

FRANKLIN CAPITAL CORP  
 Form N-23C-1  
 June 11, 2001

(Do not use this space) -----                 -----	UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549  FORM N-23C-1	----- OMB APPROVAL ----- OMB Number: 3235-0230 Expires: May 31, 2000 Estimated average burden hours per response ....1.00
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STATEMENT BY REGISTERED CLOSED-END  
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN  
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH

(See rules and instructions on back of this form. If acknowledgment is desired,  
 file this form with the Commission in triplicate.)

REPORT FOR CALENDAR MONTH ENDING May 31, 2001  
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Franklin Capital Corporation

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 (Name of registered closed-end investment company)  
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Date of Each Transaction	Identification of Security	Number of Shares Purchased	Price Per Share	Approximate Asset Value of Approximate Asset Coverage Per Share at Time of Purchase	Name of Seller or of Seller's Broker
May 18, 2001	Franklin Capital Corporation Common Stock	1,000	\$5.20	\$4.00	First New York Securities C
May 22, 2001		7,900	\$5.15	\$4.00	

REMARKS

Franklin Capital Corporation  
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Name of Registrant

By /s/ Hiram L. Lazar  
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(Name)

Date of Statement: June 11, 2001

Chief Financial Officer

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(Title)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION  
SUSTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A  
RECENTLY VALID OMB CONTROL NUMBER.

SEC 1580 (5/97)