### FRANKLIN RESOURCES INC

Form 4

November 06, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL			
									OMB Number:	3235-0287		
Check this box									Expires:	January 31		
subject t Section	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							NERSHIP OF	Estimated average burden hours per response 0			
Form 5 obligation may con <i>See</i> Instruction 1(b).	ons Section 17(	a) of the l	Public U	Jtility H	[ol		npan	y Act of	e Act of 1934, 1935 or Section 0			
(Print or Type	Responses)											
1. Name and Address of Reporting Person * Yun William Young			2. Issuer Name <b>and</b> Ticker or Trading Symbol FRANKLIN RESOURCES INC						5. Relationship of Reporting Person(s) to Issuer			
			[BEN]						(Check all applicable)			
(Last) (First) (Middle) C/O FRANKLIN RESOURCES,			3. Date of Earliest Transaction (Month/Day/Year) 11/04/2013						Director 10% Owner Selection Other (specify below) below)			
	FRANKLIN	,	11/04/2	2013					EVP-Alte	rnative Strateg	gies	
				Amendment, Date Original Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN MAT	EO, CA 94403-19	006							Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of						or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	*				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	or Indirect (Instr. 4) (I)				
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)	(Instr. 4)		
Common Stock, par value \$.10	11/04/2013			A		14,873	A	\$ 53.79	174,397.1361 (1)	D		
Common Stock, par value \$.10	11/04/2013			A		1,758 (2)	A	\$ 0 (3)	176,155.1361 (1)	D		
Common Stock, par value \$.10									5,031	I	As A Trustee For Minor Child (4)	

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Common

By 401(k) Stock, par 15,064.012 Ι (5) value \$.10

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Yun William Young

C/O FRANKLIN RESOURCES, INC. **EVP-Alternative** 

ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906 Strategies

# **Signatures**

/s/ Maria Gray, 11/06/2013 Attorney-in-Fact

\*\*Signature of Reporting Person

## **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).

Of the amount of securities beneficially owned, 33,809 shares represent unvested restrick stock awards (excluding the unvested restricted stock units scheduled to vest on November 29, 2013 as reported in Footnote 2).

**(2)** 

Reporting Owners 2

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On November 3, 2011 and November 5, 2012, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 4, 2013, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2013 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on November 29, 2013.

- (3) Not applicable.
- (4) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (5) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 15, 2013.

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.