FRANKLIN RESOURCES INC

Form 4

November 06, 2006

FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION							OMB APPROVAL			
	Washington, D.C. 20549						OMMISSION	OMB Number:	3235-028	
Check th								Expires:	January 31 200	
subject to	if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per		
Form 4 o								response	0.5 0.5	
may con	obligations may continue. See Instruction The pursuant to Section 10(a) of the Section 1834, or 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)									
GREEN BARBARA J Symi							5. Relationship of Reporting Person(s) to Issuer			
		FRA [BE	NKLIN RES N]	OURCE	es in	NC	(Check all applicable)			
(Last)	(First) (I		3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner Other (give title Other (specify			
	KLIN RESOURC FRANKLIN Y		2/2006				VP, Dep C	below) Gen Counsel &	: Sec	
	(Street)	4. If .	Amendment, Date	e Origina	1		6. Individual or Jo	int/Group Filin	ng(Check	
SAN MATI	EO, CA 94403190		(Month/Day/Year)				Applicable Line) _X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)	Γable I - Non-De	erivative	Secui	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date,		Code (Instr. 3, 4 and 5)			d of (D)	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)	
Common			Code V	Amount	(D)	Price	12,055.5468			
Stock, par value \$.10	11/02/2006		A 9	987	A	109.95	(1) (1)	D		
Common Stock, par value \$.10							448.211 <u>(2)</u>	I	By 401(k)	

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

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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 Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	able Date		Number		
				~	<i>(</i> 1)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GREEN BARBARA J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906

VP, Dep Gen Counsel & Sec

Signatures

/s/ GREEN, BARBARA J. 11/06/2006

**Signature of Reporting Date
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).
- (1) Of the amount of securities beneficially owned, 3,301 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.

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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