

FRANKLIN RESOURCES INC  
 Form 4  
 October 29, 2013

**FORM 4**

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

OMB APPROVAL

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHNSON GREGORY E**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/28/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO and President**

(Street)  
**SAN MATEO, CA 94403-1906**

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$ .10	10/28/2013		M	120,000 <sup>(1)</sup> A \$ 15.16	1,826,270	D	
Common Stock, par value \$ .10	10/28/2013		S	120,000 <sup>(1)</sup> D \$ 54.3886 <sup>(2)</sup>	1,706,270	D	
Common Stock, par					60,930	I	As A Trustee For

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value \$.10							Minor Child <u>(3)</u>
Common Stock, par value \$.10				4,700,158	I		By 401(k) <u>(4)</u>
Common Stock, par value \$.10				2,565,000	I		By Business Limited Partnership <u>(5)</u>
Common Stock, par value \$.10				8,100	I		By Business Trust <u>(6)</u>
Common Stock, par value \$.10				15,564	I		By Spouse <u>(7)</u>
Common Stock, par value \$.10				396,000	I		By Venture Limited Partnership <u>(8)</u>

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

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (Right to Buy)	\$ 15.16	10/28/2013		M	120,000 <u>(1)</u>	09/30/2004 11/11/2013	Common Stock, par value \$.10 120,000 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	X		Chairman, CEO and President	

## Signatures

/s/ Gregory E. Johnson                      10/29/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on December 20, 2012. Also reflects adjustment in connection with the 3-for-1 stock split of the common stock of Franklin Resources, Inc. in the form of a stock dividend distributed on July 25, 2013 to stockholders of record at the close of business on July 12, 2013.
 

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.25 to \$54.53, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff on the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (2) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
  - (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 15, 2013.
  - (4) Business limited partnership under control of Reporting Person.
  - (5) Business trust for the benefit of Reporting Person and Reporting Person's children.
  - (6) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
  - (7) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.

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