FRANKLIN RESOURCES INC

Form 4

value \$.10 Common

value \$.10

Stock, par 10/31/2006

November 02, 2006

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOLT JENNIFER J** Issuer Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) C/O FRANKLIN RESOURCES. 10/31/2006 **EVP-Operations and Technology** INC., ONE FRANKLIN **PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN MATEO, CA 944031906 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Following Direct (D) Ownership or Indirect Reported (Instr. 4) (A) Transaction(s) (I) or (Instr. 3 and 4) (Instr. 4) Amount (D) Price Code V Common 477,967.8517 V 85 D \$0 D Stock, par 10/30/2006 G (1) value \$.10 Common 477,528.8517 D S 439 D Stock, par 10/31/2006 114.01

G

483

D

\$0

477,045.8517

41,453 (2)

(1)

D

I

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Common Stock, par value \$.10			As a Trustee for Minor Child
Common Stock, par value \$.10	866.141 (3)	I	By 401(k)
Common Stock, par value \$.10	968 <u>(4)</u>	I	By Spouse
Common Stock, par value \$.10	11,000	I	By Trust

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

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SEC 1474

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Deriv Secur Bene Own Follo Repo Trans (Instr

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. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	į
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	į
	Derivative				Securities			(Instr.	3 and 4)		•
	Security				Acquired						1
					(A) or						į
					Disposed						,
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date				
				Code V	7 (A) (D)						
	1. Title of Derivative Security (Instr. 3)	Security or Exercise (Instr. 3) Price of Derivative	Derivative Conversion (Month/Day/Year) Security or Exercise (Instr. 3) Price of Derivative	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any (Instr. 3) Price of Derivative (Month/Day/Year)	Derivative Conversion (Month/Day/Year) Execution Date, if Transact Security or Exercise any Code (Instr. 3) Price of (Month/Day/Year) Derivative Security (Month/Day/Year) Security	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Security or Exercise any Code of (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration D any Code of (Month/Day/Year) Code of (Month/Day/Year) (Instr. 8) Derivative Security Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date any Code of (Month/Day/Year) (Instr. 3) Price of Derivative Security Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date of (Month/Day/Year) (Instr. 3, 4, and 5)	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amou any Code of (Month/Day/Year) Under (Instr. 3) Price of Derivative Security Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amou Code of (Month/Day/Year) Under Securities (Instr. 8) Date Expiration Title Exercisable Date Title	Derivative Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Underlying Securities Amount of (Month/Day/Year) (Instr. 8) Derivative Securities Instr. 3 and 4) Amount or Disposed of (D) (Instr. 3, 4, and 5) Amount or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of Derivative Security Security (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of Underlying Security (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount of Derivative Security Securities (Instr. 5) Derivative Securities (Instr. 5) Disposed of (D) (Instr. 3, 4, and 5)

Reporting Owners

Reporting Owner Name / Address	Keiationsnips				
	Director	10% Owner	Officer	Other	

BOLT JENNIFER J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906

EVP-Operations and Technology

Reporting Owners 2

Signatures

By: BARBARA J. GREEN, ATTORNEY-IN-FACT

11/02/2006

**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) Of the amount of securities beneficially owned, 11,604 shares represent unvested awards of restricted stock shares.
- (2) Shares are held by Ms. Bolt as Trustee for Ms. Bolt's minor children. Ms. Bolt disclaims any beneficial ownership of such shares.
- (3) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
- (4) Shares are held by a member of Mrs. Bolt's immediate family. Mrs. Bolt 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.

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