC	COM	462846106	198	8100	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	6730	78740	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	238	6000	SH	DEFINE
ISHARES INC	MSCI TAIWAN	464286731	249	23094	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	579	54354	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	1008	76300	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	1255	23680	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2603	25700	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	2510	72815	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	4856	41324	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	246	2500	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	29663	859037	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	19643	348904	SH	DEFINE
ISHARES TR	COHEN&ST RLT	464287564	303	3958	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1876	38650	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287630	2064	30700	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	1973	27900	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	702	9932	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	774	11320	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	345	4375	SH	DEFINE
ISTAR FINL INC	COM	45031U101	36733	14128110	SH	DEFINE
ISTAR FINL INC	COM	45031U101	157	60407	SH	DEFINE
ISTAR FINL INC	COM	45031U101	293	112592	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	189918	351700000	PRN	DEFINE
ITRON INC	COM	465741106	1872	21140	SH	DEFINE
ITRON INC	COM	465741106	478	5400	SH	DEFINE
ITRON INC	COM	465741106	4745	53600	SH	DEFINE
ITT CORP NEW	COM	450911102	2079	37379	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	13520	167100	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	1	15	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	6138	568863	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	211	34887	SH	DEFINE
IXIA	COM	45071R109	11836	1605936	SH	DEFINE
IXIA	COM	45071R109	1434	194620	SH	DEFINE
IXIA	COM	45071R109	359	48700	SH	DEFINE
IXIA	COM	45071R109	3033	411500	SH	DEFINE

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

IXIA	COM	45071R109	10292	1397869	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	1103	104300	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	9	810	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	10411	191700	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	3165	58280	SH	DEFINE
JAKKS PAC INC	COM	47012E106	20559	825322	SH	DEFINE
JER INVT TR INC	COM	46614H301	1476	306300	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	492	38880	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	4	296	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	0	10	SH	DEFINE
JOHN HANCOCK BK &THRIFT OPP	SH BEN INT	409735107	8316	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1512	21830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	140948	2034475	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	74892	1081000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	146450	2113881	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	201	2900	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	2356	34000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	57	820	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	30985	449367	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	430	6200	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3009	43439	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	1503	49540	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	13461	443810	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	36396	1200000	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	961	31670	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	24	790	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	2822	93040	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	218	7200	SH	DEFINE
JOY GLOBAL INC	COM	481165108	2521	55840	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	34845	746140	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	48759	1044095	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	2055	44000	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	354657	7594379	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	33	700	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	57	1220	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	10331	228435	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	9832	210539	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	2950	63160	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	545	11680	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	8618	184536	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	2764	59186	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	7568	359164	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	533	25295	SH	DEFINE
K V PHARMACEUTICAL CO	CL A	482740206	11251	495400	SH	DEFINE
K V PHARMACEUTICAL CO	CL A	482740206	1896	83492	SH	DEFINE
K12 INC	COM	48273U102	4728	178400	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	13910	302389	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	92	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	52221	1177200	SH	DEFINE
KAYDON CORP	COM	486587108	1621	35980	SH	DEFINE
KAYDON CORP	COM	486587108	388	8600	SH	DEFINE
KAYDON CORP	COM	486587108	3344	74221	SH	DEFINE
KBR INC	COM	48242W106	181	11839	SH	DEFINE
KELLOGG CO	COM	487836108	1114	19855	SH	DEFINE
KELLY SVCS INC	CL A	488152208	44114	2315700	SH	DEFINE
KENNAMETAL INC	COM	489170100	38689	1426600	SH	DEFINE
KENNAMETAL INC	COM	489170100	2145	79100	SH	DEFINE
KENNAMETAL INC	COM	489170100	4	152	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	349	7300	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	1816	38000	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	15188	317800	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	172	3600	SH	DEFINE

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

KIMBERLY CLARK CORP	COM	494368103	4798	74000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	5291	81597	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	432	11700	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	325	8800	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	1008	27300	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	5172	140000	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	41354	1119484	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	72	1955	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	517	14000	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	8641	166080	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	83	1600	SH	OTHER
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	260	5000	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	199550	7618871	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	7826	247280	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	23	738	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	15	460	SH	DEFINE
KNIGHTSBRIDGE TANKERS LTD	ORD	G5299G106	132	5000	SH	DEFINE
KNIGHTSBRIDGE TANKERS LTD	ORD	G5299G106	79	3000	SH	OTHER
KNOT INC	COM	499184109	902	108040	SH	DEFINE
KNOT INC	COM	499184109	225	27000	SH	DEFINE
KNOT INC	COM	499184109	1840	220300	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	5161	600834	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3335	386626	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	1469	31881	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	460	16870	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	9148	335692	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	22556	827922	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	14077	516584	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	3	224	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	4875	393482	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	4940	398703	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	5481	167363	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	296031	9039123	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	19855	606498	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	3373	103000	SH	DEFINE
KROGER CO	COM	501044101	418	15225	SH	DEFINE
KROGER CO	COM	501044101	208874	7600940	SH	DEFINE
KROGER CO	COM	501044101	27598	1004287	SH	DEFINE
KROGER CO	COM	501044101	21925	797850	SH	DEFINE
KROGER CO	COM	501044101	5436	197800	SH	DEFINE
K-SWISS INC	CL A	482686102	48054	2761720	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	23	1380	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	1099	65442	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	21124	1258132	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2845	169470	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	106	6290	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	380891	2268593	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	43457	2588279	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	7752	78848	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	123	1250	SH	OTHER
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	297	3020	SH	DEFINE
LA Z BOY INC	COM	505336107	35409	3799300	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1001	14400	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2134	30700	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1082	15574	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	66737	2119300	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	35	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	219	6955	SH	DEFINE
LAN AIRLINES S A	SPONSORED ADR	501723100	17655	1548704	SH	DEFINE
LASALLE HOTEL PPTY S	COM SH BEN INT	517942108	271	11600	SH	DEFINE
LASALLE HOTEL PPTY S	COM SH BEN INT	517942108	44	1890	SH	DEFINE
LATIN AMER EQUITY FD INC NEW	COM	51827Q106	7271	222015	SH	DEFINE

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

LATIN AMER EQUITY FD INC NEW	COM	51827Q106	51	1547	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	8714	174602	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1665	47000	SH	DEFINE
LAZARD LTD	SHS A	G54050102	2005	46880	SH	DEFINE
LEADING BRANDS INC	COM	52170U108	11	20000	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	5513	144700	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	3391	89000	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	62604	5928400	SH	DEFINE
LEAR CORP	COM	521865105	40187	3827328	SH	DEFINE
LEAR CORP	COM	521865105	1558	148338	SH	DEFINE
LEAR CORP	COM	521865105	241	23000	SH	DEFINE
LEAR CORP	COM	521865105	2521	240108	SH	DEFINE
LECG CORP	COM	523234102	10471	1297722	SH	DEFINE
LEGG MASON INC	COM	524901105	9580	251710	SH	DEFINE
LEGG MASON INC	COM	524901105	252	6625	SH	DEFINE
LEGG MASON INC	COM	524901105	7145	187726	SH	DEFINE
LEGG MASON INC	COM	524901105	12	310	SH	DEFINE
LEGG MASON INC	COM	524901105	200	5260	SH	DEFINE
LEGG MASON INC	COM	524901105	72	1900	SH	DEFINE
LEGG MASON INC	UNIT 99/99/9999	524901303	131373	3753500	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	90770	4165664	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	1823	83670	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	8499	390053	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	48	2200	SH	DEFINE
LEHMAN BROS HLDGS INC	7.25%CONV SR P	52523J453	1232	1231500	SH	DEFINE
LENNAR CORP	CL A	526057104	7291	480000	SH	DEFINE
LENNAR CORP	CL B	526057302	585	48000	SH	DEFINE
LENNOX INTL INC	COM	526107107	20794	625000	SH	DEFINE
LEUCADIA NATL CORP	COM	527288104	832	18300	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/1	527288AX2	7493	3600000	PRN	DEFINE
LEXMARK INTL NEW	CL A	529771107	46	1400	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	120147	3688876	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	324	9950	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	275	8440	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	13083	401700	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	2175	71775	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	530715AN1	2921	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	530715AR2	4978	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	608	47087	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	572	22896	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	6731	178786	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	331	8800	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	1706	45300	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	13863	368200	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	46	1235	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	188	5000	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	1118	35760	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	269	8600	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	1814	58000	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	517	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	14600	454270	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	424	13200	SH	DEFINE
LILLY ELI & CO	COM	532457108	17612	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	7783	176755	SH	DEFINE
LILLY ELI & CO	COM	532457108	9	200	SH	DEFINE
LILLY ELI & CO	COM	532457108	76	1720	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	611	35250	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	225	13000	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	1023	15909	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	17387	406145	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	10265	4213963	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	11350	1247300	SH	DEFINE

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

LIONS GATE ENTMNT CORP	COM NEW	535919203	1532	168300	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	455	50000	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	3716	408400	SH	DEFINE
LIONS GATE ENTMNT CORP	NOTE 3.625% 3/1	535919AG9	9217	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	84	5102	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1800	109560	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	10171	619069	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	315	19200	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	8044	489590	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	315	18824	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	54835	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	8327	75926	SH	DEFINE
LOEWS CORP	COM	540424108	447	11316	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	47533	2038300	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	3498	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1159	49710	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	3	142	SH	DEFINE
LORILLARD INC	COM	544147101	177046	2488351	SH	DEFINE
LOWES COS INC	COM	548661107	15694	662458	SH	DEFINE
LOWES COS INC	COM	548661107	4401	185790	SH	DEFINE
LSI CORPORATION	COM	502161102	10	1910	SH	DEFINE
LSI CORPORATION	COM	502161102	278090	51882476	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	539	23400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3042	132320	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	7311	318000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1035	45000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1172	51000	SH	DEFINE
M & T BK CORP	COM	55261F104	237	2650	SH	DEFINE
M D C HLDGS INC	COM	552676108	65807	1798500	SH	DEFINE
M/I HOMES INC	COM	55305B101	47063	2066000	SH	DEFINE
MACERICH CO	COM	554382101	306	4800	SH	DEFINE
MACERICH CO	COM	554382101	1604	25200	SH	DEFINE
MACERICH CO	COM	554382101	12246	192400	SH	DEFINE
MACERICH CO	COM	554382101	64	1005	SH	DEFINE
MACERICH CO	COM	554382101	146	2300	SH	DEFINE
MACQUARIE INFRASTR CO LLC	MEMBERSHIP INT	55608B105	539	40800	SH	DEFINE
MACYS INC	COM	55616P104	2082	115811	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	1774	407800	SH	DEFINE
MANITOWOC INC	COM	563571108	15	940	SH	DEFINE
MANITOWOC INC	COM	563571108	278	17850	SH	DEFINE
MANPOWER INC	COM	56418H100	1171	27135	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	35589	970000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	277	7554	SH	DEFINE
MARATHON OIL CORP	COM	565849106	55830	1400290	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1775	44517	SH	DEFINE
MARATHON OIL CORP	COM	565849106	168135	4217079	SH	DEFINE
MARATHON OIL CORP	COM	565849106	21	520	SH	DEFINE
MARATHON OIL CORP	COM	565849106	344	8640	SH	DEFINE
MARATHON OIL CORP	COM	565849106	140	3500	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	96254	4695317	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	210	10230	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	9435	460469	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	23318	734200	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1136	35780	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	234	7360	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	822	25887	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	729	36169	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	2426	21667	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	163	17548	SH	DEFINE
MASCO CORP	COM	574599106	2314	129000	SH	DEFINE
MASCO CORP	COM	574599106	77	4300	SH	DEFINE
MASIMO CORP	COM	574795100	22320	600000	SH	DEFINE

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

MASTERCARD INC	CL A	57636Q104	97884	551990	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	984	5550	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	578	3262	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	20	1136	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	203	12100	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	2	135	SH	DEFINE
MATTEL INC	COM	577081102	887	49145	SH	DEFINE
MATTEL INC	COM	577081102	397907	22056921	SH	DEFINE
MATTEL INC	COM	577081102	1167	64694	SH	DEFINE
MATTEL INC	COM	577081102	14515	804587	SH	DEFINE
MATTEL INC	COM	577081102	538	29831	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	1233	53080	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	325	14000	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	2939	126500	SH	DEFINE
MBIA INC	COM	55262C100	9699	815000	SH	DEFINE
MBIA INC	COM	55262C100	93	7800	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	97801	2543595	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	302	7859	SH	DEFINE
MCDONALDS CORP	COM	580135101	4288	69500	SH	DEFINE
MCDONALDS CORP	COM	580135101	16134	261487	SH	DEFINE
MCDONALDS CORP	COM	580135101	12528	203171	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	14314	452846	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	1144	48400	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	4	189	SH	DEFINE
MDU RES GROUP INC	COM	552690109	470	16200	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	36660	1572700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	193011	8280171	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	54169	3016108	SH	DEFINE
MEDASSETS INC	COM	584045108	795	46200	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2673	59400	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4342	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16139	358651	SH	DEFINE
MEDTRONIC INC	COM	585055106	25852	516015	SH	DEFINE
MEDTRONIC INC	COM	585055106	3006	60000	SH	DEFINE
MEDTRONIC INC	COM	585055106	44324	884714	SH	DEFINE
MEDTRONIC INC	COM	585055106	237	4730	SH	DEFINE
MEDTRONIC INC	COM	585055106	28	560	SH	DEFINE
MEDTRONIC INC	COM	585055106	4598	91780	SH	DEFINE
MEDTRONIC INC	COM	585055106	210	4200	SH	DEFINE
MEDTRONIC INC	COM	585055106	223	4442	SH	DEFINE
MEDTRONIC INC	COM	585055106	200	4000	SH	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055AL0	3981	4000000	PRN	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055AL0	3	3000	PRN	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	1736	61445	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	103	3640	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	223	7900	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	33088	1557800	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	62074	2922510	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	964	45392	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	8258	405800	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	973	47825	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	2248	140000	SH	DEFINE
MERCER INTL INC	COM	588056101	10263	2804100	SH	DEFINE
MERCK & CO INC	COM	589331107	4734	150000	SH	DEFINE
MERCK & CO INC	COM	589331107	784390	24853920	SH	DEFINE
MERCK & CO INC	COM	589331107	15780	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	70068	2220139	SH	DEFINE
MERCK & CO INC	COM	589331107	11131	352704	SH	DEFINE
MERCK & CO INC	COM	589331107	5191	164487	SH	DEFINE
MERCK & CO INC	COM	589331107	21530	682200	SH	DEFINE
MERCK & CO INC	COM	589331107	114045	3613583	SH	DEFINE
MERCK & CO INC	COM	589331107	2232	70711	SH	DEFINE

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

MERCK & CO INC	COM	589331107	675	21380	SH	DEFINE
MERCK & CO INC	COM	589331107	471127	14927973	SH	DEFINE
MERCK & CO INC	COM	589331107	32751	1037743	SH	DEFINE
MERCK & CO INC	COM	589331107	321	10185	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	26472	483513	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	126	2300	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	12526	495110	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	3003	118679	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	26	1020	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	981	38755	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	9573	378363	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	94	3700	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	47215	1866199	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	52	2056	SH	DEFINE
MERRILL LYNCH & CO INC	NOTE	3/1590188W46	17591	18585000	PRN	DEFINE
METAVANTE TECHNOLOGIES INC	COM	591407101	218	11320	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	4072	455677	SH	DEFINE
METLIFE INC	COM	59156R108	25642	457900	SH	DEFINE
METLIFE INC	COM	59156R108	4987	89059	SH	DEFINE
METLIFE INC	COM	59156R108	4045	72237	SH	DEFINE
METLIFE INC	UNIT 02/15/2010	59156R702	5290	400000	SH	DEFINE
METLIFE INC	UNIT 02/15/2010	59156R702	93	7000	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM	591708102	91742	6557665	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM	591708102	10	750	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM	591708102	1198	85649	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	46599	475500	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	103189	1052949	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	4900	50000	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	11103	113334	SH	DEFINE
MEXICO FD INC	COM	592835102	15520	620800	SH	DEFINE
MGIC INVT CORP WIS	COM	552848103	5167	735000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	253739	8621770	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	7154	243078	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	294	10000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	24	810	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1599	56664	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2112	71761	SH	DEFINE
MICRON TECHNOLOGY INC	NOTE	1.875% 6/0595112AH6	9950	20000000	PRN	DEFINE
MICROSEMI CORP	COM	595137100	225859	8864172	SH	DEFINE
MICROSEMI CORP	COM	595137100	2085	81840	SH	DEFINE
MICROSEMI CORP	COM	595137100	535	21000	SH	DEFINE
MICROSEMI CORP	COM	595137100	4370	171500	SH	DEFINE
MICROSEMI CORP	COM	595137100	16279	639446	SH	DEFINE
MICROSOFT CORP	COM	594918104	4617	173000	SH	DEFINE
MICROSOFT CORP	COM	594918104	82321	3084320	SH	DEFINE
MICROSOFT CORP	COM	594918104	26023	975000	SH	DEFINE
MICROSOFT CORP	COM	594918104	75730	2837388	SH	DEFINE
MICROSOFT CORP	COM	594918104	147	5500	SH	OTHER
MICROSOFT CORP	COM	594918104	749549	28083522	SH	DEFINE
MICROSOFT CORP	COM	594918104	30561	1145040	SH	DEFINE
MICROSOFT CORP	COM	594918104	11394	426916	SH	DEFINE
MICROSOFT CORP	COM	594918104	45040	1695395	SH	DEFINE
MICROSOFT CORP	COM	594918104	201260	7540662	SH	DEFINE
MICROSOFT CORP	COM	594918104	7099	265976	SH	DEFINE
MICROSOFT CORP	COM	594918104	2261	84720	SH	DEFINE
MICROSOFT CORP	COM	594918104	1624046	60848483	SH	DEFINE
MICROSOFT CORP	COM	594918104	61634	2309252	SH	DEFINE
MICROSOFT CORP	COM	594918104	287	10750	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	8921	3328900	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	894	333650	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	219	81600	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	1936	722400	SH	DEFINE



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

MIDCAP SPDR TR	UNIT SER 1	595635103	4268	32380	SH	DEFINE
MILlicom INTL CELLULAR S A	SHS NEW	L6388F110	254	3700	SH	DEFINE
MILLIPORE CORP	COM	601073109	1796	26100	SH	DEFINE
MILLIPORE CORP	COM	601073109	27520	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	439	6379	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	664	19700	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	663	19660	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	1073	31800	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	54523	1430300	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	5313	89554	SH	DEFINE
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	35	4000	SH	DEFINE
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	5433	621729	SH	DEFINE
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	8433	964840	SH	DEFINE
MOBILE MINI INC	COM	60740F105	11005	569300	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	45	800	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	1269	22650	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	87852	1568502	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	45409	810730	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	19825	353960	SH	DEFINE
MOLEX INC	COM	608554101	3289	146483	SH	DEFINE
MOLEX INC	COM	608554101	132	5866	SH	DEFINE
MOLEX INC	COM	608554101	45	2000	SH	OTHER
MOLEX INC	CL A	608554200	3048	146483	SH	DEFINE
MOLEX INC	CL A	608554200	59	2859	SH	DEFINE
MONACO COACH CORP	COM	60886R103	6539	3353300	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	810	72820	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	189	17000	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	1689	151708	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	15005	151600	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	2313	23364	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	46131	2794100	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	68	4100	SH	DEFINE
MOODYS CORP	COM	615369105	18292	538000	SH	DEFINE
MOODYS CORP	COM	615369105	355	10451	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1178	51200	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	221	9600	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	553	24053	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1853	80553	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	301	13070	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	13577	590315	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	83	3614	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	789	34319	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4043	175769	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	410	17806	SH	SOLE
MOSAIC CO	COM	61945A107	46	679	SH	DEFINE
MOSAIC CO	COM	61945A107	265	3900	SH	DEFINE
MOTOROLA INC	COM	620076109	1410	197491	SH	DEFINE
MOTOROLA INC	COM	620076109	192400	26946742	SH	DEFINE
MSCI INC	CL A	55354G100	14971	623800	SH	DEFINE
MUELLER INDS INC	COM	624756102	59173	2571600	SH	DEFINE
MUELLER INDS INC	COM	624756102	230	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	9281	144700	SH	DEFINE
MURPHY OIL CORP	COM	626717102	822	12815	SH	DEFINE
MURPHY OIL CORP	COM	626717102	353	5500	SH	DEFINE
MURPHY OIL CORP	COM	626717102	2	31	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	12103	308035	SH	DEFINE
MYLAN INC	COM	628530107	6494	568640	SH	DEFINE
MYLAN INC	COM	628530107	248	21675	SH	DEFINE
MYLAN INC	PFD CONV	628530206	985	1255	SH	DEFINE
MYLAN INC	PFD CONV	628530206	122	155	SH	OTHER
MYLAN INC	NOTE 1.250% 3/1	628530AG2	8898	11500000	PRN	DEFINE
MYRIAD GENETICS INC	COM	62855J104	138228	2130520	SH	DEFINE

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

MYRIAD GENETICS INC	COM	62855J104	1279	19718	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	5612	225200	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	2927	117465	SH	DEFINE
NACCO INDS INC	CL A	629579103	25885	273854	SH	DEFINE
NANOGEN INC	COM	630075109	5	20000	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	683	22341	SH	SOLE
NASH FINCH CO	COM	631158102	259	6000	SH	DEFINE
NASHUA CORP	COM	631226107	2874	357930	SH	DEFINE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	4477	542678	SH	DEFINE
NATIONAL BK GREECE S A	ADR PRF SER A	633643507	1680	84000	SH	DEFINE
NATIONAL BK GREECE S A	ADR PRF SER A	633643507	100	5000	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	11	6420	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	6633	443091	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	6996	232802	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	4586	152586	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	25335	504370	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	4829	96129	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1406	28000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	24869	495112	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	41878	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	874	24300	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	489	13600	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	2569	71400	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	21088	586094	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	38	1070	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	288	8000	SH	DEFINE
NETAPP INC	COM	64110D104	1777	97500	SH	DEFINE
NETAPP INC	COM	64110D104	3905	214196	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	18652	616800	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	1217	40260	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	321	10600	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	2852	94300	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	1428	304500	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	94	20000	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	12	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	1526	135000	SH	DEFINE
NEW JERSEY RES	COM	646025106	275	7650	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	4365	305440	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	39757	1025714	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1223	31543	SH	DEFINE
NEWS CORP	CL A	65248E104	5423	452320	SH	DEFINE
NEWS CORP	CL A	65248E104	4105	342387	SH	DEFINE
NEWS CORP	CL A	65248E104	104	8700	SH	OTHER
NEWS CORP	CL A	65248E104	592617	49425911	SH	DEFINE
NEWS CORP	CL A	65248E104	14109	1176766	SH	DEFINE
NEWS CORP	CL A	65248E104	19880	1658010	SH	DEFINE
NEWS CORP	CL A	65248E104	77320	6448725	SH	DEFINE
NEWS CORP	CL A	65248E104	2614	218012	SH	DEFINE
NEWS CORP	CL A	65248E104	475	39610	SH	DEFINE
NEWS CORP	CL A	65248E104	891680	74368632	SH	DEFINE
NEWS CORP	CL A	65248E104	65437	5457641	SH	DEFINE
NEWS CORP	CL A	65248E104	164	13702	SH	DEFINE
NEWS CORP	CL B	65248E203	2865	235792	SH	DEFINE
NEWS CORP	CL B	65248E203	4588	377641	SH	DEFINE
NEWS CORP	CL B	65248E203	2119	174406	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	184920	4876580	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	55	1450	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	19	500	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	317	8360	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	114	3000	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	1853	48865	SH	DEFINE
NIKE INC	CL B	654106103	2622	39200	SH	DEFINE

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

NIKE INC	CL B	654106103	19399	289971	SH	DEFINE
NIKE INC	CL B	654106103	4636	69300	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	61	2697	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	288	12803	SH	DEFINE
NISOURCE INC	COM	65473P105	78745	5335000	SH	DEFINE
NISOURCE INC	COM	65473P105	92	6222	SH	DEFINE
NISOURCE INC	COM	65473P105	46	3130	SH	DEFINE
NISOURCE INC	COM	65473P105	4709	319067	SH	DEFINE
NISOURCE INC	COM	65473P105	9327	631931	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	7687	175100	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	585	13333	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	373	8500	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	21673	493680	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	12299	221250	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	366	6590	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	119966	2158050	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	66648	3573640	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	12315	660298	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	142	7640	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	49	2630	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	2740	153995	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	269	14400	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	2541	136253	SH	DEFINE
NORDSON CORP	COM	655663102	61080	1243740	SH	DEFINE
NORDSTROM INC	COM	655664100	3876	134500	SH	DEFINE
NORDSTROM INC	COM	655664100	75959	2635650	SH	DEFINE
NORDSTROM INC	COM	655664100	6346	220184	SH	DEFINE
NORDSTROM INC	COM	655664100	1582	54890	SH	DEFINE
NORDSTROM INC	COM	655664100	1061	38975	SH	DEFINE
NORDSTROM INC	COM	655664100	1984	68836	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	84789	1280600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	8921	134736	SH	DEFINE
NORTEL NETWORKS CORP NEW	COM NEW	656568508	7	3295	SH	DEFINE
NORTEL NETWORKS CORP NEW	COM NEW	656568508	17	7401	SH	DEFINE
NORTH AMERN ENERGY PARTNERS	COM	656844107	3002	289500	SH	DEFINE
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	299	10000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	40453	1577100	SH	DEFINE
NORTHEAST UTILS	COM	664397106	25650	1000000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	77	3000	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	2383	350000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	60540	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	6972	115166	SH	DEFINE
NORTHWEST AIRLS CORP	COM	667280408	70374	7793369	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	5664	129844	SH	DEFINE
NORTHWESTERN CORP	COM NEW	668074305	20	800	SH	DEFINE
NORTHWESTERN CORP	COM NEW	668074305	39335	1565264	SH	DEFINE
NOVAGOLD RES INC	COM NEW	66987E206	4232	650000	SH	DEFINE
NOVAGOLD RES INC	COM NEW	66987E206	7	1000	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4384	82968	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	275	5200	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4103	77645	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	23909	452470	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	11873	224690	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	5120	100000	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	288	5629	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	471	19043	SH	DEFINE
NSTAR	COM	67019E107	452	13480	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	115478	9473137	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	4384	359605	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	293	24000	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	3154	258700	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1607	131811	SH	DEFINE

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

NUCOR CORP	COM	670346105	117903	2984889	SH	DEFINE
NUCOR CORP	COM	670346105	11675	295571	SH	DEFINE
NUCOR CORP	COM	670346105	71	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	445	38600	SH	DEFINE
NVIDIA CORP	COM	67066G104	1205	112500	SH	DEFINE
NVIDIA CORP	COM	67066G104	41	3800	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	4657	66100	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	29334	416380	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	3308	46951	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	402	5700	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	5313	99640	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	3	55	SH	DEFINE
OCULUS INNOVATIVE SCIENCES I	COM	67575P108	567	297000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1833	315000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	35	6000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	850	145990	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1069	183759	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	47	5300	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	2008	225863	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	142	15970	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	3792	426560	SH	DEFINE
OIL STS INTL INC	COM	678026105	28913	817900	SH	DEFINE
OIL STS INTL INC	COM	678026105	4801	135800	SH	DEFINE
OILSANDS QUEST INC	-W EXP 12/05/200	678046111	96	119450	SH	DEFINE
OLD REP INTL CORP	COM	680223104	249907	19600562	SH	DEFINE
OLD REP INTL CORP	COM	680223104	33	2600	SH	DEFINE
OLD REP INTL CORP	COM	680223104	178460	13996876	SH	DEFINE
OLD REP INTL CORP	COM	680223104	9850	774404	SH	DEFINE
OMNICARE INC	COM	681904108	4678	162600	SH	DEFINE
OMNICARE INC	COM	681904108	37767	1312714	SH	DEFINE
OMNICARE INC	COM	681904108	934	32480	SH	DEFINE
OMNICARE INC	COM	681904108	1426	49560	SH	DEFINE
OMNICELL INC	COM	68213N109	1064	80900	SH	DEFINE
OMNICELL INC	COM	68213N109	263	20000	SH	DEFINE
OMNICELL INC	COM	68213N109	2406	183000	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	2994	77638	SH	DEFINE
OMNITURE INC	COM	68212S109	21190	1154130	SH	DEFINE
OMNITURE INC	COM	68212S109	1099	59880	SH	DEFINE
OMNITURE INC	COM	68212S109	272	14800	SH	DEFINE
OMNITURE INC	COM	68212S109	2449	133400	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	13519	1184800	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	9277	256400	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1107	30600	SH	DEFINE
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	6272	308960	SH	DEFINE
OPTIONSPRESS HLDGS INC	COM	684010101	5541	285300	SH	DEFINE
OPTIONSPRESS HLDGS INC	COM	684010101	1288	66323	SH	DEFINE
OPTIONSPRESS HLDGS INC	COM	684010101	309	15900	SH	DEFINE
OPTIONSPRESS HLDGS INC	COM	684010101	2894	149000	SH	DEFINE
OPTIONSPRESS HLDGS INC	COM	684010101	2	90	SH	DEFINE
ORACLE CORP	COM	68389X105	57827	2847210	SH	DEFINE
ORACLE CORP	COM	68389X105	10155	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	10120	498255	SH	DEFINE
ORACLE CORP	COM	68389X105	17162	845000	SH	DEFINE
ORACLE CORP	COM	68389X105	7112	350168	SH	DEFINE
ORACLE CORP	COM	68389X105	1377	67820	SH	DEFINE
ORACLE CORP	COM	68389X105	116456	5733904	SH	DEFINE
ORACLE CORP	COM	68389X105	4314	212407	SH	DEFINE
ORACLE CORP	COM	68389X105	591	29080	SH	DEFINE
ORACLE CORP	COM	68389X105	1261953	62134570	SH	DEFINE
ORACLE CORP	COM	68389X105	39116	1925926	SH	DEFINE
ORACLE CORP	COM	68389X105	148	7285	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	84972	3544928	SH	DEFINE

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

ORBITAL SCIENCES CORP	COM	685564106	2064	86121	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	467	19500	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	3965	165400	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	1199	50009	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	311	38900	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	4911	614700	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	1465	183400	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	5381	498700	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	959	88900	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	268	24800	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	2790	258600	SH	DEFINE
OREZONE RES INC	COM	685921108	2625	5707600	SH	DEFINE
ORIGEN FINL INC	COM	68619E208	2909	2365000	SH	DEFINE
ORITANI FINL CORP	COM	686323106	3108	184430	SH	DEFINE
OSHKOSH CORP	COM	688239201	13281	1009200	SH	DEFINE
OSHKOSH CORP	COM	688239201	53	4000	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	14186	287800	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	296	6000	SH	DEFINE
OUTDOOR CHANNEL HLDGS INC	COM NEW	690027206	1646	187000	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	72036	1235400	SH	DEFINE
OWENS CORNING NEW	COM	690742101	91908	3843917	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	226	7700	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	205	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	4209	384400	SH	DEFINE
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	2938	98656	SH	DEFINE
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	2	60	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	3185	193400	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	4283	260319	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	5851	252400	SH	DEFINE
PACWEST BANCORP DEL	COM	695263103	7038	246182	SH	DEFINE
PALL CORP	COM	696429307	17195	500000	SH	DEFINE
PALL CORP	COM	696429307	661	19235	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	7676	150800	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	92	1800	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	3907	317924	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	3363	394730	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	184	10000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	11530	402300	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	265	4995	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	94	1770	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	57	1500	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	314	8300	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	2162	57100	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	18	470	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	23	600	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	232	3400	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	368	5400	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	3573	122980	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	489	16832	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	46	1600	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	751	24700	SH	DEFINE
PAYCHEX INC	COM	704326107	82018	2483140	SH	DEFINE
PAYCHEX INC	COM	704326107	16435	497582	SH	DEFINE
PAYCHEX INC	COM	704326107	1956	59231	SH	DEFINE
PAYCHEX INC	COM	704326107	157	4750	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	10716	1151000	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	15	1650	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	256	27500	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	14355	319000	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	25633	569620	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	10539	234193	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	9	200	SH	DEFINE

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

PEABODY ENERGY CORP	COM	704549104	146	3250	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	58	1300	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	360	8000	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	4860	445983	SH	DEFINE
PENNEY J C INC	COM	708160106	4388	131600	SH	DEFINE
PENNEY J C INC	COM	708160106	1415	42441	SH	DEFINE
PENTAIR INC	COM	709631105	373	10800	SH	DEFINE
PENTAIR INC	COM	709631105	374	10810	SH	DEFINE
PENTAIR INC	COM	709631105	6167	178400	SH	DEFINE
PENTAIR INC	COM	709631105	153953	4453381	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	2572	1248500	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	2597	1266194	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	19269	885123	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	26	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	235	12225	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	38626	2006560	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	29783	1300000	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	56	2436	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	459	22132	SH	DEFINE
PEPSICO INC	COM	713448108	84939	1191790	SH	DEFINE
PEPSICO INC	COM	713448108	85080	1193771	SH	DEFINE
PEPSICO INC	COM	713448108	228	3200	SH	OTHER
PEPSICO INC	COM	713448108	562	7880	SH	DEFINE
PEPSICO INC	COM	713448108	5301	74375	SH	DEFINE
PEPSICO INC	COM	713448108	128	1800	SH	DEFINE
PEPSICO INC	COM	713448108	668	9367	SH	DEFINE
PERKINELMER INC	COM	714046109	430	17232	SH	DEFINE
PERRIGO CO	COM	714290103	10615	276000	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	1201	11690	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	154	1500	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	59418	2747040	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	6368	294423	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	174	8055	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	1682	77780	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	304	14033	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	10272	274500	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	134	3580	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	2496	66690	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	4094	109400	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	31832	850679	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3756	100418	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	866305	23150860	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	70005	1870800	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	16487	440580	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	3428	78000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	14592	332014	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	112	2550	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	45	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	23982	545674	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	229	5200	SH	DEFINE
PETROLEUM & RES CORP	COM	716549100	4428	150000	SH	DEFINE
PETSMART INC	COM	716768106	71890	2909360	SH	DEFINE
PETSMART INC	COM	716768106	2812	113780	SH	DEFINE
PETSMART INC	COM	716768106	1199	48525	SH	DEFINE
PFIZER INC	COM	717081103	123147	6678230	SH	DEFINE
PFIZER INC	COM	717081103	1303837	70706980	SH	DEFINE
PFIZER INC	COM	717081103	40015	2170000	SH	DEFINE
PFIZER INC	COM	717081103	37037	2008521	SH	DEFINE
PFIZER INC	COM	717081103	473	25650	SH	DEFINE
PFIZER INC	COM	717081103	336530	18249985	SH	DEFINE
PFIZER INC	COM	717081103	20455	1109259	SH	DEFINE
PFIZER INC	COM	717081103	8864	480693	SH	DEFINE

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

PFIZER INC	COM	717081103	55867	3036699	SH	DEFINE
PFIZER INC	COM	717081103	141955	7698203	SH	DEFINE
PFIZER INC	COM	717081103	6147	333372	SH	DEFINE
PFIZER INC	COM	717081103	1972	106960	SH	DEFINE
PFIZER INC	COM	717081103	1074439	58266744	SH	DEFINE
PFIZER INC	COM	717081103	55009	2983116	SH	DEFINE
PFIZER INC	COM	717081103	196	10611	SH	DEFINE
PFIZER INC	COM	717081103	4	220	SH	SOLE
PG&E CORP	COM	69331C108	1010502	26982700	SH	DEFINE
PG&E CORP	COM	69331C108	167	4468	SH	DEFINE
PG&E CORP	COM	69331C108	1270	34675	SH	DEFINE
PG&E CORP	COM	69331C108	1637	43707	SH	DEFINE
PG&E CORP	COM	69331C108	13798	368432	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	68746	1662532	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	170	4100	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	11843	286479	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	2294	109700	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	2099	100380	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	575	27500	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	5081	243000	SH	DEFINE
PHI INC	COM VTG	69336T106	3619	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	27956	756999	SH	DEFINE
PHI INC	COM NON VTG	69336T205	3050	82600	SH	DEFINE
PHILADELPHIA CONS HLDG CORP	COM	717528103	208290	3556252	SH	DEFINE
PHILADELPHIA CONS HLDG CORP	COM	717528103	192	3360	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	10604	220460	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	11450	238050	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	346	7200	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	236396	4914681	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	22	450	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	9424	195926	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	183	3800	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	5662	100489	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	25677	455752	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4278	75931	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	20200	4891100	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	29992	7261920	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	248888	7233000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	72	2100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	371	7100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	157	3000	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	335	6400	SH	DEFINE
PITNEY BOWES INC	COM	724479100	17758	533900	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1279	38450	SH	DEFINE
PITNEY BOWES INC	COM	724479100	12760	383650	SH	DEFINE
PITNEY BOWES INC	COM	724479100	32616	980650	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1256	37761	SH	DEFINE
PITNEY BOWES INC	COM	724479100	169	5090	SH	DEFINE
PITNEY BOWES INC	COM	724479100	122234	3675120	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2546	76540	SH	DEFINE
PITNEY BOWES INC	COM	724479100	80	2410	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	17319	347357	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	100	2000	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10414	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	8948	3033100	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	24598	329295	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	5946	79601	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	63	846	SH	DEFINE
PNM RES INC	COM	69349H107	20378	1990000	SH	DEFINE
PNM RES INC	COM	69349H107	18207	1778024	SH	DEFINE
PNM RES INC	COM	69349H107	84	8250	SH	DEFINE
PNM RES INC	COM	69349H107	33333	3255220	SH	DEFINE

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

PNM RES INC	COM	69349H107	2869	280170	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	1163	17450	SH	DEFINE
POLYONE CORP	COM	73179P106	8869	1375000	SH	DEFINE
POLYPORE INTL INC	COM	73179V103	759	35300	SH	DEFINE
POPE RES DEL LTD PARTNERSHIP	DEPOSITRY RCPT	732857107	552	19389	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	146692	6200000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	11074	1098770	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	72	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	21	225	SH	DEFINE
POSCO	SPONSORED ADR	693483109	360	3860	SH	DEFINE
POSCO	SPONSORED ADR	693483109	250	2680	SH	DEFINE
POSCO	SPONSORED ADR	693483109	15062	161311	SH	DEFINE
POSCO	SPONSORED ADR	693483109	280	3000	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1076	8150	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	356	2700	SH	DEFINE
POWELL INDS INC	COM	739128106	9117	223400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	14089	584600	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	1035	42931	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	252	10469	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	2420	100400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	8019	333046	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	2635	67732	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	1438	47600	SH	DEFINE
PPG INDS INC	COM	693506107	7651	131185	SH	DEFINE
PPG INDS INC	COM	693506107	8	150	SH	DEFINE
PPL CORP	COM	69351T106	74040	2000000	SH	DEFINE
PPL CORP	COM	69351T106	407	10997	SH	DEFINE
PRAXAIR INC	COM	74005P104	200462	2794281	SH	DEFINE
PRAXAIR INC	COM	74005P104	58325	813000	SH	DEFINE
PRAXAIR INC	COM	74005P104	15580	217168	SH	DEFINE
PRAXAIR INC	COM	74005P104	789	10997	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	219183	2782215	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	307	3895	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	2524	32039	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	6000	380000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	42323	788000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	3896	72532	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	481	8964	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	235636	7958004	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	9785	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	5	110	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	224172	3216700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	94953	1362500	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2439	35000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	101034	1449767	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	739	10610	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	50	720	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	21143	303621	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	293	4200	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	1025	14703	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	491596	11398000	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3163	73344	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2834	162860	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	395	22712	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	19610	1127000	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	11664	670350	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	87675	5038811	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1856	106662	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	335608	19287840	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	23969	1377523	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	137	7880	SH	DEFINE
PROLIANCE INTL INC	COM	74340R104	618	823800	SH	DEFINE



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

PROLOGIS	SH BEN INT	743410102	375	9089	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	6858	166179	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	1077	26100	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	5023	121700	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	39596	959449	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	53	1285	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	437	10600	SH	DEFINE
PROTECTION ONE INC	COM NEW	743663403	6693	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	28966	1016000	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	14	500	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE 2.750% 8/1	74369LAD5	19214	21990000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	3485	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	85248	1184000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	1953	27122	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	229521	3187788	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	5040	70000	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	1457	74700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	19662	518100	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	1588	41840	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	417	11000	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	3416	90000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	554	5600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	720	7275	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	1188	12000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	6168	62300	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	48482	489670	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	106	1070	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	525	5300	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	881983	26897940	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3279	100000	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	7241	220826	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	38	1150	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	364	11100	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	210	6400	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	305750	11451300	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	27	1000	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	39125	1465350	SH	DEFINE
PULTE HOMES INC	COM	745867101	36695	2626700	SH	DEFINE
PULTE HOMES INC	COM	745867101	0	1	SH	DEFINE
PURE BIOSCIENCE	COM	746218106	94	30000	SH	DEFINE
QIAGEN N V	ORD	N72482107	73797	3740350	SH	DEFINE
QIAGEN N V	ORD	N72482107	4911	248900	SH	DEFINE
QIAGEN N V	ORD	N72482107	6984	354000	SH	DEFINE
QIAGEN N V	ORD	N72482107	987	50000	SH	DEFINE
QIAGEN N V	ORD	N72482107	1187	60145	SH	DEFINE
QIAGEN N V	ORD	N72482107	1421	72000	SH	DEFINE
QLOGIC CORP	COM	747277101	296	19294	SH	DEFINE
QUALCOMM INC	COM	747525103	176451	4106370	SH	DEFINE
QUALCOMM INC	COM	747525103	4727	110000	SH	DEFINE
QUALCOMM INC	COM	747525103	36773	855788	SH	DEFINE
QUALCOMM INC	COM	747525103	6565	152770	SH	DEFINE
QUALCOMM INC	COM	747525103	40	930	SH	DEFINE
QUALCOMM INC	COM	747525103	581	13520	SH	DEFINE
QUALCOMM INC	COM	747525103	773	18000	SH	DEFINE
QUALCOMM INC	COM	747525103	215	5000	SH	DEFINE
QUALCOMM INC	COM	747525103	852	19836	SH	DEFINE
QUALCOMM INC	COM	747525103	1376	32020	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	6154	227850	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	301	5820	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	25835	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	7731	149619	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	172039	3329568	SH	DEFINE

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

QUEST DIAGNOSTICS INC	COM	74834L100	31769	614840	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	80441	1556829	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2171	42009	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	307	5950	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	119421	2311230	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	33588	650055	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	16974	1337600	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	8322	655956	SH	DEFINE
QUESTAR CORP	COM	748356102	2479	60580	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	4	1310	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	27900	8637650	SH	DEFINE
R H DONNELLEY CORP	COM NEW	74955W307	358	180130	SH	DEFINE
R H DONNELLEY CORP	COM NEW	74955W307	0	32	SH	DEFINE
RADIAN GROUP INC	COM	750236101	6552	1300000	SH	DEFINE
RADIOSHACK CORP	COM	750438103	615	35600	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	89347	2177600	SH	DEFINE
RANGE RES CORP	COM	75281A109	11576	270030	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	32106	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5492	102631	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3	50	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	83215	1555130	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5860	109520	SH	DEFINE
RC2 CORP	COM	749388104	5848	292400	SH	DEFINE
REDWOOD TR INC	COM	758075402	5012	230656	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	10	336	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	19746	664988	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	5288	335094	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	427	6400	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	800	12000	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	507	7600	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	2621	39300	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	22391	335743	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	56	845	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	253	3800	SH	DEFINE
REGIS CORP MINN	COM	758932107	56323	2048100	SH	DEFINE
REINSURANCE GROUP AMER INC	CL B	759351505	525	11068	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	84449	2224100	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	449	8625	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	1569	220700	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	209	7050	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	7597	256181	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	15532	523679	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	47959	702180	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	310	4535	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	266	3900	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	309	4530	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	306	6291	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	593539	12207712	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	6398	510092	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	7890	31625	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	52363	4182385	SH	DEFINE
RLI CORP	COM	749607107	111477	1795407	SH	DEFINE
RLI CORP	COM	749607107	98	1575	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	604	24400	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	62440	2522840	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	7425	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	173	7000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	815	32941	SH	DEFINE
ROCKFORD CORP	COM	77316P101	673	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	345	9235	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	61538	1279640	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	4809	100000	SH	DEFINE

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

ROCKWELL COLLINS INC	COM	774341101	935	19435	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1285	26727	SH	DEFINE
ROHM & HAAS CO	COM	775371107	4496	64233	SH	DEFINE
ROHM & HAAS CO	COM	775371107	226979	3242563	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	230250	4042319	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	4	76	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	125	2200	SH	DEFINE
ROWAN COS INC	COM	779382100	20966	686300	SH	DEFINE
ROWAN COS INC	COM	779382100	3642	119200	SH	DEFINE
ROWAN COS INC	COM	779382100	15	500	SH	DEFINE
ROWAN COS INC	COM	779382100	327	10700	SH	DEFINE
ROWAN COS INC	COM	779382100	2	56	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	585	12180	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF T	780097713	106	10600	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	1	405	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	1020	318817	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	7953	2486908	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	325	5701	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	20809	364526	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5806	101706	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	122535	2146347	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	16523	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	27543	466753	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	12131	205570	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	10955	185650	SH	DEFINE
ROYAL GOLD INC	COM	780287108	5394	150000	SH	DEFINE
RPM INTL INC	COM	749685103	47721	2467500	SH	DEFINE
RPM INTL INC	COM	749685103	6621	342372	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	13346	682300	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	63	3200	SH	DEFINE
RUSS BERRIE & CO	COM	782233100	17178	2239574	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	56745	2529870	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	667	29750	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1154	51466	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1934	51000	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	690	29101	SH	DEFINE
SAIC INC	COM	78390X101	2150	106300	SH	DEFINE
SAIC INC	COM	78390X101	2076	102600	SH	DEFINE
SAKS INC	COM	79377W108	43690	4723200	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	67156	1387530	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	149	3076	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	359	7409	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	7831	910576	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	2	250	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	10	1200	SH	DEFINE
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	219	5748	SH	DEFINE
SANDISK CORP	COM	80004C101	1493	76375	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	1710	200000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	1286	39118	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	517	15733	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	25816	785530	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	232	7073	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	10827	202634	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	26346	493057	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	58447	1093900	SH	DEFINE
SAPIENT CORP	COM	803062108	14518	1954005	SH	DEFINE
SAPIENT CORP	COM	803062108	156	21000	SH	DEFINE
SARA LEE CORP	COM	803111103	817	64699	SH	DEFINE
SARA LEE CORP	COM	803111103	10	800	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1164	27392	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	13	296	SH	DEFINE

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

SASOL LTD	SPONSORED ADR	803866300	57256	1347510	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	5	320	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	139	8600	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	7057	436990	SH	DEFINE
SAUL CTRS INC	COM	804395101	505	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	90312	3490975	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	727	28115	SH	DEFINE
SCANA CORP NEW	COM	80589M102	35037	900000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	992	25475	SH	DEFINE
SCANSOURCE INC	COM	806037107	5102	177207	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	81808	1519470	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	195	3630	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	1372	25479	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	245228	13277100	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	9235	500000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	4341	235021	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1116	60400	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	38	2050	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1646	93300	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	257	13920	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	2204	119312	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	172728	998350	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	2742	15850	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	104	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	96954	1241570	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	3124	40000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	98033	1255383	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	78	1000	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	7587	97160	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	26	330	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	465	5960	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	820	10500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	180	2300	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	446	5711	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1132	14500	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	258	10064	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	9341	363740	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	1316	50616	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	659	34724	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	3	134	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	272	11836	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	2	70	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	3017	38210	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	79	1000	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	100	8210	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	1688	139269	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	7443	614105	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	2780	229359	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	10796	890780	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	55477	4577331	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	128	10536	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	244	20170	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	338518	27930538	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	14907	1229959	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	54	4422	SH	DEFINE
SEALY CORP	COM	812139301	24719	3826445	SH	DEFINE
SEARS HLDGS CORP	COM	812350106	207	2218	SH	DEFINE
SECURITY CAPITAL ASSURANCE	COM	G8649T109	5583	4261500	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	2155	1305830	SH	DEFINE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2133	107256	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	29796	1300000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	2024	40100	SH	DEFINE

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

SEMPRA ENERGY	COM	816851109	487214	9653530	SH	DEFINE
SEMPRA ENERGY	COM	816851109	325	6449	SH	DEFINE
SEMPRA ENERGY	COM	816851109	38	760	SH	DEFINE
SEMPRA ENERGY	COM	816851109	624	12370	SH	DEFINE
SEMPRA ENERGY	COM	816851109	251	4970	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1	21	SH	DEFINE
SEMTECH CORP	COM	816850101	5186	371685	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	2488	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	4873	256600	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	56778	2132909	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	1086	40800	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	264	9900	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	2436	91500	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	333	12500	SH	DEFINE
SERVICE CORP INTL	COM	817565104	521	62300	SH	DEFINE
SERVICE CORP INTL	COM	817565104	20985	2510140	SH	DEFINE
SERVICE CORP INTL	COM	817565104	161	19220	SH	DEFINE
SERVICE CORP INTL	COM	817565104	602	71990	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	2740	47930	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	286	5000	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	6793	95335	SH	DEFINE
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	237	11000	SH	DEFINE
SHIRE LIMITED	SPONSORED ADR	82481R106	6136	128500	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	4103	250500	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	10686	2099500	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	16455	3236516	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	1247	129776	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	2636	28071	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	29653	315843	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	52894	563360	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	94694	9884599	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	53715	5607040	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	9	913	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	24	2510	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	346	36070	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	137	14300	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1316	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	14520	277000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	20968	400000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	2962	56506	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	1539	44110	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	405	11600	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	4157	119181	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	106359	3464470	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1234	40185	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	267	8700	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2370	77200	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1365	44464	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	466	4800	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	10522	108472	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	1804	18600	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	9254	95400	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	72669	749168	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	125	1285	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	912	9400	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	15736	200000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	228	2899	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	35833	1322725	SH	DEFINE
SIMS GROUP LTD	SPONS ADR	829160100	1045	45251	SH	DEFINE
SIMS GROUP LTD	SPONS ADR	829160100	270	11700	SH	DEFINE
SIMS GROUP LTD	SPONS ADR	829160100	2310	100000	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COM	82967N108	6	10680	SH	DEFINE

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

SIRIUS SATELLITE RADIO INC	COM	82967N108	1	1136	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	53	2820	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	2442	129753	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	12733	676560	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	1552	82490	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3141	166889	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	5796	307953	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	2889	153482	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	41042	2180787	SH	DEFINE
SKILLED HEALTHCARE GROUP INC	CL A	83066R107	890	56000	SH	DEFINE
SKYWEST INC	COM	830879102	35584	2226800	SH	DEFINE
SKYWEST INC	COM	830879102	13	800	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	596	9200	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	3046	47000	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	23723	366100	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	29	450	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	181	2800	SH	DEFINE
SLM CORP	COM	78442P106	229035	18560405	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	2469	46500	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	445	8391	SH	DEFINE
SMITH A O	COM	831865209	49877	1272700	SH	DEFINE
SMITH INTL INC	COM	832110100	204777	3492111	SH	DEFINE
SMITH INTL INC	COM	832110100	2145	36573	SH	DEFINE
SMITH INTL INC	COM	832110100	2772	47263	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	30150	1898600	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1781	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	1738	34295	SH	DEFINE
SOHU COM INC	COM	83408W103	2788	50000	SH	DEFINE
SOHU COM INC	COM	83408W103	5285	94800	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	1928	612100	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	204	64700	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	617	214300	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	162	56100	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	1608	558300	SH	DEFINE
SONY CORP	ADR NEW	835699307	1297	42000	SH	DEFINE
SONY CORP	ADR NEW	835699307	508	16440	SH	DEFINE
SONY CORP	ADR NEW	835699307	64	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	9739	315486	SH	DEFINE
SONY CORP	ADR NEW	835699307	7780	252020	SH	DEFINE
SONY CORP	ADR NEW	835699307	3186	103195	SH	DEFINE
SONY CORP	ADR NEW	835699307	222	7200	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	2446	1799019	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	392	10984	SH	DEFINE
SOUTHERN CO	COM	842587107	1390772	36900300	SH	DEFINE
SOUTHERN CO	COM	842587107	864	22912	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	3539	185500	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	50	2600	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	2399	290840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	946	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	958	66023	SH	DEFINE
SOUTHWEST GAS CORP	COM	844895102	9078	300000	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	140801	4610376	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	626	20500	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	2007	65715	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	322	7200	SH	DEFINE
SPANSION INC	COM CL A	84649R101	6200	4000000	SH	DEFINE
SPARTON CORP	COM	847235108	999	398000	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	5689	66870	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	1606	29330	SH	DEFINE
SPDR INDEX SHS FDS	DJWS INTL REAL	78463X863	504	13200	SH	DEFINE
SPDR SERIES TRUST	LEH MUN BD ETF	78464A458	275	13362	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	5954	51242	SH	DEFINE

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

SPECTRA ENERGY CORP	COM	847560109	416937	17518350	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2279	95770	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	238	10000	SH	DEFINE
SPHERION CORP	COM	848420105	5601	1150000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	5235	858201	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	390	63984	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	112498	18442276	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	0	3	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	382	62685	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	43255	7090930	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	336625	55184440	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	3312	542990	SH	DEFINE
SPSS INC	COM	78462K102	8333	283859	SH	DEFINE
SPX CORP	COM	784635104	294	3820	SH	DEFINE
ST JOE CO	COM	790148100	20	500	SH	DEFINE
ST JOE CO	COM	790148100	91653	2344675	SH	DEFINE
ST JUDE MED INC	COM	790849103	1600	36800	SH	DEFINE
ST JUDE MED INC	COM	790849103	190	4373	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	582	49900	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	101941	1960400	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	9235	369700	SH	DEFINE
STANDARD PAC CORP NEW	COM	85375C101	20181	4110235	SH	DEFINE
STANDARD REGISTER CO	COM	853887107	266	27000	SH	DEFINE
STANLEY INC	COM	854532108	7043	190827	SH	DEFINE
STANLEY INC	COM	854532108	3165	85755	SH	DEFINE
STANLEY INC	COM	854532108	78	2100	SH	DEFINE
STANLEY INC	COM	854532108	681	18457	SH	DEFINE
STANLEY INC	COM	854532108	6406	173733	SH	DEFINE
STANLEY WKS	COM	854616109	263	6303	SH	DEFINE
STAPLES INC	COM	855030102	7754	344628	SH	DEFINE
STAPLES INC	COM	855030102	181	8050	SH	OTHER
STARBUCKS CORP	COM	855244109	1190	80007	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	5922	210450	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2826	100435	SH	DEFINE
STATE STR CORP	COM	857477103	167303	2941331	SH	DEFINE
STATE STR CORP	COM	857477103	13837	243270	SH	DEFINE
STATE STR CORP	COM	857477103	11226	197359	SH	DEFINE
STATE STR CORP	COM	857477103	156	2750	SH	OTHER
STATE STR CORP	COM	857477103	36	630	SH	DEFINE
STATE STR CORP	COM	857477103	580	10190	SH	DEFINE
STATE STR CORP	COM	857477103	176	3100	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	702	29487	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	44443	2600500	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	1781	104223	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	236	13800	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	67824	1972778	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	4881	141980	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	9022	1491310	SH	DEFINE
STERICYCLE INC	COM	858912108	36524	620000	SH	DEFINE
STERICYCLE INC	COM	858912108	327	5557	SH	DEFINE
STERIS CORP	COM	859152100	25972	691100	SH	DEFINE
STERIS CORP	COM	859152100	214	5700	SH	DEFINE
STRAYER ED INC	COM	863236105	32462	162100	SH	DEFINE
STRYKER CORP	COM	863667101	50631	812700	SH	DEFINE
STRYKER CORP	COM	863667101	12844	206168	SH	DEFINE
STRYKER CORP	COM	863667101	448	7198	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	115	5800	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	578	29200	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	4487	226500	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	73	3700	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	3040	400000	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	136	17950	SH	DEFINE

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

SUNCOR ENERGY INC	COM	867229106	880	20872	SH	DEFINE
SUNOCO INC	COM	86764P109	7013	197100	SH	DEFINE
SUNOCO INC	COM	86764P109	550	15446	SH	DEFINE
SUNOCO INC	COM	86764P109	1020	29166	SH	DEFINE
SUNOCO INC	COM	86764P109	850	23888	SH	DEFINE
SUNOPTA INC	COM	8676EP108	23443	3805621	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	123548	1741830	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	142	2000	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	15764	222253	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	1781	25114	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	58	4300	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	290	21500	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	2302	170500	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	72	5300	SH	DEFINE
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	1368	38135	SH	DEFINE
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	775	21600	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	16757	372460	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	747	16613	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	60	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	15188	487740	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	47	1500	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	3531	113469	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	4755	456300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	5803	380547	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	0	100	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	6129	1897519	SH	DEFINE
SYMANTEC CORP	COM	871503108	1089	55604	SH	DEFINE
SYMS CORP	COM	871551107	19319	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	8042	190031	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	212	5000	SH	DEFINE
SYSCO CORP	COM	871829107	8666	281103	SH	DEFINE
T-3 ENERGY SRVCS INC	COM	87306E107	10791	290700	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1745	186253	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	17777	1897192	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	245	26131	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	138	14713	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	97	10341	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	15164	1618394	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	498	53177	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	17621	1881051	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	46529	4965748	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	64705	6905504	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	161	17186	SH	DEFINE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	3	160	SH	DEFINE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	33919	2068230	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	2565	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	210	4800	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	1099	25100	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	10396	237400	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	30	675	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	96	2200	SH	DEFINE
TARGET CORP	COM	87612E106	108593	2213925	SH	DEFINE
TARGET CORP	COM	87612E106	13814	281623	SH	DEFINE
TARGET CORP	COM	87612E106	147	3000	SH	OTHER
TARGET CORP	COM	87612E106	41	840	SH	DEFINE
TARGET CORP	COM	87612E106	1979	40345	SH	DEFINE
TARGET CORP	COM	87612E106	36892	752126	SH	DEFINE
TARGET CORP	COM	87612E106	3416	69635	SH	DEFINE
TARGET CORP	COM	87612E106	44364	904470	SH	DEFINE
TARGET CORP	COM	87612E106	28690	584912	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	445	58050	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	1173	153188	SH	DEFINE



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

TAUBMAN CTRS INC	COM	876664103	385	7700	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	2010	40200	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	15427	308542	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	220	4400	SH	DEFINE
TD AMERITRADE HLDG CORP	COM	87236Y108	377	23300	SH	DEFINE
TECO ENERGY INC	COM	872375100	176569	11225000	SH	DEFINE
TECO ENERGY INC	COM	872375100	1456	92533	SH	DEFINE
TECO ENERGY INC	COM	872375100	4335	275617	SH	DEFINE
TECO ENERGY INC	COM	872375100	36876	2344300	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	7240	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	30048	1200000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	54628	2070800	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	13	501	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	2887	50510	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	629	11000	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	4904	85800	SH	DEFINE
TELEFLEX INC	COM	879369106	76914	1211441	SH	DEFINE
TELEFLEX INC	COM	879369106	31745	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	165	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	83	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	4517	63188	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	155155	2170297	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	3866	54082	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	35761	500264	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	31478	440307	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	302304	4228622	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1795	69704	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	13939	541318	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	99168	3851199	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	12356	479830	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	93338	3624759	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	802	64460	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	200	16100	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	1851	148800	SH	DEFINE
TELLABS INC	COM	879664100	1	160	SH	DEFINE
TELLABS INC	COM	879664100	2437	600250	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	897	69004	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	7037	541318	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	3994	307266	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	6238	479830	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	46913	3608679	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	1412	39700	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	354	23190	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	146498	9600143	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	6	300	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	266	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	122	11266	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	201	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	248	16138	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	264	33401	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	351	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	30691	823029	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	91	16430	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	212	38200	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	280758	50587068	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	19218	3462710	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	6715	1209940	SH	DEFINE
TENNECO INC	COM	880349105	4879	459000	SH	DEFINE
TEREX CORP NEW	COM	880779103	800	26200	SH	DEFINE
TEREX CORP NEW	COM	880779103	7232	236950	SH	DEFINE
TEREX CORP NEW	COM	880779103	13696	448739	SH	DEFINE
TEREX CORP NEW	COM	880779103	1199	39300	SH	DEFINE

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

TEREX CORP NEW	COM	880779103	195	6400	SH	DEFINE
TEREX CORP NEW	COM	880779103	3	90	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	14973	848800	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	1610	90600	SH	DEFINE
TERRA INDS INC	COM	880915103	2	83	SH	DEFINE
TERRA INDS INC	COM	880915103	259	8800	SH	DEFINE
TESCO CORP	COM	88157K101	4956	236665	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	64207	1402200	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	39474	862070	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1740	38000	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	29	640	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	133	2900	SH	DEFINE
TEXAS INDS INC	COM	882491103	27744	679000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	20795	967220	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	11073	515000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	20553	955969	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	100	4670	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	43	1980	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	672	31250	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	307	14300	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	65	3000	SH	DEFINE
TEXTRON INC	COM	883203101	30744	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	464	15840	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	7546	137192	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	859	15627	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	951	114210	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	240	28800	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	2218	266300	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	19535	500000	SH	DEFINE
THOMSON	SPONSORED ADR	885118109	0	63	SH	DEFINE
THOMSON	SPONSORED ADR	885118109	596	168500	SH	DEFINE
THOMSON REUTERS PLC	SPONSORED ADR	885141101	308	2268	SH	DEFINE
THOR INDS INC	COM	885160101	55579	2239300	SH	DEFINE
TICKETMASTER	COM	88633P302	644	60020	SH	DEFINE
TIDEWATER INC	COM	886423102	18191	328600	SH	DEFINE
TIDEWATER INC	COM	886423102	11	200	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	2281	64208	SH	DEFINE
TIM HORTONS INC	COM	88706M103	38	1285	SH	DEFINE
TIM HORTONS INC	COM	88706M103	3668	125923	SH	DEFINE
TIMBERLAND CO	CL A	887100105	16821	968400	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	191376	7908079	SH	DEFINE
TIME WARNER INC	COM	887317105	278	21180	SH	DEFINE
TIME WARNER INC	COM	887317105	17699	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	3094	236002	SH	DEFINE
TIME WARNER INC	COM	887317105	504155	38455773	SH	DEFINE
TIME WARNER INC	COM	887317105	16249	1239430	SH	DEFINE
TIME WARNER INC	COM	887317105	2693	205439	SH	DEFINE
TIME WARNER INC	COM	887317105	22214	1697566	SH	DEFINE
TIME WARNER INC	COM	887317105	87110	6644526	SH	DEFINE
TIME WARNER INC	COM	887317105	3477	265214	SH	DEFINE
TIME WARNER INC	COM	887317105	323	24640	SH	DEFINE
TIME WARNER INC	COM	887317105	868462	66244222	SH	DEFINE
TIME WARNER INC	COM	887317105	40399	3081536	SH	DEFINE
TIME WARNER INC	COM	887317105	136	10350	SH	DEFINE
TIMKEN CO	COM	887389104	35900	1266300	SH	DEFINE
TITAN MACHY INC	COM	88830R101	1046	50250	SH	DEFINE
TITAN MACHY INC	COM	88830R101	254	12200	SH	DEFINE
TITAN MACHY INC	COM	88830R101	2279	109500	SH	DEFINE
TJX COS INC NEW	COM	872540109	1045	34228	SH	DEFINE
TJX COS INC NEW	COM	872540109	2	75	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	828	180838	SH	DEFINE
TORCHMARK CORP	COM	891027104	2905	48580	SH	DEFINE

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

TORCHMARK CORP	COM	891027104	586	9800	SH	DEFINE
TORCHMARK CORP	COM	891027104	24625	411790	SH	DEFINE
TORCHMARK CORP	COM	891027104	4273	71461	SH	DEFINE
TORCHMARK CORP	COM	891027104	1120	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	83221	1391648	SH	DEFINE
TORCHMARK CORP	COM	891027104	215	3600	SH	DEFINE
TORCHMARK CORP	COM	891027104	334	5580	SH	DEFINE
TORCHMARK CORP	COM	891027104	383328	6410164	SH	DEFINE
TORCHMARK CORP	COM	891027104	9509	159020	SH	DEFINE
TORCHMARK CORP	COM	891027104	209	3490	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	3271	53639	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	9436	155500	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	5021	82748	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	26495	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	11867	195567	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	25630	422448	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3266	53830	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	317	3693	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1407	16400	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	14624	170465	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	46269	539260	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	59223	1408385	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1211	28810	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	311	7400	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2780	66100	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	997	23698	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	729	13410	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	6226	172235	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	17372	158159	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	1672	15222	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	19234	175111	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	1862	16948	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	279057	2540577	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	330	3000	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	31	278	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	25990	575000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2950	65275	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	98458	2178269	SH	DEFINE
TREE COM INC	COM	894675107	48	10003	SH	DEFINE
TRIARC COS INC	CL A	950587105	71	12112	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	120106	4644452	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	14782	571625	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1190	46000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1673	64677	SH	DEFINE
TRINITY INDS INC	COM	896522109	85424	3320000	SH	DEFINE
TRINITY INDS INC	COM	896522109	1422	55272	SH	DEFINE
TRIPLE-S MGMT CORP	CL B	896749108	977	60000	SH	DEFINE
TRUMP ENTMT RESORTS INC	COM	89816T103	6273	5141843	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	76034	6493059	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	71	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	3446	116200	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	18375	4449135	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2161	144160	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	3105	207163	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	10985	732830	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1618	107971	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	460	30720	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	45377	3026996	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	8669	578381	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1224	81670	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	172730	11522987	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	50018	3336754	SH	DEFINE

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

TW TELECOM INC	COM	87311L104	1028	98900	SH	DEFINE
TW TELECOM INC	COM	87311L104	63142	6077200	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	1069	38642	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	10719	387513	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	475	17189	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	259566	9384164	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	11157	403373	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	3829	138436	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	11618	420041	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	51271	1853626	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	921	33289	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	169	6110	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	354184	12804934	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	10098	365069	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	60	2166	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	1348	38482	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	13571	387513	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	562	16044	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	227398	6493372	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	9501	271293	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	3370	96239	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	9417	268911	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	46033	1314475	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	1165	33278	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	231	6600	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	359247	10258344	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	10793	308209	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	76	2166	SH	DEFINE
U S G CORP	COM NEW	903293405	4092	159860	SH	DEFINE
U S G CORP	COM NEW	903293405	134319	5246846	SH	DEFINE
UBS AG	SHS NEW	H89231338	24	1365	SH	DEFINE
UBS AG	SHS NEW	H89231338	1353	77112	SH	DEFINE
UBS AG	SHS NEW	H89231338	6126	349399	SH	DEFINE
UBS AG	SHS NEW	H89231338	34761	1981796	SH	DEFINE
UDR INC	COM	902653104	238	9100	SH	DEFINE
UDR INC	COM	902653104	105	4000	SH	DEFINE
UDR INC	COM	902653104	630	24100	SH	DEFINE
UDR INC	COM	902653104	3410	130400	SH	DEFINE
UDR INC	COM	902653104	26349	1007600	SH	DEFINE
UDR INC	COM	902653104	295	11300	SH	DEFINE
UIL HLDG CORP	COM	902748102	7910	230400	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	17553	2236000	SH	DEFINE
UMB FINL CORP	COM	902788108	268	5094	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	392594	3890154	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	1299	12870	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	21965	780000	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1611	57201	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1921	72465	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	37388	1327896	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	544	19310	SH	DEFINE
UNION PAC CORP	COM	907818108	42696	600000	SH	DEFINE
UNION PAC CORP	COM	907818108	18563	260862	SH	DEFINE
UNIT CORP	COM	909218109	24352	488800	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	3090	217168	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	2692	107730	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	325	13000	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	3459	138400	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	21054	334770	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	9105	144780	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	12984	206450	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2773	44120	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	40756	648048	SH	DEFINE

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

UNITED PARCEL SERVICE INC	CL B	911312106	3526	56059	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1304	20730	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	813763	12939463	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	27328	434541	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	142	2260	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	8071	104000	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	473	6100	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	1037	13360	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	202656	3374224	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	52345	871550	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	51051	850000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	55523	924463	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	2123	35350	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	23	380	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	4096	68200	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	144	2400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	252	4190	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	2145	20400	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	3448	135785	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	121	4750	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	35129	715600	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	72114	2065725	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	224	4000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	10912	639600	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	13587	796679	SH	DEFINE
UNUM GROUP	COM	91529Y106	1197	47700	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	965	30277	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	126255	3505124	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	9138	253689	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	180	5000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	233594	6485113	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	2109	61916	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1873	51997	SH	DEFINE
UST INC	COM	902911106	25	376	SH	DEFINE
UST INC	COM	902911106	638654	9598047	SH	DEFINE
V F CORP	COM	918204108	38655	500000	SH	DEFINE
V F CORP	COM	918204108	7041	91075	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	43513	1245000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	20	1000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	123127	6015012	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	17635	582000	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	728	24016	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	9	300	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	127	4200	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	55	1800	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	887	25581	SH	DEFINE
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	2573	73169	SH	DEFINE
VANGUARD WORLD FD	MEGA GRWTH IND	921910816	1562	37965	SH	DEFINE
VARIAN INC	COM	922206107	8915	207800	SH	DEFINE
VARIAN INC	COM	922206107	5232	122077	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	131697	2305223	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	15152	265228	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	1835	32112	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	16399	652825	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	4570	441082	SH	DEFINE
VCA ANTECH INC	COM	918194101	49439	1677600	SH	DEFINE
VCA ANTECH INC	COM	918194101	472	16017	SH	DEFINE
VECTREN CORP	COM	92240G101	16710	600000	SH	DEFINE
VECTREN CORP	COM	92240G101	278	9979	SH	DEFINE
VENTAS INC	COM	92276F100	152547	3086750	SH	DEFINE
VENTAS INC	COM	92276F100	554	11200	SH	DEFINE
VENTAS INC	COM	92276F100	2936	59400	SH	DEFINE

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

VENTAS INC	COM	92276F100	23641	478377	SH	DEFINE
VENTAS INC	COM	92276F100	80	1626	SH	DEFINE
VENTAS INC	COM	92276F100	292	5900	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	10208	617160	SH	DEFINE
VERIGY LTD	SHS	Y93691106	797	48974	SH	DEFINE
VERIGY LTD	SHS	Y93691106	21	1284	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	439956	13710080	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	45087	1405007	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	77	2400	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	13	420	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1587	52821	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	80	2500	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1357	42283	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	257	8000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	12232	368000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	103	3100	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	347	13968	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	184	7400	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	687	27642	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	300477	12096511	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	11244	452660	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1770	71262	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	18965	763480	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	88837	3576364	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1983	79841	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	411	16530	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	588270	23682368	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	23422	942899	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	101	4070	SH	DEFINE
VIASAT INC	COM	92552V100	20394	864900	SH	DEFINE
VIASAT INC	COM	92552V100	1659	70350	SH	DEFINE
VIASAT INC	COM	92552V100	406	17200	SH	DEFINE
VIASAT INC	COM	92552V100	3914	166000	SH	DEFINE
VIASAT INC	COM	92552V100	6750	286203	SH	DEFINE
VIEWPOINT FINL GROUP	COM	926727108	3093	176739	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	10201	214000	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	258519	32723890	SH	DEFINE
VISA INC	COM CL A	92826C839	93301	1519800	SH	DEFINE
VISA INC	COM CL A	92826C839	4027	65605	SH	DEFINE
VISA INC	COM CL A	92826C839	392	6393	SH	DEFINE
VMWARE INC	CL A COM	928563402	950	35645	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	24272	1098264	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	309	14000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	432	19567	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	21257	961948	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	62100	2809967	SH	DEFINE
VOLCOM INC	COM	92864N101	657	38030	SH	DEFINE
VOLCOM INC	COM	92864N101	180	10400	SH	DEFINE
VOLCOM INC	COM	92864N101	1593	92200	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	418	4600	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	150	1646	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	1464	16100	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	7367	81000	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	57245	629413	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	107	1175	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	637	7000	SH	DEFINE
WABASH NATL CORP	COM	929566107	40377	4272700	SH	DEFINE
WABTEC CORP	COM	929740108	256	5000	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	179	51138	SH	DEFINE
WACHOVIA CORP NEW	CONV7.5%PFD CL A	929903219	142874	371100	SH	DEFINE
WADDELL & REED FINL INC	CL A	930059100	2188	88400	SH	DEFINE
WAL MART STORES INC	COM	931142103	222483	3714860	SH	DEFINE

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

WAL MART STORES INC	COM	931142103	17680	295200	SH	DEFINE
WAL MART STORES INC	COM	931142103	20830	347808	SH	DEFINE
WAL MART STORES INC	COM	931142103	264	4410	SH	DEFINE
WAL MART STORES INC	COM	931142103	115248	1924320	SH	DEFINE
WAL MART STORES INC	COM	931142103	43	720	SH	DEFINE
WAL MART STORES INC	COM	931142103	4211	70310	SH	DEFINE
WAL MART STORES INC	COM	931142103	252	4200	SH	DEFINE
WAL MART STORES INC	COM	931142103	68	1130	SH	DEFINE
WALGREEN CO	COM	931422109	25957	838400	SH	DEFINE
WALGREEN CO	COM	931422109	8900	287459	SH	DEFINE
WALGREEN CO	COM	931422109	35	1140	SH	DEFINE
WALGREEN CO	COM	931422109	350	11300	SH	DEFINE
WALGREEN CO	COM	931422109	235	7600	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	48324	1067000	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	1728	38150	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	421	9300	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	3954	87300	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	1	14250	SH	DEFINE
WASHINGTON MUT INC	CONV7.75%SER R	939322814	159	567260	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	629	1130	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	16063	510100	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	709	22500	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	926	29417	SH	DEFINE
WATERS CORP	COM	941848103	164259	2823287	SH	DEFINE
WATERS CORP	COM	941848103	29090	500000	SH	DEFINE
WATERS CORP	COM	941848103	898	15430	SH	DEFINE
WATERS CORP	COM	941848103	29	500	SH	DEFINE
WATERS CORP	COM	941848103	383	6575	SH	DEFINE
WATERS CORP	COM	941848103	186	3200	SH	DEFINE
WATERS CORP	COM	941848103	2001	34399	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	49003	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	218	7640	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	21751	763210	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	967	33930	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	35235	1236320	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	132586	4652146	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2241	78616	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	656	23000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	14178	497480	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	43383	1522213	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	178	6260	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	31009	1133800	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	11	410	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	44	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	22412	891500	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	176	6985	SH	DEFINE
WELLPOINT INC	COM	94973V107	20169	431239	SH	DEFINE
WELLPOINT INC	COM	94973V107	602	12870	SH	DEFINE
WELLPOINT INC	COM	94973V107	37	800	SH	DEFINE
WELLPOINT INC	COM	94973V107	2797	59810	SH	DEFINE
WELLPOINT INC	COM	94973V107	229	4900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	213217	5681230	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	30016	799789	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	195	5200	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	20234	546386	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2391	63701	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10855	500000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10855	500000	SH	DEFINE
WESCO INTL INC	NOTE 1.750%11/1	95082PAG0	3906	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	15082	2530600	SH	DEFINE
WEST MARINE INC	COM	954235107	48	8000	SH	DEFINE

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

WEST MARINE INC	COM	954235107	13169	2209546	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	173930	3562673	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	25526	1107900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1316	61708	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	288	13500	SH	DEFINE
WESTERN UN CO	COM	959802109	212	8600	SH	DEFINE
WESTERN UN CO	COM	959802109	1840	74577	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	5298	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	95622	4546921	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	18780	310000	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1418	23410	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	858640	14173661	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1160	19142	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	352	750	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	965101	2054499	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	9935	722550	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	271	3800	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	6553	327177	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	23650	1000000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	5261	222452	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1274	49300	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	1237	38350	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	207	6404	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	38954	1207490	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	671	23261	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	52	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6151	562224	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	164	15000	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	0	25	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	26350	2039500	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	1270	130690	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	44900	1000000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	764	17005	SH	DEFINE
WMS INDS INC	COM	929297109	688	22500	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	74869	2829535	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1187	44874	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	1347	33100	SH	DEFINE
WRIGLEY WM JR CO	COM	982526105	740	9320	SH	DEFINE
WRIGLEY WM JR CO	COM	982526105	745525	9389479	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	739	153363	SH	DEFINE
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	300	22800	SH	DEFINE
WYETH	COM	983024100	2320	62800	SH	DEFINE
WYETH	COM	983024100	22164	600000	SH	DEFINE
WYETH	COM	983024100	16743	453246	SH	DEFINE
WYETH	COM	983024100	222	6000	SH	DEFINE
WYETH	COM	983024100	274	7419	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	17211	861000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	505275	25276400	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	364	18202	SH	DEFINE
XENOPORT INC	COM	98411C100	4490	92600	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	715	207300	SH	DEFINE
XTO ENERGY INC	COM	98385X106	33713	724708	SH	DEFINE
XTO ENERGY INC	COM	98385X106	594	12763	SH	DEFINE
XYRATEX LTD	COM	G98268108	4661	418800	SH	DEFINE
YAHOO INC	COM	984332106	27680	1600000	SH	DEFINE
YAHOO INC	COM	984332106	2580	149110	SH	DEFINE
YAHOO INC	COM	984332106	75942	4389702	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	13741	1649527	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	43	5200	SH	DEFINE
YINGLI GREEN ENERGY HLDG CO	ADR	98584B103	3562	323200	SH	DEFINE
YINGLI GREEN ENERGY HLDG CO	ADR	98584B103	2	200	SH	DEFINE
YRC WORLDWIDE INC	COM	984249102	8372	700000	SH	DEFINE



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

YUM BRANDS INC	COM	988498101	1324	40615 SH	DEFINE
ZALE CORP NEW	COM	988858106	103340	4133600 SH	DEFINE
ZENITH NATL INS CORP	COM	989390109	11593	316400 SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	2712	42000 SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	4132	64000 SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	28682	444275 SH	DEFINE
ZUMIEZ INC	COM	989817101	964	58500 SH	DEFINE
ZUMIEZ INC	COM	989817101	241	14600 SH	DEFINE
ZUMIEZ INC	COM	989817101	2390	145000 SH	DEFINE
			-----		
	GRAND TOTAL			115902338	