#### FRANKLIN RESOURCES INC

Form 5

November 14, 2006

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSON GREGORY E Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X\_\_ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2006 CEO and President C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN **PARKWAY** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SAN MATEO, CAÂ 944031906 \_X\_ Form Filed by One Reporting Person \_ Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Disposed of (D) Beneficially (D) or Beneficial Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 4) of Issuer's (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Stock, par Â G 60 D \$0 D Â 10/24/2005 510,647 value \$.10 Common Â Â 106 Stock, par 11/15/2005 G D \$0 510,541 D value \$.10 Â Â 12/08/2005 G 21 D \$0 510,520 D

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Common Stock, par value \$.10									
Common Stock, par value \$.10	12/09/2005	Â	G	536	D	\$0	509,984	D	Â
Common Stock, par value \$.10	12/10/2005	Â	G	60	D	\$0	509,924	D	Â
Common Stock, par value \$.10	12/22/2005	Â	G	215	D	\$0	509,709	D	Â
Common Stock, par value \$.10	04/28/2006	Â	G	27	D	\$0	509,682	D	Â
Common Stock, par value \$.10	07/31/2006	Â	G	1,310	D	\$0	508,372	D	Â
Common Stock, par value \$.10	08/24/2006	Â	G	510	D	\$0	507,862	D	Â
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	15,732 (1)	I	As a Trustee for Minor Child
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	1,374.173 (2)	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	3,608 (3)	I	By Spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

3. Transaction Date 3A. Deemed 7. Title and 1. Title of 2. 4. 5. 6. Date Exercisable and 8. Price of 9. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Number Expiration Date Amount of Derivative of Security or Exercise (Month/Day/Year) Underlying Security Code of D (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) В Derivative Securities (Instr. 3 and 4) Security Acquired O (A) or  $\mathbf{E}$ Disposed Is of (D)  $\mathbf{F}_{\mathbf{i}}$ 

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**SEC 2270** 

(9-02)

(Instr. 3, 4, and 5)

(A) (D) Date Expiration Title Amount Exercisable Date or Number

of Shares

# **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 944031906	Â	Â	CEO and President	Â		

# **Signatures**

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

\*\*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) Shares are held by Mr. Johnson as Trustee for Mr. Johnson's minor children. Mr. Johnson disclaims any beneficial ownership of such 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.
- (3) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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