

FRANKLIN RESOURCES INC  
Form 4  
October 03, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
TATLOCK ANNE M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
180 RIVERSIDE DRIVE, APT 5F  
(Street)

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

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

NEW YORK, NY 10024

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

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

(City) (State) (Zip)

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

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



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

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.