

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN RESOURCES INC
Form 13F-HR
February 14, 2008

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2007

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA, US 94403-1906

Form 13F File Number: 028-00734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Maria Gray
Title: Secretary
Phone: 800-632-2350

Signature, Place, and Date of Signing:

/s/MARIA GRAY San Mateo, CA February 14, 2008
[Signature] [City,State] [Date]

Report Type (Check only one.):
[x] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

Report Summary:

Number of Other Included Managers: 15
Form 13F Information Table Entry Total: 3953
Form 13F Information Table Value Total: 155,363,745
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-05825	Franklin Investment Advisory Services, LLC
4	028-03877	Fiduciary Trust Company International
5	028-03877	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
FOR THE PERIOD ENDED 12/31/2007
REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3COM CORP	COM	885535104	118	26000	SH		DEFINE
3M CO	COM	88579Y101	6476	76800	SH		DEFINE
3M CO	COM	88579Y101	769751	9128941	SH		DEFINE
3M CO	COM	88579Y101	72094	855000	SH		DEFINE
3M CO	COM	88579Y101	29161	345833	SH		DEFINE
3M CO	COM	88579Y101	56	660	SH		DEFINE
3M CO	COM	88579Y101	33401	396227	SH		DEFINE
3M CO	COM	88579Y101	329	3900	SH		DEFINE
3M CO	COM	88579Y101	2459	29162	SH		DEFINE
3PAR INC	COM	88580F109	2307	180200	SH		DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	4317	277645	SH		DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	264	17000	SH		DEFINE
ABB LTD	SPONSORED ADR	000375204	35574	1235200	SH		DEFINE
ABB LTD	SPONSORED ADR	000375204	1342	46600	SH		DEFINE
ABBOTT LABS	COM	002824100	6497	115710	SH		DEFINE
ABBOTT LABS	COM	002824100	3147	56050	SH		DEFINE
ABBOTT LABS	COM	002824100	22460	400000	SH		DEFINE
ABBOTT LABS	COM	002824100	45068	802637	SH		DEFINE
ABBOTT LABS	COM	002824100	225	4000	SH		DEFINE
ABBOTT LABS	COM	002824100	13	240	SH		DEFINE
ABBOTT LABS	COM	002824100	951	16943	SH		DEFINE
ABBOTT LABS	COM	002824100	27184	484133	SH		DEFINE
ABBOTT LABS	COM	002824100	14602	260061	SH		DEFINE
ABBOTT LABS	COM	002824100	1608	28643	SH		DEFINE
ABBOTT LABS	COM	002824100	1914	34093	SH		DEFINE
ABBOTT LABS	COM	002824100	68014	1211287	SH		DEFINE
ABBOTT LABS	COM	002824100	20180	359397	SH		DEFINE
ABINGTON BANCORP INC	COM	00350L109	5422	576850	SH		DEFINE
ABITIBIBOWATER INC	COM	003687100	34027	1650972	SH		DEFINE
ABITIBIBOWATER INC	COM	003687100	38439	1865064	SH		DEFINE
ABITIBIBOWATER INC	COM	003687100	259	12589	SH		DEFINE
ABITIBIBOWATER INC	COM	003687100	355	17232	SH		DEFINE
ABM INDS INC	COM	000957100	78573	3853512	SH		DEFINE
ABX AIR INC	COM	00080S101	7629	1825000	SH		DEFINE
ACADIA PHARMACEUTICALS INC	COM	004225108	563	50900	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	162	4500	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	6831	189590	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	9671	267890	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	108191	3000142	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	382	10590	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	892360	24767127	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	7194	199664	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	480	13320	SH		DEFINE
ACCURAY INC	COM	004397105	218	14300	SH		DEFINE
ACE LTD	ORD	G0070K103	138	2230	SH		DEFINE
ACE LTD	ORD	G0070K103	767	12409	SH		DEFINE
ACE LTD	ORD	G0070K103	15219	246340	SH		DEFINE
ACE LTD	ORD	G0070K103	5780	93552	SH		DEFINE
ACE LTD	ORD	G0070K103	2181	35300	SH		DEFINE
ACE LTD	ORD	G0070K103	96273	1559453	SH		DEFINE
ACE LTD	ORD	G0070K103	14304	231530	SH		DEFINE
ACE LTD	ORD	G0070K103	1841	29792	SH		DEFINE
ACE LTD	ORD	G0070K103	58779	951418	SH		DEFINE
ACE LTD	ORD	G0070K103	335677	5433417	SH		DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ACE LTD	ORD	G0070K103	160	2590	SH	DEFINE
ACTEL CORP	COM	004934105	19006	1391972	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	228983	7709859	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	249	8400	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	2471	83200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTI	COM	00635P107	131889	2207710	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTI	COM	00635P107	20	330	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTI	COM	00635P107	131	2200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTI	COM	00635P107	38666	647251	SH	DEFINE
ADOBE SYS INC	COM	00724F101	103458	2421200	SH	DEFINE
ADOBE SYS INC	COM	00724F101	31334	733296	SH	DEFINE
ADOBE SYS INC	COM	00724F101	299	7000	SH	DEFINE
ADOBE SYS INC	COM	00724F101	547	12800	SH	DEFINE
ADOBE SYS INC	COM	00724F101	154	3600	SH	DEFINE
ADOBE SYS INC	COM	00724F101	317	7421	SH	DEFINE
ADOBE SYS INC	COM	00724F101	573	13400	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	336	8840	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	6535	579310	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	440	39000	SH	DEFINE
ADVANCED LIFE SCIENCES HLDGS	COM	00765H107	641	377400	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	487	19870	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	2180	88888	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	4391	153700	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	1309	45800	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	4074	106000	SH	DEFINE
AEGON N V	ORD AMER REG	007924103	380	21680	SH	DEFINE
AERCAP HOLDINGS NV	SHS	N00985106	244	11700	SH	DEFINE
AES CORP	COM	00130H105	2113	98806	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	595	393600	SH	DEFINE
AETNA INC NEW	COM	00817Y108	574	9944	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	166852	1420499	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	14657	124782	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	282	2400	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2856	24314	SH	DEFINE
AFFYMAX INC	COM	00826A109	1980	88600	SH	DEFINE
AFFYMETRIX INC	NOTE 0.750%12/1	100826TAF5	10038	10000000	PRN	DEFINE
AFLAC INC	COM	001055102	204415	3263850	SH	DEFINE
AFLAC INC	COM	001055102	73170	1168370	SH	DEFINE
AFLAC INC	COM	001055102	5324	85000	SH	DEFINE
AFLAC INC	COM	001055102	35152	561258	SH	DEFINE
AFLAC INC	COM	001055102	3225	51500	SH	DEFINE
AFLAC INC	COM	001055102	39	620	SH	DEFINE
AFLAC INC	COM	001055102	4703	75090	SH	DEFINE
AFLAC INC	COM	001055102	257	4100	SH	DEFINE
AFLAC INC	COM	001055102	1815	28976	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	66597	1812660	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14696	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	4243	115477	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	276	7500	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	0	1	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	135	3668	SH	DEFINE
AGL RES INC	COM	001204106	62859	1670000	SH	DEFINE
AGL RES INC	COM	001204106	23	600	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	71019	1300000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	11	200	SH	DEFINE
AIR FRANCE KLM	SPONSORED ADR	009119108	19179	550000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	2071	21000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	49315	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	12488	126618	SH	DEFINE
AIRGAS INC	COM	009363102	46451	891400	SH	DEFINE
AIRGAS INC	COM	009363102	45	861	SH	DEFINE
ALAMO GROUP INC	COM	011311107	1964	108400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALASKA AIR GROUP INC	COM	011659109	33779	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	12505	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	67772	2761700	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	59	2400	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	289	39478	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	1	189	SH	DEFINE
ALCOA INC	COM	013817101	3915	107100	SH	DEFINE
ALCOA INC	COM	013817101	39158	1071260	SH	DEFINE
ALCOA INC	COM	013817101	4645	127089	SH	DEFINE
ALCOA INC	COM	013817101	255358	6986596	SH	DEFINE
ALCOA INC	COM	013817101	2017	55411	SH	DEFINE
ALCOA INC	COM	013817101	2317	63391	SH	DEFINE
ALCON INC	COM SHS	H01301102	14304	100000	SH	DEFINE
ALCON INC	COM SHS	H01301102	300	2100	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	6976	135045	SH	DEFINE
ALEXANDERS INC	COM	014752109	179937	509347	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	5882	78400	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	405	5400	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	41	102	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	325839	810577	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	13746	427700	SH	DEFINE
ALLERGAN INC	COM	018490102	10472	163012	SH	DEFINE
ALLERGAN INC	COM	018490102	51392	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	10538	164040	SH	DEFINE
ALLERGAN INC	COM	018490102	206	3200	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	71	950	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	273090	3642040	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	3	40	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	14942	3671200	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	4715	1158480	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	4365	58000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	20183	268214	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	263	3500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1242	16500	SH	DEFINE
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	106	13166	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	122273	3005000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	106	2600	SH	DEFINE
ALLIED CAP CORP NEW	COM	01903Q108	366	17030	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	1936	42146	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	184	4000	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	5667	123350	SH	DEFINE
ALLIED WASTE INDS INC	PFD CV D 6.25%	019589704	13703	48000	SH	DEFINE
ALLOS THERAPEUTICS INC	COM	019777101	314	49859	SH	DEFINE
ALLOS THERAPEUTICS INC	COM	019777101	472	75000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	60701	3125700	SH	DEFINE
ALLSTATE CORP	COM	020002101	7103	136000	SH	DEFINE
ALLSTATE CORP	COM	020002101	5988	114643	SH	DEFINE
ALLSTATE CORP	COM	020002101	18038	345361	SH	DEFINE
ALLSTATE CORP	COM	020002101	104	2000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	17990	238069	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	2872	38000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	17239	228094	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	544	7200	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	970140	12836143	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	26	350	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	16006	211782	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	219	2900	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	13819	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	3999	66500	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	4006	66630	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	259	4300	SH	DEFINE
AMAZON COM INC	COM	023135106	22899	247180	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMB PROPERTY CORP	COM	00163T109	14039	243900	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	91	1575	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	1134	19700	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	3929	69019	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	41	710	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	253	4400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	2407	93400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	3	100	SH	DEFINE
AMDOCS LTD	ORD	G02602103	1630	47300	SH	DEFINE
AMEDISYS INC	COM	023436108	1276	26301	SH	DEFINE
AMEREN CORP	COM	023608102	844803	15583950	SH	DEFINE
AMEREN CORP	COM	023608102	3646	67258	SH	DEFINE
AMEREN CORP	COM	023608102	34	630	SH	DEFINE
AMEREN CORP	COM	023608102	628	11590	SH	DEFINE
AMEREN CORP	COM	023608102	211	3900	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	163109	2656930	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	59969	976856	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	58689	956000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	394	6422	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	560156	9124990	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1842	30000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	4113	67000	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	22810	1225000	SH	DEFINE
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1075	51773	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	504282	10830800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	2900	62295	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	223	4800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	16	350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	14757	283670	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	24392	468890	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	230255	3949477	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	49300	845860	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2041	35000	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	93338	1600994	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2332	40000	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	342722	5878926	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	18023	309451	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	11516	197528	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	32364	555123	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	177295	3044861	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	3594	61649	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2832	48570	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	1200866	20598042	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	67766	1162366	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2120	36360	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	81355	5626230	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	5307	366990	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	376	26000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	10453	722847	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/0	02744MAA6	14888	15000000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	101005	833100	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	11654	683500	SH	DEFINE
AMERICAN STD COS INC DEL	COM	892893108	747	16000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	141119	3312664	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4899	115000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	18556	435585	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	217	5100	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	536	12585	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1704	40000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	19927	1096110	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	3809	69109	SH	DEFINE
AMETEK INC NEW	COM	031100100	180953	3863210	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMETEK INC NEW	COM	031100100	1363	29100	SH	DEFINE
AMETEK INC NEW	COM	031100100	3226	68878	SH	DEFINE
AMGEN INC	COM	031162100	45336	976180	SH	DEFINE
AMGEN INC	COM	031162100	43282	932000	SH	DEFINE
AMGEN INC	COM	031162100	11241	242060	SH	DEFINE
AMGEN INC	COM	031162100	9063	195160	SH	DEFINE
AMGEN INC	COM	031162100	6673	143690	SH	DEFINE
AMGEN INC	COM	031162100	35425	762810	SH	DEFINE
AMGEN INC	COM	031162100	160000	3444790	SH	DEFINE
AMGEN INC	COM	031162100	2030	43706	SH	DEFINE
AMGEN INC	COM	031162100	2420	52110	SH	DEFINE
AMGEN INC	COM	031162100	920194	19814692	SH	DEFINE
AMGEN INC	COM	031162100	61947	1333910	SH	DEFINE
AMGEN INC	NOTE	0.375% 2/0031162AQ3	51988	59460000	PRN	DEFINE
AMICUS THERAPEUTICS INC	COM	03152W109	783	72876	SH	DEFINE
AMR CORP	COM	001765106	28060	2000000	SH	DEFINE
AMR CORP	COM	001765106	7	488	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	6342	96542	SH	DEFINE
ANADIGICS INC	COM	032515108	3259	281660	SH	DEFINE
ANADIGICS INC	COM	032515108	324	28000	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	184	5800	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	777	24516	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	9387	2697300	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	17395	4998544	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	9441	310821	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	41	1346	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	181077	4229673	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	135	3150	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	45086	861420	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	35022	669118	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	33	640	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	5239	100193	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	241	4600	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	2307	44076	SH	DEFINE
ANSOFT CORP	COM	036384105	5595	216450	SH	DEFINE
ANSOFT CORP	COM	036384105	403	15600	SH	DEFINE
AON CORP	COM	037389103	7876	165150	SH	DEFINE
AON CORP	COM	037389103	57	1200	SH	DEFINE
AON CORP	COM	037389103	3512	73651	SH	DEFINE
AON CORP	COM	037389103	27626	579290	SH	DEFINE
AON CORP	COM	037389103	138417	2903340	SH	DEFINE
AON CORP	COM	037389103	3083	64656	SH	DEFINE
AON CORP	COM	037389103	2197	46060	SH	DEFINE
AON CORP	COM	037389103	4308	90331	SH	DEFINE
AON CORP	COM	037389103	47705	1000323	SH	DEFINE
APACHE CORP	COM	037411105	6936	64500	SH	DEFINE
APACHE CORP	COM	037411105	40100	372884	SH	DEFINE
APACHE CORP	COM	037411105	538	5000	SH	DEFINE
APEX SILVER MINES LTD	ORD	G04074103	3048	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	40472	2365400	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	6662	94970	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	44	623	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	11408	162630	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	3410	200000	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	120	7063	SH	DEFINE
APPLE INC	COM	037833100	235608	1189460	SH	DEFINE
APPLE INC	COM	037833100	158464	800000	SH	DEFINE
APPLE INC	COM	037833100	96062	484968	SH	DEFINE
APPLE INC	COM	037833100	396	2000	SH	DEFINE
APPLE INC	COM	037833100	14	70	SH	DEFINE
APPLE INC	COM	037833100	349	1760	SH	DEFINE
APPLE INC	COM	037833100	99	500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

APPLE INC	COM	037833100	794	4010	SH	DEFINE
APPLE INC	COM	037833100	2644	13350	SH	DEFINE
APPLERA CORP	COM AP BIO GRP	038020103	2364	69700	SH	DEFINE
APPLERA CORP	COM AP BIO GRP	038020103	855	25200	SH	DEFINE
APPLERA CORP	COM AP BIO GRP	038020103	1784	52600	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	40809	1406250	SH	DEFINE
APPLIED MATLS INC	COM	038222105	525	29550	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2812	158337	SH	DEFINE
APTARGROUP INC	COM	038336103	41573	1016200	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	252	11866	SH	DEFINE
AQUILA INC	COM	03840P102	45	12140	SH	DEFINE
AQUILA INC	COM	03840P102	782	209710	SH	DEFINE
AQUILA INC	COM	03840P102	60843	16311838	SH	DEFINE
AQUILA INC	COM	03840P102	24559	6584080	SH	DEFINE
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	12764	171670	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	13296	825300	SH	DEFINE
ARCELOR MITTAL	NY REGISTRY SH	03938L104	2058	26601	SH	DEFINE
ARCH COAL INC	COM	039380100	27600	614300	SH	DEFINE
ARCH COAL INC	COM	039380100	189	4200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	11774	253594	SH	DEFINE
ARENA PHARMACEUTICALS INC	COM	040047102	2446	312400	SH	DEFINE
ARENA PHARMACEUTICALS INC	COM	040047102	117	15000	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	27	648	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6456	153230	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	4122	970100	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	SHS	G0474B105	3952	608000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	10970	500000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	3525	159400	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	8413	209738	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	39399	982278	SH	DEFINE
ARQULE INC	COM	04269E107	4585	790800	SH	DEFINE
ARQULE INC	COM	04269E107	580	100000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	9349	936726	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	4776	478600	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	349	35000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	162	16200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	420	10700	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	8943	2070230	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	639	148000	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	9934	2299118	SH	DEFINE
ASHLAND INC NEW	COM	044209104	11663	245894	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	78885	2735250	SH	DEFINE
ASSISTED LIVING CONCPT NEV N	CL A	04544X102	8194	1092470	SH	DEFINE
ASSURANT INC	COM	04621X108	55239	825700	SH	DEFINE
ASSURANT INC	COM	04621X108	21453	320680	SH	DEFINE
ASSURANT INC	COM	04621X108	218	3258	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1268	29620	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1	22	SH	DEFINE
AT&T INC	COM	00206R102	1858369	44715242	SH	DEFINE
AT&T INC	COM	00206R102	51189	1231688	SH	DEFINE
AT&T INC	COM	00206R102	208	5000	SH	DEFINE
AT&T INC	COM	00206R102	25	606	SH	DEFINE
AT&T INC	COM	00206R102	26491	636921	SH	DEFINE
AT&T INC	COM	00206R102	34277	824771	SH	DEFINE
AT&T INC	COM	00206R102	5139	123649	SH	DEFINE
AT&T INC	COM	00206R102	1548	37255	SH	DEFINE
AT&T INC	COM	00206R102	9243	222390	SH	DEFINE
AT&T INC	COM	00206R102	332	8000	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	17859	584770	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	14212	420721	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	44508	1587300	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	142163	5070000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ATMOS ENERGY CORP	COM	049560105	18	641	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	33871	337900	SH	DEFINE
AUTODESK INC	COM	052769106	54058	1086380	SH	DEFINE
AUTODESK INC	COM	052769106	5847	117500	SH	DEFINE
AUTODESK INC	COM	052769106	276	5537	SH	DEFINE
AUTODESK INC	COM	052769106	1393	28000	SH	DEFINE
AUTOLIV INC	COM	052800109	2024	38400	SH	DEFINE
AUTOLIV INC	COM	052800109	13341	253100	SH	DEFINE
AUTOLIV INC	COM	052800109	1017	19302	SH	DEFINE
AUTOLIV INC	COM	052800109	1074	20373	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	31171	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	10658	239336	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	4	100	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	19402	206100	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	229	2435	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	1506	16000	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	5477	58598	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	71	755	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	386	4100	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1556	29290	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	28744	540980	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	24551	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	664	12500	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	47	890	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	843	15860	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	292	5500	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	37	700	SH	DEFINE
AVISTA CORP	COM	05379B107	12281	570130	SH	DEFINE
AVOCENT CORP	COM	053893103	45998	1973300	SH	DEFINE
AVON PRODS INC	COM	054303102	18812	475902	SH	DEFINE
AVON PRODS INC	COM	054303102	521	13180	SH	DEFINE
AVON PRODS INC	COM	054303102	1886	47704	SH	DEFINE
AXA	SPONSORED ADR	054536107	793	19980	SH	DEFINE
AXA	SPONSORED ADR	054536107	425	10710	SH	DEFINE
AXA	SPONSORED ADR	054536107	33787	850832	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1339	34370	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	20925	53600	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	59	150	SH	DEFINE
BAKER HUGHES INC	COM	057224107	5885	72500	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1505	18555	SH	DEFINE
BALDOR ELEC CO	COM	057741100	1532	45500	SH	DEFINE
BALDOR ELEC CO	COM	057741100	17	500	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6268	228264	SH	DEFINE
BALL CORP	COM	058498106	459	10200	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTIA	SPONSORED ADR	05946K101	3116	128485	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	523672	16364754	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	22932	716636	SH	DEFINE
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	17399	1066743	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	285	11500	SH	DEFINE
BANCO SANTANDER CENT HISPANO	ADR	05964H105	657	30484	SH	DEFINE
BANCO SANTANDER CENT HISPANO	ADR	05964H105	19680	913654	SH	DEFINE
BANK HAWAII CORP	COM	062540109	674	13178	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	774	15332	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	7168	173727	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1315388	31880645	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	42238	1023715	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	413	10000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	15409	373735	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	4902	118812	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	20980	509403	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	112212	2722338	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3631	88001	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BANK OF AMERICA CORPORATION	COM	060505104	1292	31310	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	26658	646089	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	28938	701349	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	951	23050	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5388	110500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	20906	428756	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2553	52464	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	4122	84534	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	25344	519766	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	70096	1437563	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	475	9746	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	26755	548718	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	15514	318164	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	644	13214	SH	DEFINE
BANKUNITED FINL CORP	CL A	06652B103	162	23500	SH	DEFINE
BANKUNITED FINL CORP	CL A	06652B103	2084	302070	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	129	3200	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	4237	104952	SH	DEFINE
BARD C R INC	COM	067383109	154423	1628935	SH	DEFINE
BARD C R INC	COM	067383109	1672	17642	SH	DEFINE
BARD C R INC	COM	067383109	2815	29692	SH	DEFINE
BARNES & NOBLE INC	COM	067774109	245	7100	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	217522	5194240	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3488	83300	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	272	6500	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	10005	238760	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	402128	9562683	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	599	14249	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	0	3	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	6992	748600	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	9	1000	SH	DEFINE
BAXTER INTL INC	COM	071813109	2744	47270	SH	DEFINE
BAXTER INTL INC	COM	071813109	23220	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	2845	49008	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	23246	3083050	SH	DEFINE
BCE INC	COM NEW	05534B760	1645	41396	SH	DEFINE
BCE INC	COM NEW	05534B760	975	24526	SH	DEFINE
BCE INC	COM NEW	05534B760	10	254	SH	DEFINE
BEA SYS INC	COM	073325102	79	5000	SH	DEFINE
BEA SYS INC	COM	073325102	243030	15401446	SH	DEFINE
BEARINGPOINT INC	COM	074002106	35515	12549538	SH	DEFINE
BEARINGPOINT INC	COM	074002106	2678	946130	SH	DEFINE
BEARINGPOINT INC	COM	074002106	2	542	SH	DEFINE
BEAZER HOMES USA INC	COM	07556Q105	23490	3162578	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	488	6700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	114497	1369912	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1260	15077	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	2031	24300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	109	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	1943	66100	SH	DEFINE
BEMIS INC	COM	081437105	107625	3930789	SH	DEFINE
BEMIS INC	COM	081437105	9903	361693	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	38106	2149250	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1218	40859	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	26054	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	7222	51	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	572483	4043	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	720	152	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	28208	5956	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1311288	276899	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	23	5	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	810	171	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BEST BUY INC	COM	086516101	43205	820609	SH	DEFINE
BEST BUY INC	COM	086516101	24027	456350	SH	DEFINE
BEST BUY INC	COM	086516101	2442	46387	SH	DEFINE
BEST BUY INC	COM	086516101	316	6000	SH	DEFINE
BEST BUY INC	SDCV	2.250% 1/1086516AF8	44237	36635000	PRN	DEFINE
BEVERLY HILLS BANCORP DEL	COM	087866109	4432	869088	SH	DEFINE
BFC FINL CORP	CL A	055384200	1510	1000000	SH	DEFINE
BG PLC	ADR FIN INST N	055434203	9811	86172	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	8826	126020	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	6792	470986	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	11870	823356	SH	DEFINE
BIG LOTS INC	COM	089302103	24785	1550000	SH	DEFINE
BIODEL INC	COM	09064M105	3217	138500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	2288	335200	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	171	25000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	8449	148422	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	22768	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	5966	104813	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	7242	204600	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	6082	171810	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	411	11600	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	531	15000	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE	1.875% 4/209061GAD3	14850	8000000	PRN	DEFINE
BIOVAIL CORP	COM	09067J109	194	14400	SH	DEFINE
BJ SVCS CO	COM	055482103	5734	236351	SH	DEFINE
BJS RESTAURANTS INC	COM	09180C106	7974	490400	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	3362	48268	SH	DEFINE
BLACKROCK INC	COM	09247X101	51850	239160	SH	DEFINE
BLACKROCK INC	COM	09247X101	22	100	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	157	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	147	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	513	36750	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	305	13765	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	177	8000	SH	DEFINE
BLOCK H & R INC	COM	093671105	864	46500	SH	DEFINE
BLOCK H & R INC	COM	093671105	114745	6180059	SH	DEFINE
BLOCKBUSTER INC	CL A	093679108	0	79	SH	DEFINE
BLOCKBUSTER INC	CL A	093679108	8907	2283851	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	394	11060	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	9699	272150	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	8439	236790	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	8706	323300	SH	DEFINE
BOEING CO	COM	097023105	36662	419200	SH	DEFINE
BOEING CO	COM	097023105	91396	1045000	SH	DEFINE
BOEING CO	COM	097023105	17063	195097	SH	DEFINE
BOEING CO	COM	097023105	306	3500	SH	DEFINE
BOEING CO	COM	097023105	31	360	SH	DEFINE
BOEING CO	COM	097023105	559	6390	SH	DEFINE
BOEING CO	COM	097023105	210	2400	SH	DEFINE
BOEING CO	COM	097023105	402	4600	SH	DEFINE
BORG WARNER INC	COM	099724106	1646	34000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	20611	224500	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	230	2500	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	1643	17900	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	8279	90493	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	54	590	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	432	4700	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	116	10000	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	246	21136	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	4218	362700	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	17666	1518960	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	69326	5961874	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BOSTON SCIENTIFIC CORP	COM	101137107	1835	157791	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1058	91010	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	599728	51567317	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	36940	3176234	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	7724	551730	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	20986	1498998	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3439	47000	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	492891	6736200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	25624	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	74604	1019598	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	32283	441210	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8804	120327	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30724	419898	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	29985	409800	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	295	4032	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	4828	60201	SH	DEFINE
BRADY CORP	CL A	104674106	259404	7392522	SH	DEFINE
BRADY CORP	CL A	104674106	70	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	57	1407	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	778	19200	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	24801	1094500	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	8	365	SH	DEFINE
BRINKS CO	COM	109696104	224	3750	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	384627	14503270	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	20831	785467	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	187246	7060177	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	961	36238	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	22950	865381	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	122987	4633705	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2538	95709	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2056	77520	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	287655	10846729	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	31075	1171751	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	318	12000	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	100228	1769250	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	6398	112940	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	796	14055	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	17187	303390	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	2657	46900	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	24	305	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	6682	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	2	51	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	18707	382407	SH	DEFINE
BROADCOM CORP	CL A	111320107	396	15150	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	4486	200000	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	808	36045	SH	DEFINE
BROOKDALE SR LIVING INC	COM	112463104	1574	55400	SH	DEFINE
BROOKDALE SR LIVING INC	COM	112463104	99	3500	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	37	1035	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	31987	903124	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	24	677	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	1490	77400	SH	DEFINE
BROWN & BROWN INC	COM	115236101	17393	740120	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	50227	671120	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	259	3500	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	116022	1565551	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	37267	2456631	SH	DEFINE
BRUNSWICK CORP	COM	117043109	32173	1887000	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	324	6560	SH	DEFINE
BUCYRUS INTL INC NEW	CL A	118759109	5675	57100	SH	DEFINE
BUNGE LIMITED	COM	G16962105	76702	658899	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BUNGE LIMITED	COM	G16962105	21152	181679	SH	DEFINE
BUNGE LIMITED	COM	G16962105	2328	20000	SH	DEFINE
BUNGE LIMITED	COM	G16962105	21916	188267	SH	DEFINE
BUNGE LIMITED	COM	G16962105	233	2000	SH	DEFINE
BUNGE LIMITED	COM	G16962105	8	73	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	45777	550000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	41533	499017	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	583	7000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	25	300	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	202580	3743160	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1691	31250	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2639	48763	SH	DEFINE
CA INC	COM	12673P105	305	12237	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	20	800	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	93907	3833393	SH	DEFINE
CABOT CORP	COM	127055101	31226	936600	SH	DEFINE
CABOT CORP	COM	127055101	336	10070	SH	DEFINE
CADBURY SCHWEPPES PLC	ADR	127209302	305	6170	SH	DEFINE
CADBURY SCHWEPPES PLC	ADR	127209302	2	40	SH	DEFINE
CADBURY SCHWEPPES PLC	ADR	127209302	19809	401232	SH	DEFINE
CADBURY SCHWEPPES PLC	ADR	127209302	86	1750	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1134	66680	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	2034	119592	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1035	60830	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	61347	3606525	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1227	72133	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1664	97796	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	373532	21959557	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	12764	750379	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1120	65852	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	13525	910394	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	743	50000	SH	DEFINE
CAL DIVE INTL INC	NOTE	3.250%12/1127914AB5	14900	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	20928	1344442	SH	DEFINE
CALIFORNIA WTR SVC GROUP	COM	130788102	14808	400000	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	14657	304400	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	177	3674	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	1088	22600	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	4065	85056	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	279	5800	SH	DEFINE
CAMECO CORP	COM	13321L108	6330	159003	SH	DEFINE
CAMECO CORP	COM	13321L108	1931	48500	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	250	5200	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	888	24864	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	23059	491350	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	23465	500000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	8921	190102	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	140903	3004738	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	228	4862	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	32320	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	53	818	SH	DEFINE
CANADIAN SOLAR INC	COM	136635109	636	22600	SH	DEFINE
CANON INC	ADR	138006309	12366	269827	SH	DEFINE
CANON INC	ADR	138006309	6938	151385	SH	DEFINE
CANON INC	ADR	138006309	137	3000	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	13199	279288	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	1418	30000	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	1045	22122	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	182862	10396458	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	3288	186920	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1671	95000	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	777	44181	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CAPITALSOURCE INC	COM	14055X102	255	14487	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1984	112801	SH	DEFINE
CAPITALSOURCE INC	DBCV 4.000% 7/11	14055XAE2	45893	48970000	PRN	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	17325	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1380	23895	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	858	14860	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	4261	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	3888	435728	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	361	14376	SH	DEFINE
CARLISLE COS INC	COM	142339100	262129	7078824	SH	DEFINE
CARLISLE COS INC	COM	142339100	19	500	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	53647	1205816	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	25137	565000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	578	12990	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	4187	94110	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	2115	47954	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	110032	2475024	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	3128	70306	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	14093	316770	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/11	143658AN2	21128	18000000	PRN	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	22705	1741059	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	50923	1719800	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	31861	439100	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	13596	187375	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1523	21100	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	2374	32712	SH	DEFINE
CATO CORP NEW	CL A	149205106	7047	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	842	432000	SH	DEFINE
CBS CORP NEW	CL B	124857202	1889	69314	SH	DEFINE
CBS CORP NEW	CL B	124857202	191	7000	SH	DEFINE
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	801	37925	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	2141	50600	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	20438	375000	SH	DEFINE
CELESTICA INC	SUB VTG SHS	15101Q108	1994	343812	SH	DEFINE
CELGENE CORP	COM	151020104	107769	2332060	SH	DEFINE
CELGENE CORP	COM	151020104	1155	25000	SH	DEFINE
CELGENE CORP	COM	151020104	42769	925525	SH	DEFINE
CELGENE CORP	COM	151020104	199	4313	SH	DEFINE
CELGENE CORP	COM	151020104	1479	32000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6/01	151020AC8	9550	2500000	PRN	DEFINE
CELLCOM ISRAEL LTD	SHS	M2196U109	2363	74400	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	19713	762593	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	2221	85931	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	2285	88400	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	12986	502368	SH	DEFINE
CENTENNIAL BK HLDGS INC DEL	COM	151345303	62235	10767601	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	143491	8376600	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	75	4400	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750% 5/11	15189TAM9	15375	10000000	PRN	DEFINE
CENTURYTEL INC	COM	156700106	623	15029	SH	DEFINE
CEPHALON INC	COM	156708109	8152	113600	SH	DEFINE
CERNER CORP	COM	156782104	93843	1663880	SH	DEFINE
CERNER CORP	COM	156782104	206	3655	SH	DEFINE
CERNER CORP	COM	156782104	1785	31645	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	23939	4425000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	5819	264996	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	13179	600030	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3390	154360	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	37692	1716406	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	7021	319703	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	23104	1052085	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3175	144570	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHECK POINT SOFTWARE TECH LT	ORD	M22465104	373822	17022844	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	288923	13156785	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	885	40310	SH	DEFINE
CHECKPOINT SYS INC	COM	162825103	275	10600	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	34831	1464109	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	4949	126250	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	50583	1290231	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	10807	275699	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2082	53116	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	463	11800	SH	DEFINE
CHESAPEAKE ENERGY CORP	PFD CONV	165167842	1238	11450	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	511275	5477979	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	54516	584124	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	19092	204230	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	7549	80890	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	31425	336625	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	119478	1280172	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6295	67454	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	460	4930	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	239450	2565630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5480	58720	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2264	24260	SH	DEFINE
CHICOS FAS INC	COM	168615102	213	23610	SH	DEFINE
CHICOS FAS INC	COM	168615102	4476	495130	SH	DEFINE
CHICOS FAS INC	COM	168615102	1784	197550	SH	DEFINE
CHICOS FAS INC	COM	168615102	21140	2342181	SH	DEFINE
CHICOS FAS INC	COM	168615102	614	67948	SH	DEFINE
CHICOS FAS INC	COM	168615102	479	53010	SH	DEFINE
CHICOS FAS INC	COM	168615102	245580	27195973	SH	DEFINE
CHICOS FAS INC	COM	168615102	18808	2082791	SH	DEFINE
CHICOS FAS INC	COM	168615102	288	31860	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	2517	32899	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	21561	248200	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	7249	83450	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8	93	SH	DEFINE
CHINA NEPSTAR CHAIN DRUGSTOR	SPONSORED ADR	16943C109	232	13200	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	1568	23950	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	11947	153034	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	18611	126545	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	279	1900	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	113340	921090	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	107	870	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	1159	9416	SH	DEFINE
CHIQUITA BRANDS INTL INC	COM	170032809	14896	810000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	29627	2587500	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	980	200000	SH	DEFINE
CHUBB CORP	COM	171232101	14126	258806	SH	DEFINE
CHUBB CORP	COM	171232101	14023	256923	SH	DEFINE
CHUBB CORP	COM	171232101	55	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	72	3418	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	3966	195381	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	96049	4549937	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	6808	322517	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	4686	221976	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	40950	1939828	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	1432	67820	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	6046	286422	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	423044	20039982	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	206861	9799210	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q304	228	11220	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	1305	24140	SH	DEFINE
CIENA CORP	COM NEW	171779309	1412	41400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CIGNA CORP	COM	125509109	2563	47703	SH	DEFINE
CIGNA CORP	COM	125509109	380	7080	SH	DEFINE
CIGNA CORP	COM	125509109	5077	94500	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	213	4999	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	862	21800	SH	DEFINE
CINTAS CORP	COM	172908105	87963	2616378	SH	DEFINE
CINTAS CORP	COM	172908105	560	16650	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	48998	1056910	SH	DEFINE
CISCO SYS INC	COM	17275R102	157642	5823380	SH	DEFINE
CISCO SYS INC	COM	17275R102	41823	1545000	SH	DEFINE
CISCO SYS INC	COM	17275R102	73680	2721816	SH	DEFINE
CISCO SYS INC	COM	17275R102	2193	81000	SH	DEFINE
CISCO SYS INC	COM	17275R102	41	1520	SH	DEFINE
CISCO SYS INC	COM	17275R102	779	28764	SH	DEFINE
CISCO SYS INC	COM	17275R102	257	9500	SH	DEFINE
CISCO SYS INC	COM	17275R102	582	21485	SH	DEFINE
CISCO SYS INC	COM	17275R102	352	13000	SH	DEFINE
CIT GROUP INC	COM	125581108	56937	2369400	SH	DEFINE
CIT GROUP INC	COM	125581108	288	12000	SH	DEFINE
CIT GROUP INC	UNIT 99/99/9999	125581405	34212	1814000	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	119	57756	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	0	3	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	0	1	SH	DEFINE
CITIGROUP INC	COM	172967101	5069	172169	SH	DEFINE
CITIGROUP INC	COM	172967101	63670	2162710	SH	DEFINE
CITIGROUP INC	COM	172967101	27216	924458	SH	DEFINE
CITIGROUP INC	COM	172967101	244820	8316415	SH	DEFINE
CITIGROUP INC	COM	172967101	12385	422057	SH	DEFINE
CITIGROUP INC	COM	172967101	3136	106533	SH	DEFINE
CITIGROUP INC	COM	172967101	236	8000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	6919	543481	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	127	10000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	216	17000	SH	DEFINE
CITRIX SYS INC	COM	177376100	509	13400	SH	DEFINE
CLARCOR INC	COM	179895107	11779	310114	SH	DEFINE
CLAYMORE EXCHANGE TRADED FD	BNY BRI&C PTF	18383M100	214	4000	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	8599	1663170	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	165	32000	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	5867	1137343	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	7889	152600	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	414	8000	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	321	6200	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	17260	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	31	912	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	135048	3912429	SH	DEFINE
CLECO CORP NEW	COM	12561W105	27800	1000000	SH	DEFINE
CLOROX CO DEL	COM	189054109	11736	180110	SH	DEFINE
CLOROX CO DEL	COM	189054109	5456	83723	SH	DEFINE
CLOROX CO DEL	COM	189054109	35	540	SH	DEFINE
CLOROX CO DEL	COM	189054109	719	11030	SH	DEFINE
CLOROX CO DEL	COM	189054109	189	2900	SH	DEFINE
CME GROUP INC	COM	12572Q105	84659	123410	SH	DEFINE
CME GROUP INC	COM	12572Q105	1444	2105	SH	DEFINE
CME GROUP INC	COM	12572Q105	552	805	SH	DEFINE
CMS ENERGY CORP	COM	125896100	2136	122920	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/01	125896AW0	8102	6000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	85678	1301700	SH	DEFINE
CNINSURE INC	SPONSORED ADR	18976M103	3938	250000	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	31	185	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	2444	14600	SH	DEFINE
COACH INC	COM	189754104	22311	729607	SH	DEFINE
COAST DISTR SYS	COM	190345108	393	66800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COBRA ELECTRS CORP	COM	191042100	1929	403462	SH	DEFINE
COCA COLA CO	COM	191216100	36063	587640	SH	DEFINE
COCA COLA CO	COM	191216100	31504	513341	SH	DEFINE
COCA COLA CO	COM	191216100	2578	41967	SH	DEFINE
COCA COLA CO	COM	191216100	2807	45734	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	14	540	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	349849	13440207	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	145466	4285982	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	12762	376021	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	950	28000	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1901	56024	SH	DEFINE
COGNOS INC	COM	19244C109	1543	26798	SH	DEFINE
COHERENT INC	COM	192479103	6137	244800	SH	DEFINE
COHERENT INC	COM	192479103	25902	1033077	SH	DEFINE
COHU INC	COM	192576106	31642	2068100	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	16254	208493	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	473	6064	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	218	2800	SH	DEFINE
COLLAGENEX PHARMACEUTICALS I	COM	19419B100	4078	427300	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	13963	764750	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1430	78329	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	21	1170	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	383	20990	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	141	7700	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	7578	415000	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	411	22680	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1301	71819	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	705070	38912157	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	7055	389260	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	28534	1576708	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2032	112115	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2065	113960	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	662744	36575269	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	39253	2166288	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	365	20160	SH	DEFINE
COMERICA INC	COM	200340107	285	6543	SH	DEFINE
COMMERCE BANCORP INC NJ	COM	200519106	3694	96860	SH	DEFINE
COMMERCE BANCORP INC NJ	COM	200519106	432955	11351730	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	26294	713361	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	68	1850	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	343929	9331363	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1073	29111	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	1480	80200	SH	DEFINE
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	88488	5864029	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	1635	18250	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	32514	363000	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	985	11000	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	1164	13000	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	9466	338300	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	112	4000	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	38962	1392386	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	151634	5419366	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	5691	203390	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	17	612	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1598333	57124641	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	223862	8000798	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	104200	3724092	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1798	64252	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	823	25200	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2228	68200	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	58967	1804940	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	10180	311610	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	72957	1288986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	104572	1847562	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	4236	352136	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	11701	514627	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	49470	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1844	37283	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	344	14445	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	51646	1426300	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	151	4163	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	5342	60500	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	715428	8102130	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3091	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	52204	591206	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3523	39900	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	31	350	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	19814	224483	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	185	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4252	48149	SH	DEFINE
CONSECO INC	COM NEW	208464883	143540	11429739	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	43405	606900	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	605740	12400000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1907	39036	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	3654	154566	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	67157	655000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	821	8008	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	716417	6987529	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	3	33	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	22250	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	374	16800	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	2291	102970	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2812	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	21154	1285160	SH	DEFINE
CON-WAY INC	COM	205944101	2693	64820	SH	DEFINE
COOPER COS INC	COM NEW	216648402	742	19520	SH	DEFINE
COOPER COS INC	COM NEW	216648402	21082	554800	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	428	11405	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	61970	4023998	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	92867	2527000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1218	33136	SH	DEFINE
CORNING INC	COM	219350105	5170	215500	SH	DEFINE
CORNING INC	COM	219350105	64688	2696441	SH	DEFINE
CORNING INC	COM	219350105	2054	85600	SH	DEFINE
CORNING INC	COM	219350105	403	16800	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	43774	4102500	SH	DEFINE
COSAN LTD	SHS A	G25343107	6664	529000	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	9877	2275401	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	7	100	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	34213	490439	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	908	13012	SH	DEFINE
COURIER CORP	COM	222660102	6602	200000	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	4756	215200	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	217	9835	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	365	16500	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	1395	63370	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	32	1433	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	93	4200	SH	DEFINE
COVANCE INC	COM	222816100	41412	478090	SH	DEFINE
COVANCE INC	COM	222816100	1166	13463	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	88615	1495606	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1213	20467	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1166	19687	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1752	39562	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COVIDIEN LTD	COM	G2552X108	1091	24625	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	309836	6995619	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	8849	199473	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	5762	130102	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	9784	220906	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	61764	1394549	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1542	34811	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1477	33340	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	429116	9688774	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	30475	688085	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	642	14491	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	18625	244100	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	60727	795900	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	2112	35135	SH	DEFINE
CREE INC	COM	225447101	519	18900	SH	DEFINE
CRITICAL THERAPEUTICS INC	COM	22674T105	682	536795	SH	DEFINE
CROCS INC	COM	227046109	649	17628	SH	DEFINE
CROCS INC	COM	227046109	5408	146920	SH	DEFINE
CROCS INC	COM	227046109	302	8200	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	622	16700	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	123480	2968278	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	17	400	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	100	2400	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	1950	46871	SH	DEFINE
CSX CORP	COM	126408103	773	17586	SH	DEFINE
CTC MEDIA INC	COM	12642X106	99760	3307005	SH	DEFINE
CTRIIP COM INTL LTD	ADR	22943F100	1026	17850	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	336	6632	SH	DEFINE
CUMMINS INC	COM	231021106	608	4775	SH	DEFINE
CURRENCY SHARES EURO TR	EURO SHS	23130C108	2970	20285	SH	DEFINE
CURTISS WRIGHT CORP	COM	231561101	204	4072	SH	DEFINE
CVR ENERGY INC	COM	12662P108	4236	169800	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	101550	2554779	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	5020	126293	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	18334	461244	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	2385	60000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	651241	16383638	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	30	760	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	586	14740	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	183	4600	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	461	11593	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	610	34300	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	2548	231000	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	33	2953	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	441	40000	SH	DEFINE
CYPRESS SEMICONDUCTOR CORP	COM	232806109	5015	139200	SH	DEFINE
CYTEC INDS INC	COM	232820100	8356	135700	SH	DEFINE
CYTEC INDS INC	COM	232820100	2035	33040	SH	DEFINE
CYTEC INDS INC	COM	232820100	1279	20770	SH	DEFINE
CYTEC INDS INC	COM	232820100	425	6900	SH	DEFINE
CYTEC INDS INC	COM	232820100	7796	126604	SH	DEFINE
CYTRX CORP	COM NEW	232828301	254	89800	SH	DEFINE
D R HORTON INC	COM	23331A109	47536	3609400	SH	DEFINE
D R HORTON INC	COM	23331A109	329	24987	SH	DEFINE
DAIMLERCHRYSLER AG	ORD	D1668R123	4963	51900	SH	DEFINE
DAIMLERCHRYSLER AG	ORD	D1668R123	2	24	SH	DEFINE
DANAHER CORP DEL	COM	235851102	92532	1054620	SH	DEFINE
DANAHER CORP DEL	COM	235851102	38932	443719	SH	DEFINE
DANAHER CORP DEL	COM	235851102	2808	32000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	418	4763	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1386	15800	SH	DEFINE
DATA DOMAIN INC	COM	23767P109	2083	79100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DAVITA INC	COM	23918K108	3469	61570	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	25792	770600	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1813	70100	SH	DEFINE
DEERE & CO	COM	244199105	3540	38019	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	538	56894	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	7	714	SH	DEFINE
DELL INC	COM	24702R101	34025	1388115	SH	DEFINE
DELL INC	COM	24702R101	12255	500000	SH	DEFINE
DELL INC	COM	24702R101	3805	155257	SH	DEFINE
DELL INC	COM	24702R101	98	4000	SH	DEFINE
DELL INC	COM	24702R101	603137	24607273	SH	DEFINE
DELL INC	COM	24702R101	24	960	SH	DEFINE
DELL INC	COM	24702R101	491	20040	SH	DEFINE
DELL INC	COM	24702R101	135	5500	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	5019	337100	SH	DEFINE
DELTA APPAREL INC	COM	247368103	5041	705000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	1882	41800	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	752	16700	SH	DEFINE
DEUTSCHE BANK AG NAMEN	ORD	D18190898	569	4400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	3610	40600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	107689	1211010	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	4446	50000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	27342	307530	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	32	360	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	519	5840	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	187	2100	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	325	3661	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	445	5000	SH	DEFINE
DEXCOM INC	COM	252131107	9707	1099300	SH	DEFINE
DEXCOM INC	COM	252131107	40	4500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	16668	194200	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	16484	192055	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	172	2000	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	13820	161019	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1682	19592	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	618	4350	SH	DEFINE
DIAMONDS TR	UNIT SER 1	252787106	619	4670	SH	DEFINE
DIANA SHIPPING INC	COM	Y2066G104	333	10600	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	117184	4221320	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	4106	147915	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	2009	72363	SH	DEFINE
DIEBOLD INC	COM	253651103	6828	235600	SH	DEFINE
DIEBOLD INC	COM	253651103	149	5150	SH	DEFINE
DIEBOLD INC	COM	253651103	55	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	4454	313770	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	5280	137600	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	3614	94200	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	48	1260	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	230	6000	SH	DEFINE
DILLARDS INC	CL A	254067101	14085	750000	SH	DEFINE
DILLARDS INC	CL A	254067101	2	109	SH	DEFINE
DIME BANCORP INC NEW	-W EXP 99/99/9999	25429Q110	4	23510	SH	DEFINE
DIODES INC	COM	254543101	4072	135405	SH	DEFINE
DIODES INC	COM	254543101	316	10525	SH	DEFINE
DIONEX CORP	COM	254546104	20715	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3330	144010	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	519	22459	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	8890	383801	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	4119	178140	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	6103	263974	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	21966	950099	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3656	158147	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DIRECTV GROUP INC	COM	25459L106	1837	79473	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	113091	4891470	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	40211	1739230	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	820	35469	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	1152	76380	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	656	43495	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	576	38177	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	2278	151051	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	1	52	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	116	7712	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	161	10657	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	1068	70797	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	88	5845	SH	DEFINE
DISCOVERY HOLDING CO	CL A COM	25468Y107	1075	42763	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	57002	1765972	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	36476	1130000	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	47407	1468632	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	33	1020	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	544	16852	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	203	6300	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	126	3900	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	646	20000	SH	DEFINE
DISNEY WALT CO	NOTE 2.125% 4/1	254687AU0	18320	16000000	PRN	DEFINE
DISNEY WALT CO	NOTE 2.125% 4/1	254687AU0	10	9000	PRN	DEFINE
DIVX INC	COM	255413106	5181	370100	SH	DEFINE
DIVX INC	COM	255413106	337	24100	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	3345	405000	SH	DEFINE
DNP SELECT INCOME FD	COM	23325P104	212	20000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	4972	100000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	2587	52025	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	52874	2232867	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	1206861	25434440	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	7473	157486	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	23	480	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	375	7900	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	133	2800	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5	104	SH	DEFINE
DOMTAR CORP	COM	257559104	404	52600	SH	DEFINE
DOMTAR CORP	COM	257559104	260104	33824584	SH	DEFINE
DONALDSON INC	COM	257651109	27870	600900	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	26105	691700	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	401	10637	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	2536	67195	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	5982	158500	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	188187	4986420	SH	DEFINE
DOVER CORP	COM	260003108	245859	5334316	SH	DEFINE
DOVER CORP	COM	260003108	6963	151065	SH	DEFINE
DOVER CORP	COM	260003108	37	800	SH	DEFINE
DOW CHEM CO	COM	260543103	4888	124000	SH	DEFINE
DOW CHEM CO	COM	260543103	355450	9017000	SH	DEFINE
DOW CHEM CO	COM	260543103	15607	395917	SH	DEFINE
DOW CHEM CO	COM	260543103	2241	56840	SH	DEFINE
DOW CHEM CO	COM	260543103	1249	31689	SH	DEFINE
DOW CHEM CO	COM	260543103	1816	45931	SH	DEFINE
DOW CHEM CO	COM	260543103	1982	50270	SH	DEFINE
DOW CHEM CO	COM	260543103	1954	49565	SH	DEFINE
DOW CHEM CO	COM	260543103	7834	198722	SH	DEFINE
DOW CHEM CO	COM	260543103	9870	250384	SH	DEFINE
DOW CHEM CO	COM	260543103	1181	29960	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	15889	579900	SH	DEFINE
DRIL-QUIP INC	COM	262037104	21022	377300	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1184	21280	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DTE ENERGY CO	COM	233331107	2860	65050	SH	DEFINE
DTE ENERGY CO	COM	233331107	276108	6280900	SH	DEFINE
DTE ENERGY CO	COM	233331107	1017	23132	SH	DEFINE
DTE ENERGY CO	COM	233331107	7000	159240	SH	DEFINE
DTE ENERGY CO	COM	233331107	30464	693000	SH	DEFINE
DTS INC	COM	23335C101	4193	164000	SH	DEFINE
DTS INC	COM	23335C101	384	15000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	45809	1038999	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	220	5000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	5473	124130	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	46813	1061753	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	413	9370	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	62595	1419700	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	7253	164500	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	7262	227500	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	729178	36151630	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	202	10000	SH	CALL DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	5585	276889	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	303	15000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	1014	50575	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	3117	154518	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	10813	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	305	3438	SH	DEFINE
E M C CORP MASS	COM	268648102	18530	1000000	SH	DEFINE
E M C CORP MASS	COM	268648102	32278	1741930	SH	DEFINE
E M C CORP MASS	COM	268648102	10312	556490	SH	DEFINE
E M C CORP MASS	COM	268648102	415	22400	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	64536	2663480	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	1094	45167	SH	DEFINE
EASTMAN CHEM CO	COM	277432100	242	3963	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	131	6000	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	954	43602	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	13835	632620	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	2212	101124	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	534167	24424649	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	491	22450	SH	DEFINE
EATON CORP	COM	278058102	5330	54973	SH	DEFINE
EBAY INC	COM	278642103	41008	1235540	SH	DEFINE
EBAY INC	COM	278642103	16577	499467	SH	DEFINE
EBAY INC	COM	278642103	241	7273	SH	DEFINE
EBAY INC	COM	278642103	299	9000	SH	DEFINE
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	30	800	SH	DEFINE
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	47201	1251352	SH	DEFINE
ECOLAB INC	COM	278865100	39606	773400	SH	DEFINE
ECOLAB INC	COM	278865100	1052	20550	SH	DEFINE
ECOLAB INC	COM	278865100	286	5577	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2352	212100	SH	DEFINE
EDISON INTL	COM	281020107	135560	2540000	SH	DEFINE
EDISON INTL	COM	281020107	178	3343	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2300	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	141	3073	SH	DEFINE
EL PASO CORP	COM	28336L109	6383	370260	SH	DEFINE
EL PASO CORP	COM	28336L109	383	22202	SH	DEFINE
EL PASO CORP	COM	28336L109	12359	716199	SH	DEFINE
EL PASO CORP	COM	28336L109	29391	1704800	SH	DEFINE
EL PASO CORP	COM	28336L109	70738	4103116	SH	DEFINE
EL PASO CORP	COM	28336L109	3260	189114	SH	DEFINE
EL PASO CORP	COM	28336L109	484	28090	SH	DEFINE
EL PASO CORP	COM	28336L109	800488	46432024	SH	DEFINE
EL PASO CORP	COM	28336L109	28531	1654936	SH	DEFINE
EL PASO CORP	COM	28336L109	1243	72083	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	25973	1308313	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ELECTRONIC ARTS INC	COM	285512109	42229	723020	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	3041	52070	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	25	430	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	407	6960	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	152	2600	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	124	6000	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1608	77548	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1622	78228	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	19721	951350	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	50841	2452516	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1425	68746	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1045	50421	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	572258	27605327	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	26098	1258967	SH	DEFINE
EMBARQ CORP	COM	29078E105	1597	32234	SH	DEFINE
EMBARQ CORP	COM	29078E105	109701	2215051	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	2439	53500	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	27682	607202	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	11423	250570	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	19745	433100	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	14795	324517	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	35208	772272	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1300	28510	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	12500	274192	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	267099	5858727	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	9055	383200	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	6800	250000	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	106	3885	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1870	33000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	56660	1000000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	25960	458170	SH	DEFINE
EMERSON ELEC CO	COM	291011104	283	5000	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	9556	571900	SH	DEFINE
EMULEX CORP	COM NEW	292475209	4628	283570	SH	DEFINE
EMULEX CORP	COM NEW	292475209	359	22000	SH	DEFINE
ENCANA CORP	COM	292505104	7853	115560	SH	DEFINE
ENCANA CORP	COM	292505104	113636	1664864	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1109	41600	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	4910	184110	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	2	89	SH	DEFINE
ENERGEN CORP	COM	29265N108	32121	500100	SH	DEFINE
ENERGEN CORP	COM	29265N108	250	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	3498	31193	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	2692	80000	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	247	9081	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	248464	9131638	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	939	23437	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	320	8000	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	772	10657	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	47710	658702	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	35319	487626	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	7325	101130	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	2566	43046	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	2737	45900	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	2833	47510	SH	DEFINE
ENSIGN GROUP INC	COM	29358P101	697	48400	SH	DEFINE
ENTEGRIS INC	COM	29362U104	3248	376307	SH	DEFINE
ENTEGRIS INC	COM	29362U104	8	900	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	78895	660100	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	215196	1800500	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	3122	26121	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	21	175	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ENERGY CORP NEW	EQUITY UNIT	29364G202	21315	300000	SH	DEFINE
ENTEROMEDICS INC	COM	29365M109	829	103000	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	3822	119893	SH	DEFINE
ENTRUST INC	COM	293848107	3083	1597550	SH	DEFINE
ENTRUST INC	COM	293848107	490	254017	SH	DEFINE
EOG RES INC	COM	26875P101	15184	170000	SH	DEFINE
EOG RES INC	COM	26875P101	805	9025	SH	DEFINE
EPICOR SOFTWARE CORP	COM	29426L108	430	36522	SH	DEFINE
EQUIFAX INC	COM	294429105	14544	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	161	4416	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	111211	1100340	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	6912	68390	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	414	4100	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	1951	19302	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	6357	139200	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	37	800	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	406	8900	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	1539	33885	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	105	2300	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	18908	518444	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1399	38359	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2936	80500	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	12357	339855	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	54	1470	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	766	21000	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	2706	115900	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	7909	338724	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	34890	1494203	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	234	10000	SH	DEFINE
ERIE INDY CO	CL A	29530P102	183262	3531746	SH	DEFINE
ERIE INDY CO	CL A	29530P102	26	500	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	49398	1236800	SH	DEFINE
ESMARK INC	COM	296475106	301899	23740689	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2930	156000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	39698	1392900	SH	DEFINE
EUROBANCSHARES INC	COM	298716101	74	18568	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	606	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	1221	12165	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	5234	338100	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	356	23000	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	223	14400	SH	DEFINE
EXELIXIS INC	COM	30161Q104	1746	202300	SH	DEFINE
EXELON CORP	COM	30161N101	205937	2522490	SH	DEFINE
EXELON CORP	COM	30161N101	4082	50000	SH	DEFINE
EXELON CORP	COM	30161N101	11482	140643	SH	DEFINE
EXELON CORP	COM	30161N101	245	3000	SH	DEFINE
EXELON CORP	COM	30161N101	75664	926793	SH	DEFINE
EXELON CORP	COM	30161N101	29	350	SH	DEFINE
EXELON CORP	COM	30161N101	447	5480	SH	DEFINE
EXELON CORP	COM	30161N101	163	2000	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	9489	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	16	500	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	1369	43303	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	333967	10561880	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	98912	2213780	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	3574	80000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	4137	92600	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	1432	32048	SH	DEFINE
EXPONENT INC	COM	30214U102	3028	112000	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	187822	2572990	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	2018	27650	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	39	540	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EXPRESS SCRIPTS INC	COM	302182100	799	10940	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	248	3400	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	3051	41788	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	89990	1100123	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	10999	117400	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	93307	995718	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6558	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	422511	4509674	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2717	29000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	63	670	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	26179	279408	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	497	5300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6166	65813	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	375	4000	SH	DEFINE
F M C CORP	COM NEW	302491303	18607	341100	SH	DEFINE
F M C CORP	COM NEW	302491303	44	800	SH	DEFINE
F M C CORP	COM NEW	302491303	13822	253342	SH	DEFINE
F5 NETWORKS INC	COM	315616102	116678	4091090	SH	DEFINE
F5 NETWORKS INC	COM	315616102	5494	192650	SH	DEFINE
F5 NETWORKS INC	COM	315616102	1698	59545	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	139049	2496400	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2075	37250	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2126	38160	SH	DEFINE
FALCONSTOR SOFTWARE INC	COM	306137100	475	42200	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	157055	8167200	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	40	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	58	3000	SH	DEFINE
FARMER BROS CO	COM	307675108	48130	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	13432	494200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	24291	893278	SH	DEFINE
FASTENAL CO	COM	311900104	808	20000	SH	DEFINE
FASTENAL CO	COM	311900104	1509	37333	SH	DEFINE
FASTENAL CO	COM	311900104	4	99	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	18128	525000	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	220941	6484920	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	1022	30000	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	385	11300	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	10151	253900	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	19134	478600	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	7006	175247	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	2756	68934	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	4399	110037	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	1172	29325	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	14114	353033	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	9357	113900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	74	900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	895	10900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	3134	38400	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	214	2600	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	11	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	51295	4571686	SH	DEFINE
FEDEX CORP	COM	31428X106	36606	410484	SH	DEFINE
FEDEX CORP	COM	31428X106	3567	40000	SH	DEFINE
FEDEX CORP	COM	31428X106	1812	20320	SH	DEFINE
FEDEX CORP	COM	31428X106	5835	65310	SH	DEFINE
FEDEX CORP	COM	31428X106	1066	11950	SH	DEFINE
FEDEX CORP	COM	31428X106	1189	13330	SH	DEFINE
FEDEX CORP	COM	31428X106	11146	125000	SH	DEFINE
FEDEX CORP	COM	31428X106	15535	174220	SH	DEFINE
FEDEX CORP	COM	31428X106	446	5000	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	52134	3344090	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	785	50331	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	65984	3200000	SH	DEFINE
FERRO CORP	COM	315405100	231	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	8640	729100	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	943	64566	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	1110	76000	SH	DEFINE
FIDELITY NATL INFORMATION SV	COM	31620M106	303	7293	SH	DEFINE
FIRST CMNTY BANCORP CALIF	COM	31983B101	39627	960884	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	5175	235000	SH	DEFINE
FIRST IND CORP	COM	32054R108	5142	160700	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	1204	100000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	5941	493395	SH	DEFINE
FIRST POTOMAC RLTY TR	COM	33610F109	3634	210200	SH	DEFINE
FIRST SEC GROUP INC	COM	336312103	2884	321500	SH	DEFINE
FIRST SEC GROUP INC	COM	336312103	273	30400	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	962539	13305768	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	3570	49355	SH	DEFINE
FISERV INC	COM	337738108	1453	26186	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	2700	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	439	36424	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	10861	900590	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	112793	9352660	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	34023	2821120	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	18305	1517788	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	302	25052	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	202431	16785297	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	185544	15385050	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	699	57930	SH	DEFINE
FLIR SYS INC	COM	302445101	359689	11491280	SH	DEFINE
FLIR SYS INC	COM	302445101	228	7300	SH	DEFINE
FLIR SYS INC	COM	302445101	24	780	SH	DEFINE
FLIR SYS INC	COM	302445101	106	3400	SH	DEFINE
FLIR SYS INC	COM	302445101	29435	939929	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	8200	227300	SH	DEFINE
FLOWERVE CORP	COM	34354P105	25378	263800	SH	DEFINE
FLOWERVE CORP	COM	34354P105	11793	122545	SH	DEFINE
FLUOR CORP NEW	COM	343412102	1318	9045	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	189601	3343410	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	203	3574	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	2912	51351	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	19512	343462	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	2347	41300	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	32	834	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	950	24900	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	139190	3646572	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	97194	2546358	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	1717	366944	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	9352	1997393	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	14625	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	163	5000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	7403	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	105	15624	SH	DEFINE
FORDING CDN COAL TR	TR UNIT	345425102	7250	187823	SH	DEFINE
FOREST LABS INC	COM	345838106	322	8840	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	439	18630	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	70144	2974009	SH	DEFINE
FORMFACTOR INC	COM	346375108	156355	4723729	SH	DEFINE
FORMFACTOR INC	COM	346375108	3360	101500	SH	DEFINE
FORMFACTOR INC	COM	346375108	215	6500	SH	DEFINE
FORMFACTOR INC	COM	346375108	2339	70677	SH	DEFINE
FORTRESS INVESTMENT GROUP LL	CL A	34958B106	935	60000	SH	DEFINE
FORTRESS INVESTMENT GROUP LL	CL A	34958B106	16	1000	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	8097	111900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORTUNE BRANDS INC	COM	349631101	1063	14692	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	112	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	15585	500000	SH	DEFINE
FORWARD AIR CORP	COM	349853101	23	750	SH	DEFINE
FOSSIL INC	COM	349882100	425	10125	SH	DEFINE
FOUNDATION COAL HLDGS INC	COM	35039W100	6430	122550	SH	DEFINE
FPL GROUP INC	COM	302571104	530440	7825900	SH	DEFINE
FPL GROUP INC	COM	302571104	15299	225709	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	1774	49784	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	37147	1042587	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	13323	373925	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	26434	690729	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	19	500	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	4026	105159	SH	DEFINE
FRANKLIN RES INC	COM	354613101	86091	752347	SH	DEFINE
FRANKLIN RES INC	COM	354613101	3	25	SH	DEFINE
FREDS INC	CL A	356108100	22195	2304800	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	12397	82140	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	245	1625	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	8245	80484	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1594	15565	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	41	777	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2007	38045	SH	DEFINE
FUEL SYS SOLUTIONS INC	COM	35952W103	13341	933580	SH	DEFINE
FUEL TECH INC	COM	359523107	6097	269190	SH	DEFINE
FUEL TECH INC	COM	359523107	430	19000	SH	DEFINE
FUEL TECH INC	COM	359523107	100	4400	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	30778	738270	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	32669	2768600	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	34204	3400000	SH	DEFINE
GAIAM INC	CL A	36268Q103	11205	377530	SH	DEFINE
GAIAM INC	CL A	36268Q103	742	25000	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	66211	2737130	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	51	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	7686	123750	SH	DEFINE
GANNETT INC	COM	364730101	1785	45775	SH	DEFINE
GAP INC DEL	COM	364760108	1337	62843	SH	DEFINE
GAP INC DEL	COM	364760108	2017	94800	SH	DEFINE
GAP INC DEL	COM	364760108	113897	5352281	SH	DEFINE
GAP INC DEL	COM	364760108	4394	206469	SH	DEFINE
GARMIN LTD	ORD	G37260109	161806	1668102	SH	DEFINE
GARMIN LTD	ORD	G37260109	5311	54750	SH	DEFINE
GARMIN LTD	ORD	G37260109	3018	31115	SH	DEFINE
GAYLORD ENTMT CO NEW	COM	367905106	4941	122100	SH	DEFINE
GEHL CO	COM	368483103	4812	300000	SH	DEFINE
GENCORP INC	COM	368682100	33392	2863861	SH	DEFINE
GENENTECH INC	COM NEW	368710406	108280	1614500	SH	DEFINE
GENENTECH INC	COM NEW	368710406	67070	1000000	SH	DEFINE
GENENTECH INC	COM NEW	368710406	23423	349238	SH	DEFINE
GENENTECH INC	COM NEW	368710406	201	3000	SH	DEFINE
GENENTECH INC	COM NEW	368710406	34	510	SH	DEFINE
GENENTECH INC	COM NEW	368710406	543	8100	SH	DEFINE
GENENTECH INC	COM NEW	368710406	121	1800	SH	DEFINE
GENENTECH INC	COM NEW	368710406	317	4724	SH	DEFINE
GENENTECH INC	COM NEW	368710406	268	4000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2714	30500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	88990	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	4006	45012	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	266218	7181500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	59789	1612920	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2595	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	268179	7234391	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENERAL ELECTRIC CO	COM	369604103	2484	67000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	20872	562660	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	9601	259000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	63233	1706272	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	197247	5322239	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6858	185005	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2509	67670	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1481678	39969731	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	66126	1783810	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1591	42930	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	13091	317900	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	213	5172	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	848	20600	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	2967	72585	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	51	1250	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	198	4800	SH	DEFINE
GENERAL MARITIME CORP	SHS	Y2692M103	2905	118800	SH	DEFINE
GENERAL MLS INC	COM	370334104	2685	47098	SH	DEFINE
GENERAL MLS INC	COM	370334104	80202	1407070	SH	DEFINE
GENERAL MLS INC	COM	370334104	19943	349878	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	9956	400000	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	79	3158	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	343734	13809874	SH	DEFINE
GENERAL MTRS CORP	SENIOR DEBEN D	370442691	39887	1636400	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	9026	461200	SH	DEFINE
GENESE & WYO INC	CL A	371559105	39565	1636941	SH	DEFINE
GENLYTE GROUP INC	COM	372302109	32339	339700	SH	DEFINE
GENOPTIX INC	COM	37243V100	1397	45500	SH	DEFINE
GEN-PROBE INC NEW	COM	36866T103	68540	1089146	SH	DEFINE
GEN-PROBE INC NEW	COM	36866T103	1740	27642	SH	DEFINE
GENTEX CORP	COM	371901109	12618	710053	SH	DEFINE
GENTEX CORP	COM	371901109	64	3600	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	5336	383700	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	974	70000	SH	DEFINE
GENUINE PARTS CO	COM	372460105	17381	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	157	3401	SH	DEFINE
GENUINE PARTS CO	COM	372460105	13803	298127	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10929	236041	SH	DEFINE
GENUINE PARTS CO	COM	372460105	49	1050	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	40720	1600000	SH	DEFINE
GENZYME CORP	COM	372917104	37481	503400	SH	DEFINE
GENZYME CORP	COM	372917104	1173	15753	SH	DEFINE
GEOMET INC DEL	COM	37250U201	3750	721000	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	57231	4024700	SH	DEFINE
GFI GROUP INC	COM	361652209	8946	93461	SH	DEFINE
GFI GROUP INC	COM	361652209	5672	59260	SH	DEFINE
GFI GROUP INC	COM	361652209	335	3500	SH	DEFINE
GFI GROUP INC	COM	361652209	392	4100	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	58758	3810499	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	168251	3656914	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	31991	695310	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	253	5500	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	586	12742	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1748	38000	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	1348	1000000	PRN	DEFINE
GLATFELTER	COM	377316104	37902	2475642	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1481	29400	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	6649	132092	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	34010	674945	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	12306	574500	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	2734	127500	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	43	2000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GLOBAL PMTS INC	COM	37940X102	102897	2211880	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	13	282	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	1743	37471	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	12134	854528	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	79052	2329865	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	214	6300	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	2212	700000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	63941	297330	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	36818	171208	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	323	1500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	420	1951	SH	DEFINE
GOODRICH CORP	COM	382388106	1147	16245	SH	DEFINE
GOODRICH CORP	COM	382388106	8649	122495	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	35	1230	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	325022	11517457	SH	DEFINE
GOOGLE INC	CL A	38259P508	220216	318470	SH	DEFINE
GOOGLE INC	CL A	38259P508	14521	21000	SH	DEFINE
GOOGLE INC	CL A	38259P508	7583	10966	SH	DEFINE
GOOGLE INC	CL A	38259P508	207	300	SH	DEFINE
GOOGLE INC	CL A	38259P508	747	1081	SH	DEFINE
GRACO INC	COM	384109104	90496	2428783	SH	DEFINE
GRACO INC	COM	384109104	1454	39025	SH	DEFINE
GRACO INC	COM	384109104	104	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	499	5700	SH	DEFINE
GRAINGER W W INC	COM	384802104	48136	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	420	4800	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	6226	112100	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	807	14545	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	1082	36920	SH	DEFINE
GREATBATCH INC	COM	39153L106	820	41000	SH	DEFINE
GREATBATCH INC	COM	39153L106	23364	1168844	SH	DEFINE
GREENHILL & CO INC	COM	395259104	4600	69200	SH	DEFINE
GREENHILL & CO INC	COM	395259104	299	4500	SH	DEFINE
GREENHILL & CO INC	COM	395259104	213	3200	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	6315	173000	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	26659	1122500	SH	DEFINE
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	4842	203700	SH	DEFINE
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	29	1200	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	23513	2544734	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	13160	1424190	SH	DEFINE
GTSI CORP	COM	36238K103	4931	498540	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	1885	52900	SH	DEFINE
GUARANTY FINL GROUP INC	COM	40108N106	298	18630	SH	DEFINE
GUARANTY FINL GROUP INC	COM	40108N106	47567	2974009	SH	DEFINE
GUESS INC	COM	401617105	103225	2724340	SH	DEFINE
GUESS INC	COM	401617105	15	400	SH	DEFINE
GUESS INC	COM	401617105	1637	43203	SH	DEFINE
GYMBOREE CORP	COM	403777105	9790	321400	SH	DEFINE
H & Q HEALTHCARE FD	SH BEN INT	404052102	2480	150000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	15882	496300	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	6561	205037	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	438	13700	SH	DEFINE
HALLIBURTON CO	COM	406216101	114763	3027250	SH	DEFINE
HALLIBURTON CO	COM	406216101	1776	46847	SH	DEFINE
HALLIBURTON CO	COM	406216101	23	600	SH	DEFINE
HALLIBURTON CO	COM	406216101	448	11820	SH	DEFINE
HALLIBURTON CO	COM	406216101	144	3800	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2704	70788	SH	DEFINE
HANDLEMAN CO DEL	COM	410252100	3454	2020000	SH	DEFINE
HANESBRANDS INC	COM	410345102	205	7551	SH	DEFINE
HANESBRANDS INC	COM	410345102	3	100	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE	4.750% 3/1410768AC9	37219	37500000	PRN	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HANSEN NAT CORP	COM	411310105	246863	5573839	SH	DEFINE
HANSEN NAT CORP	COM	411310105	22805	514910	SH	DEFINE
HANSEN NAT CORP	COM	411310105	27	610	SH	DEFINE
HANSEN NAT CORP	COM	411310105	485	10960	SH	DEFINE
HANSEN NAT CORP	COM	411310105	176	3970	SH	DEFINE
HANSEN NAT CORP	COM	411310105	2849	64337	SH	DEFINE
HARDINGE INC	COM	412324303	11600	691300	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	24674	528230	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	23355	500000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	2570	55015	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	117	2500	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	109448	2343155	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	6413	137296	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	250444	5361680	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	12082	163940	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	35	475	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	18	240	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	323	4380	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	125	1700	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	3	38	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	6186	600000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	317811	5070378	SH	DEFINE
HARRIS CORP DEL	COM	413875105	33166	529134	SH	DEFINE
HARRIS CORP DEL	COM	413875105	2883	46000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	3668	58523	SH	DEFINE
HARTE-HANKS INC	COM	416196103	826	47750	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	37	423	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	15358	176140	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	2093	24000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	202801	2326025	SH	DEFINE
HASBRO INC	COM	418056107	41767	1632800	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	12395	1378700	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	53282	2340000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	37	1625	SH	DEFINE
HCP INC	COM	40414L109	22183	637800	SH	DEFINE
HCP INC	COM	40414L109	226	6500	SH	DEFINE
HCP INC	COM	40414L109	2222	63900	SH	DEFINE
HCP INC	COM	40414L109	7741	224041	SH	DEFINE
HCP INC	COM	40414L109	52	1506	SH	DEFINE
HCP INC	COM	40414L109	522	15000	SH	DEFINE
HEADWATERS INC	COM	42210P102	2871	244300	SH	DEFINE
HEADWATERS INC	NOTE	2.875% 6/042210PAB8	10075	12120000	PRN	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	50	8362	SH	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	592	99060	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	12446	587625	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	14223	671543	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	6044	287819	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	3545	168800	SH	DEFINE
HEALTHWAYS INC	COM	422245100	10486	179430	SH	DEFINE
HEALTHWAYS INC	COM	422245100	4780	81800	SH	DEFINE
HEALTHWAYS INC	COM	422245100	386	6600	SH	DEFINE
HEALTHWAYS INC	COM	422245100	222	3800	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7090	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	17	1181	SH	DEFINE
HEARTLAND PMT SYS INC	COM	42235N108	11586	432300	SH	DEFINE
HEINZ H J CO	COM	423074103	11525	246898	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	9384	899200	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	49955	1203745	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	31439	757759	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	9201	221748	SH	DEFINE
HERBALIFE LTD	COM USD SHS	G4412G101	967	24003	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	4174	175520	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HERCULES OFFSHORE INC	COM	427093109	309	13000	SH	DEFINE
HERSHEY CO	COM	427866108	1459	37043	SH	DEFINE
HERSHEY CO	COM	427866108	22316	566400	SH	DEFINE
HERSHEY CO	COM	427866108	1069	27121	SH	DEFINE
HESS CORP	COM	42809H107	2330	23105	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3983	78900	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	93316	1848570	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	58368	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	27222	539255	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	0	4	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	539	10687	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	8735	437200	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	35758	1789668	SH	DEFINE
HILLENBRAND INDS INC	COM	431573104	198478	3561414	SH	DEFINE
HILLENBRAND INDS INC	COM	431573104	1321	23700	SH	DEFINE
HILLENBRAND INDS INC	COM	431573104	179453	3220031	SH	DEFINE
HILLENBRAND INDS INC	COM	431573104	78	1400	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	3525	73800	SH	DEFINE
HOLOGIC INC	COM	436440101	147712	2151982	SH	DEFINE
HOLOGIC INC	COM	436440101	2367	34482	SH	DEFINE
HOME DEPOT INC	COM	437076102	40601	1507100	SH	DEFINE
HOME DEPOT INC	COM	437076102	14940	554575	SH	DEFINE
HOME DEPOT INC	COM	437076102	135	5000	SH	DEFINE
HOME DEPOT INC	COM	437076102	407354	15121977	SH	DEFINE
HOME DEPOT INC	COM	437076102	1174	44565	SH	DEFINE
HOME DEPOT INC	COM	437076102	1823	67651	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1937	58460	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	34695	563500	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	32481	527547	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	2709	44000	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	1756	28518	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	308	5000	SH	DEFINE
HOOVER FURNITURE CORP	COM	439038100	37414	1861400	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	2893	64300	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	6630	147500	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	373	8300	SH	DEFINE
HOSPIRA INC	COM	441060100	1706	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	1299	30469	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	293	9085	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	129	4000	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	19206	1127136	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	313	18371	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	1571	92200	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	7394	437095	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	48	2835	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	407	23900	SH	DEFINE
HOT TOPIC INC	COM	441339108	11119	1910500	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	4909	347069	SH	DEFINE
HOVNANIAN ENTERPRISES INC	CL A	442487203	18328	2556220	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	3804	45444	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	956	11415	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	28329	338413	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	1784	21315	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	368	8900	SH	DEFINE
HUB GROUP INC	CL A	443320106	5683	213810	SH	DEFINE
HUB GROUP INC	CL A	443320106	372	14000	SH	DEFINE
HUB GROUP INC	CL A	443320106	290	10900	SH	DEFINE
HUBBELL INC	CL B	443510201	993	19245	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	13518	900000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	838	55783	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	426236	28380012	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	3630	347700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HUMAN GENOME SCIENCES INC	COM	444903108	25	2398	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1645	59700	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	26310	954992	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	4	132	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	24207	487800	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	45830	568400	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	7829	97102	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	524	6500	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P300	8079	300100	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P300	94	3500	SH	DEFINE
ICICI BK LTD	ADR	45104G104	18982	308655	SH	DEFINE
ICICI BK LTD	ADR	45104G104	7361	119699	SH	DEFINE
ICICI BK LTD	ADR	45104G104	11752	191091	SH	DEFINE
ICICI BK LTD	ADR	45104G104	59893	973876	SH	DEFINE
IDACORP INC	COM	451107106	15941	452600	SH	DEFINE
IDAHO GEN MINES INC	COM	370373102	1167	100000	SH	DEFINE
IDEARC INC	COM	451663108	185	10512	SH	DEFINE
IDEARC INC	COM	451663108	1	30	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	817	302700	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	9932	185500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	53540	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	5472	102202	SH	DEFINE
IMPERIAL CAP BANCORP INC	COM	452680101	8158	445796	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	871	15900	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	15035	273457	SH	DEFINE
IMS HEALTH INC	COM	449934108	369	16000	SH	DEFINE
IMS HEALTH INC	COM	449934108	11520	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1295	56195	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	10323	1485051	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	5677	816850	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	418	60100	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	1390	200000	SH	DEFINE
INDIA FD INC	COM	454089103	2868	46060	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	1	72	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	30198	2594355	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	14757	1267764	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	2461	54260	SH	DEFINE
ING GROUP N V	SPONSORED ADR	456837103	2080	53460	SH	DEFINE
ING GROUP N V	SPONSORED ADR	456837103	5956	153074	SH	DEFINE
ING GROUP N V	SPONSORED ADR	456837103	29889	768152	SH	DEFINE
ING GROUP N V	SPONSORED ADR	456837103	1650	42395	SH	DEFINE
ING GROUP N V	SPONSORED ADR	456837103	233	6000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	46563	1002000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1724	37095	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	367	7900	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	4741	793661	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	53	8860	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1461	124560	SH	DEFINE
INSURED MUN INCOME FD	COM	45809F104	165	13000	PRN	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	20676	400000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	37	725	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	1696	33001	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	1946	37651	SH	DEFINE
INTEL CORP	COM	458140100	1333	50000	SH	DEFINE
INTEL CORP	COM	458140100	118575	4447820	SH	DEFINE
INTEL CORP	COM	458140100	25860	970000	SH	DEFINE
INTEL CORP	COM	458140100	90630	3399465	SH	DEFINE
INTEL CORP	COM	458140100	3226	121000	SH	DEFINE
INTEL CORP	COM	458140100	47	1770	SH	DEFINE
INTEL CORP	COM	458140100	3467	130970	SH	DEFINE
INTEL CORP	COM	458140100	275	10300	SH	DEFINE
INTEL CORP	COM	458140100	4606	172753	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INTEL CORP	COM		458140100	480	18000	SH	DEFINE
INTEL CORP	SDCV	2.950%12/14	458140AD2	3750	3450000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM		45865V100	4884	25370	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM		45865V100	308	1600	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM		45865V100	424	2200	SH	DEFINE
INTERMEC INC	COM		458786100	21	1041	SH	DEFINE
INTERMEC INC	COM		458786100	7899	388824	SH	DEFINE
INTERNAP NETWORK SVCS CORP	COM	PAR \$.001	45885A300	30477	3658738	SH	DEFINE
INTERNAP NETWORK SVCS CORP	COM	PAR \$.001	45885A300	197	23600	SH	DEFINE
INTERNAP NETWORK SVCS CORP	COM	PAR \$.001	45885A300	1	152	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	10709	99070	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	18871	174550	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	62698	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	141464	1308643	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	34	310	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	7964	73605	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	195	1800	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	1713	15847	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM		459200101	432	4000	SH	DEFINE
INTERNATIONAL FLAVORS&FRAGRA	COM		459506101	221	4600	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM		459902102	114996	2617709	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM		459902102	7434	169214	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM		459902102	220	5000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM		459902102	1671	38044	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM		459902102	1274	29000	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM	NEW	460321201	9701	445000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	406	50025	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	3019	372270	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	431	53110	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	46626	5749207	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	564	69600	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	385430	47525283	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM		460690100	6268	772881	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM		460919103	1162	370000	SH	DEFINE
INTVOICE INC NEW	COM		461142101	15641	1956596	SH	DEFINE
INTL PAPER CO	COM		460146103	77	2390	SH	DEFINE
INTL PAPER CO	COM		460146103	1044	32252	SH	DEFINE
INTL PAPER CO	COM		460146103	527563	16293250	SH	DEFINE
INTL PAPER CO	COM		460146103	7708	238039	SH	DEFINE
INTL PAPER CO	COM		460146103	269759	8331043	SH	DEFINE
INTUIT	COM		461202103	2562	81050	SH	DEFINE
INTUITIVE SURGICAL INC	COM	NEW	46120E602	1623	5000	SH	DEFINE
INTUITIVE SURGICAL INC	COM	NEW	46120E602	21	65	SH	DEFINE
INTUITIVE SURGICAL INC	COM	NEW	46120E602	13	41	SH	DEFINE
INVESCO LTD	SHS		G491BT108	9707	309350	SH	DEFINE
INVESCO LTD	SHS		G491BT108	85	2700	SH	DEFINE
INVESCO LTD	SHS		G491BT108	16632	530775	SH	DEFINE
INVESCO LTD	SHS		G491BT108	12462	397192	SH	DEFINE
INVESCO LTD	SHS		G491BT108	1117	35585	SH	DEFINE
INVESCO LTD	SHS		G491BT108	542147	17276848	SH	DEFINE
INVESCO LTD	SHS		G491BT108	252258	8038811	SH	DEFINE
INVESCO LTD	SHS		G491BT108	1470	46843	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM		46145F105	9682	203440	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM		46145F105	576	12100	SH	DEFINE
INVESTTOOLS INC	COM		46145P103	10045	566210	SH	DEFINE
INVESTTOOLS INC	COM		46145P103	559	31500	SH	DEFINE
INVITROGEN CORP	COM		46185R100	2350	25158	SH	DEFINE
INVITROGEN CORP	COM		46185R100	1166	12480	SH	DEFINE
IOMAI CORP	COM		46202P103	366	345400	SH	DEFINE
IOMAI CORP	COM		46202P103	133	125000	SH	DEFINE
ION GEOPHYSICAL CORP	COM		462044108	4523	286660	SH	DEFINE
ION GEOPHYSICAL CORP	COM		462044108	24	1500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ION GEOPHYSICAL CORP	COM	462044108	19792	1254250	SH	DEFINE
ION GEOPHYSICAL CORP	COM	462044108	2449	155180	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	105745	3662800	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	21182	733716	SH	DEFINE
IRON MTN INC	COM	462846106	12882	347962	SH	DEFINE
IRON MTN INC	COM	462846106	670	18100	SH	DEFINE
IRWIN FINL CORP	COM	464119106	6191	842260	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	408	4950	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	451	33954	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	1673	76300	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	4065	63035	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2827	26720	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	4556	26730	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	9358	63773	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	564	5588	PRN	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	43076	286602	SH	DEFINE
ISHARES TR	S&P/TOPIX 150	464287382	208	1800	SH	DEFINE
ISHARES TR	S&P 500 VALUE	464287408	268	3500	SH	DEFINE
ISHARES TR	20+ YR TRS BD	464287432	210	2261	SH	DEFINE
ISHARES TR	7-10 YR TRS BD	464287440	534	6135	PRN	DEFINE
ISHARES TR	1-3 YR TRS BD	464287457	290	3524	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	36265	461974	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	10209	130055	SH	DEFINE
ISHARES TR	RUSSELL MCP GR	464287481	3024	26536	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	1608	18930	SH	DEFINE
ISHARES TR	COHEN&ST RLTY	464287564	409	5158	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	80	1000	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	148	1848	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287630	2164	30700	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	142	1700	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	24795	297012	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	481	6340	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	375	4440	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	489	4775	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	374	5758	SH	DEFINE
ISHARES TR	S&P EURO PLUS	464287861	240	2100	SH	DEFINE
ISTA PHARMACEUTICALS INC	COM NEW	45031X204	2067	421800	SH	DEFINE
ISTAR FINL INC	COM	45031U101	314066	12056470	SH	DEFINE
ISTAR FINL INC	COM	45031U101	1097	42130	SH	DEFINE
ISTAR FINL INC	COM	45031U101	521	20000	SH	DEFINE
ISTAR FINL INC	COM	45031U101	193	7400	SH	DEFINE
ISTAR FINL INC	COM	45031U101	3371	129401	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	312346	350950000	PRN	DEFINE
ITRON INC	COM	465741106	8520	88780	SH	DEFINE
ITRON INC	COM	465741106	614	6400	SH	DEFINE
ITT CORP NEW	COM	450911102	2522	38189	SH	DEFINE
ITT CORP NEW	COM	450911102	297	4500	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	8905	804459	SH	DEFINE
IVAX CORP	NOTE	4.500% 5/1465823AG7	5238	5000000	PRN	DEFINE
IXIA	COM	45071R109	25110	2648700	SH	DEFINE
IXIA	COM	45071R109	7172	756520	SH	DEFINE
IXIA	COM	45071R109	462	48700	SH	DEFINE
IXIA	COM	45071R109	19695	2077262	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	38652	553676	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	19	270	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	10	145	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	3571	37350	SH	DEFINE
JARDEN CORP	COM	471109108	3153	133550	SH	DEFINE
JARDEN CORP	COM	471109108	227	9600	SH	DEFINE
JARDEN CORP	COM	471109108	182	7700	SH	DEFINE
JER INVT TR INC	COM	46614H301	4207	390580	SH	DEFINE
JOHN HANCOCK BK &THRIFT OPP	SH BEN INT	409735107	10214	1650000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

JOHNSON & JOHNSON	COM	478160104	1856	27830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	926652	13892848	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	72103	1081000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	144227	2162332	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2535	38000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	84	1260	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	38489	577172	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	554	8300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3475	52106	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	2903	80540	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	17241	478260	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	43248	1200000	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	483	13400	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	29	800	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	446	12370	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	202	5600	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	95083	1336188	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	109	1525	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	1279	17975	SH	DEFINE
JOY GLOBAL INC	COM	481165108	3793	57625	SH	DEFINE
JOY GLOBAL INC	COM	481165108	5	77	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	440063	10081630	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	40750	933569	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	24	560	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	88	2010	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	22271	511327	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	30990	709975	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	3362	77018	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	9317	213446	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	9680	221759	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	76814	2313550	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1575	47450	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	2689	81000	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	32	960	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	564	16980	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	209	6300	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	300	9033	SH	DEFINE
JUNIPER NETWORKS INC	NOTE	6/148203RAC8	21661	13000000	PRN	DEFINE
K12 INC	COM	48273U102	2329	90000	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	13181	302389	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	87	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	41182	1199600	SH	DEFINE
KAYDON CORP	COM	486587108	6228	114200	SH	DEFINE
KAYDON CORP	COM	486587108	453	8300	SH	DEFINE
KB HOME	COM	48666K109	37409	1731900	SH	DEFINE
KB HOME	COM	48666K109	81	3750	SH	DEFINE
KB HOME	COM	48666K109	757	35030	SH	DEFINE
KBR INC	COM	48242W106	749	19293	SH	DEFINE
KELLOGG CO	COM	487836108	1012	19300	SH	DEFINE
KELLWOOD CO	COM	488044108	13079	786000	SH	DEFINE
KELLWOOD CO	COM	488044108	31484	1892050	SH	DEFINE
KELLY SVCS INC	CL A	488152208	43130	2311350	SH	DEFINE
KENEXA CORP	COM	488879107	1864	96000	SH	DEFINE
KENNAMETAL INC	COM	489170100	50509	1334100	SH	DEFINE
KENNAMETAL INC	COM	489170100	5291	139750	SH	DEFINE
KENNAMETAL INC	COM	489170100	6	152	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	27640	3290340	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	4918	585290	SH	DEFINE
KEYCORP NEW	COM	493267108	272	11610	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	5825	84000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4484	64664	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	25644	704500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KIMCO REALTY CORP	COM	49446R109	499	13700	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	2144	58900	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	8884	245284	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	76	2080	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	539	14800	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	9449	175018	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	270	5000	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	621	26171	SH	CALL DEFINE
KINDRED HEALTHCARE INC	COM	494580103	179389	7559334	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	206	11200	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	124447	2584030	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1686	35000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	36	738	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	19	390	SH	DEFINE
KNOT INC	COM	499184109	4567	286540	SH	DEFINE
KNOT INC	COM	499184109	367	23000	SH	DEFINE
KNOT INC	COM	499184109	135	8500	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6180	515000	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	5513	459439	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3794	316020	SH	DEFINE
KOHL'S CORP	COM	500255104	2624	57295	SH	DEFINE
KONGZHONG CORP	SPONSORED ADR	50047P104	1565	257000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	828	19370	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	3	68	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	17956	420034	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	37560	878586	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	14861	347624	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	440	6000	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	2166	29219	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	1395	19027	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	13198	180010	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	9467	129121	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	20186	275317	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	624	8514	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	83324	1136440	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	183227	2499011	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	1237	16877	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	30	1450	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	1	55	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	10434	500415	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	3993	191500	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	10866	521173	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	5129	1423391	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	810	225000	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	13	403	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	5461	167351	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	196	6000	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	339540	10405799	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	21841	669366	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	3361	103000	SH	DEFINE
KROGER CO	COM	501044101	384	14375	SH	DEFINE
KROGER CO	COM	501044101	244944	9170548	SH	DEFINE
KROGER CO	COM	501044101	26600	995887	SH	DEFINE
KROGER CO	COM	501044101	31781	1189850	SH	DEFINE
KROGER CO	COM	501044101	5283	197800	SH	DEFINE
K-SWISS INC	CL A	482686102	1034	57120	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	30	1160	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	10443	404760	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	3027	117332	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	34333	1330742	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	7182	278361	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	5724	221853	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KT CORP	SPONSORED ADR	48268K101	677422	26256668	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	68562	2657450	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	9750	92030	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2437	23000	SH	DEFINE
LA Z BOY INC	COM	505336107	27419	3457600	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	598	7915	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	0	3	SH	DEFINE
LADISH INC	COM NEW	505754200	864	20000	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	80860	1870460	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	48	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	161	3729	SH	DEFINE
LAMAR ADVERTISING CO	CL A	512815101	402	8360	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	9436	295800	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	57	1800	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	711	22300	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	2698	84842	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	201	6300	SH	DEFINE
LATIN AMER EQUITY FD INC NEW	COM	51827Q106	10504	222015	SH	DEFINE
LATIN AMER EQUITY FD INC NEW	COM	51827Q106	73	1547	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	8223	188560	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	3838	78000	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	207	4200	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	9020	193400	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	28	600	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	2910	432360	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	39898	5928400	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	1381	205220	SH	DEFINE
LEAR CORP	COM	521865105	103719	3749951	SH	DEFINE
LEAR CORP	COM	521865105	3854	139338	SH	DEFINE
LEAR CORP	COM	521865105	636	23000	SH	DEFINE
LEAR CORP	COM	521865105	47254	1708388	SH	DEFINE
LEAR CORP	COM	521865105	645	23330	SH	DEFINE
LECG CORP	COM	523234102	15527	1031012	SH	DEFINE
LEGG MASON INC	COM	524901105	3532	48289	SH	DEFINE
LEGG MASON INC	COM	524901105	2176	29750	SH	DEFINE
LEGG MASON INC	COM	524901105	192262	2628545	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	79052	4532800	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	4776	273840	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	1239	71070	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	9564	548369	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	38	2200	SH	DEFINE
LEHMAN BROS HLDGS INC	COM	524908100	4198	64150	SH	DEFINE
LEHMAN BROS HLDGS INC	COM	524908100	3594	54915	SH	DEFINE
LENNAR CORP	CL A	526057104	8700	486300	SH	DEFINE
LENNAR CORP	CL B	526057302	797	48000	SH	DEFINE
LENOX INTL INC	COM	526107107	36077	871000	SH	DEFINE
LEUCADIA NATL CORP	COM	527288104	935	19859	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	527288AX2	7821	3600000	PRN	DEFINE
LEXINGTON REALTY TRUST	PFD CONV SER C	529043309	9604	250000	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	245	7020	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	80	2300	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	159796	4583729	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	15	430	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	484	13890	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	1246	35740	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	6194	177680	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	3247	82855	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	530715AN1	5979	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	530715AR2	7587	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	763	39982	SH	DEFINE
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	844	7244	SH	DEFINE
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	337864	2900380	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LIBERTY PPTY TR	SH BEN INT	531172104	4861	168742	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	39	1365	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	5647	113660	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	378	7600	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	776	26100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	5015	168620	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	0	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	29	980	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	24067	809260	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	187	6300	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	393	13200	SH	DEFINE
LILLY ELI & CO	COM	532457108	21356	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	6499	121734	SH	DEFINE
LILLY ELI & CO	COM	532457108	368	6891	SH	DEFINE
LILLY ELI & CO	COM	532457108	11	200	SH	DEFINE
LILLY ELI & CO	COM	532457108	359	6720	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	463	24450	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	189	10000	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	24183	415369	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	233	4000	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	13837	3899654	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	13628	1446700	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	5556	589800	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	452	48000	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	250	26500	SH	DEFINE
LIONS GATE ENTMNT CORP	NOTE 3.625% 3/1	535919AG9	9750	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	178	8746	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	631	31000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	108	5320	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	9963	489590	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	1249	33185	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	52630	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	9349	88822	SH	DEFINE
LOEWS CORP	COM	540424108	571	11344	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	121523	3316680	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	5496	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1885	51450	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2829	77223	SH	DEFINE
LOWES COS INC	COM	548661107	17814	787548	SH	DEFINE
LOWES COS INC	COM	548661107	5319	235130	SH	DEFINE
LOWES COS INC	NOTE 2/1	548661CF2	9690	13000000	PRN	DEFINE
LSI CORPORATION	COM	502161102	3	503	SH	DEFINE
LSI CORPORATION	COM	502161102	306874	57795368	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	3316	70000	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	1511	31900	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	99	2100	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3201	101650	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	19335	614000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	945	30000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1197	38000	SH	DEFINE
M & T BK CORP	COM	55261F104	226	2775	SH	DEFINE
M D C HLDGS INC	COM	552676108	64098	1726300	SH	DEFINE
M/I HOMES INC	COM	55305B101	22155	2110000	SH	DEFINE
MACERICH CO	COM	554382101	9899	139300	SH	DEFINE
MACERICH CO	COM	554382101	1194	16800	SH	DEFINE
MACERICH CO	COM	554382101	71	1000	SH	DEFINE
MACQUARIE INFRASTR CO LLC	MEMBERSHIP INT	55608B105	1243	30660	SH	DEFINE
MACYS INC	COM	55616P104	363	14030	SH	DEFINE
MACYS INC	COM	55616P104	5826	225184	SH	DEFINE
MACYS INC	COM	55616P104	155	6000	SH	DEFINE
MANITOWOC INC	COM	563571108	14600	299000	SH	DEFINE
MANITOWOC INC	COM	563571108	21	440	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MANNKIND CORP	COM	56400P201	7222	907300	SH	DEFINE
MANNKIND CORP	COM	56400P201	33	4100	SH	DEFINE
MANPOWER INC	COM	56418H100	1575	27675	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	40750	1000000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	328	8054	SH	DEFINE
MARATHON OIL CORP	COM	565849106	16832	276300	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2789	45829	SH	DEFINE
MARATHON OIL CORP	COM	565849106	304	5000	SH	DEFINE
MARCHEX INC	CL B	56624R108	9731	896000	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	72307	3160610	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	231	10080	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	19355	846172	SH	DEFINE
MARKETAXESS HLDGS INC	COM	57060D108	3917	305300	SH	DEFINE
MARKETAXESS HLDGS INC	COM	57060D108	359	28000	SH	DEFINE
MARKETAXESS HLDGS INC	COM	57060D108	250	19500	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	118	3440	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	1224	35800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	21993	830850	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	276	10443	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14	540	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	101	3800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	922	34846	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	988	37301	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	2767	20867	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	432	30916	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	209	14950	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	3	207	SH	DEFINE
MASCO CORP	COM	574599106	2788	129000	SH	DEFINE
MASCO CORP	COM	574599106	23299	1078150	SH	DEFINE
MASCO CORP	COM	574599106	196	9048	SH	DEFINE
MASCO CORP	COM	574599106	13	600	SH	DEFINE
MASCO CORP	COM	574599106	3	135	SH	DEFINE
MASIMO CORP	COM	574795100	2375	60200	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	29330	136290	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	104	484	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	12	605	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	249	12450	SH	DEFINE
MATTEL INC	COM	577081102	33	1735	SH	DEFINE
MATTEL INC	COM	577081102	363227	19078089	SH	DEFINE
MATTEL INC	COM	577081102	2437	127986	SH	DEFINE
MATTEL INC	COM	577081102	19544	1026447	SH	DEFINE
MATTEL INC	COM	577081102	568	29831	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	5428	193940	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	392	14000	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	182	6500	SH	DEFINE
MAXCOM TELECOMUNICACIONES SA	ADR REP PR CTF	57773A508	1191	93700	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	223292	8432460	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	1893	71500	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	166927	6304611	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	2056	77661	SH	DEFINE
MBIA INC	COM	55262C100	15183	815000	SH	DEFINE
MBIA INC	COM	55262C100	331	17770	SH	DEFINE
MBIA INC	COM	55262C100	1	40	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	97641	2575595	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	328	8659	SH	DEFINE
MCDERMOTT INTL INC	COM	580037109	477	8080	SH	DEFINE
MCDONALDS CORP	COM	580135101	5685	96500	SH	DEFINE
MCDONALDS CORP	COM	580135101	19147	325022	SH	DEFINE
MCDONALDS CORP	COM	580135101	9703	164722	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	19316	440896	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	21595	1649750	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	2	189	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MCMORAN EXPLORATION CO	PFD MAND CNV	582411500	20326	200000	SH	DEFINE
MDU RES GROUP INC	COM	552690109	537	19438	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	50258	1605700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	274656	8774873	SH	DEFINE
MEDAREX INC	COM	583916101	1031	98900	SH	DEFINE
MEDASSETS INC	COM	584045108	8379	350000	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1704	16800	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4892	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	18784	185251	SH	DEFINE
MEDICINES CO	COM	584688105	15603	814443	SH	DEFINE
MEDICINES CO	COM	584688105	2	100	SH	DEFINE
MEDICINES CO	COM	584688105	46	2410	SH	DEFINE
MEDTRONIC INC	COM	585055106	28375	564565	SH	DEFINE
MEDTRONIC INC	COM	585055106	3016	60000	SH	DEFINE
MEDTRONIC INC	COM	585055106	51965	1033725	SH	DEFINE
MEDTRONIC INC	COM	585055106	28	560	SH	DEFINE
MEDTRONIC INC	COM	585055106	6192	123171	SH	DEFINE
MEDTRONIC INC	COM	585055106	211	4200	SH	DEFINE
MEDTRONIC INC	COM	585055106	447	8884	SH	DEFINE
MEDTRONIC INC	COM	585055106	452	9000	SH	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055AL0	4258	4000000	PRN	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	17565	198500	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	14831	549700	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	47706	1768217	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	917	33976	SH	DEFINE
MENTOR CORP MINN	COM	587188103	774	19800	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	15241	206300	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	5301	71750	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	1004	55899	SH	DEFINE
MERCER INTL INC	COM	588056101	18935	2418200	SH	DEFINE
MERCK & CO INC	COM	589331107	2772	47700	SH	DEFINE
MERCK & CO INC	COM	589331107	826855	14229130	SH	DEFINE
MERCK & CO INC	COM	589331107	29055	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	146496	2521020	SH	DEFINE
MERCK & CO INC	COM	589331107	18774	322764	SH	DEFINE
MERCK & CO INC	COM	589331107	5920	101870	SH	DEFINE
MERCK & CO INC	COM	589331107	35890	617620	SH	DEFINE
MERCK & CO INC	COM	589331107	195460	3363746	SH	DEFINE
MERCK & CO INC	COM	589331107	1869	32158	SH	DEFINE
MERCK & CO INC	COM	589331107	2808	48315	SH	DEFINE
MERCK & CO INC	COM	589331107	861336	14822503	SH	DEFINE
MERCK & CO INC	COM	589331107	63828	1098402	SH	DEFINE
MERCK & CO INC	COM	589331107	1903	32749	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	27909	560319	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	115	2300	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	41554	774250	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	5006	93258	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	4604	85771	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	2672	50370	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	36708	683828	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	2388	44483	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	95861	1785779	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1064	19821	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	738	13747	SH	DEFINE
MERRILL LYNCH & CO INC	NOTE	3/1590188W46	30734	28235000	PRN	DEFINE
MESA AIR GROUP INC	COM	590479101	1391	450000	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	14	4600	SH	DEFINE
METAL MGMT INC	COM NEW	591097209	4654	102220	SH	DEFINE
METAL MGMT INC	COM NEW	591097209	273	6000	SH	DEFINE
METAVANTE TECHNOLOGIES INC	COM	591407101	315	13509	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	11074	673459	SH	DEFINE
METLIFE INC	COM	59156R108	28216	457900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

METLIFE INC	COM		59156R108	2331	37835	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	137086	7048140	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	1913	98336	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	53497	470100	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	133856	1176240	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	5690	50000	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM		592688105	19032	167210	SH	DEFINE
MEXICO FD INC	COM		592835102	21790	620800	SH	DEFINE
MGIC INVT CORP WIS	COM		552848103	17013	758500	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	233466	7430588	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	9613	305955	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	276	8800	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	25	810	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	2548	81585	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	3339	106264	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	251	8000	SH	DEFINE
MICRON TECHNOLOGY INC	NOTE	1.875% 6/05	595112AH6	16025	20000000	PRN	DEFINE
MICROS SYS INC	COM		594901100	18880	269100	SH	DEFINE
MICROSEMI CORP	COM		595137100	234138	10575492	SH	DEFINE
MICROSEMI CORP	COM		595137100	6754	305040	SH	DEFINE
MICROSEMI CORP	COM		595137100	465	21000	SH	DEFINE
MICROSEMI CORP	COM		595137100	37	1690	SH	DEFINE
MICROSEMI CORP	COM		595137100	306	13830	SH	DEFINE
MICROSEMI CORP	COM		595137100	241	10900	SH	DEFINE
MICROSEMI CORP	COM		595137100	19992	902914	SH	DEFINE
MICROSOFT CORP	COM		594918104	6159	173000	SH	DEFINE
MICROSOFT CORP	COM		594918104	133909	3761408	SH	DEFINE
MICROSOFT CORP	COM		594918104	41830	1175000	SH	DEFINE
MICROSOFT CORP	COM		594918104	111858	3142076	SH	DEFINE
MICROSOFT CORP	COM		594918104	1027790	28870251	SH	DEFINE
MICROSOFT CORP	COM		594918104	30391	851840	SH	DEFINE
MICROSOFT CORP	COM		594918104	13771	386830	SH	DEFINE
MICROSOFT CORP	COM		594918104	43847	1231545	SH	DEFINE
MICROSOFT CORP	COM		594918104	252729	7097821	SH	DEFINE
MICROSOFT CORP	COM		594918104	8884	249564	SH	DEFINE
MICROSOFT CORP	COM		594918104	3240	91020	SH	DEFINE
MICROSOFT CORP	COM		594918104	2281324	64082127	SH	DEFINE
MICROSOFT CORP	COM		594918104	82416	2315056	SH	DEFINE
MICROSOFT CORP	COM		594918104	2920	82030	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	10948	1676600	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	6139	940140	SH	DEFINE
MICROTUNE INC DEL	COM		59514P109	503	77000	SH	DEFINE
MIDCAP SPDR TR	UNIT	SER 1	595635103	5350	34495	SH	DEFINE
MIDLAND CO	COM		597486109	24906	385000	SH	DEFINE
MILLENNIUM PHARMACEUTICALS I	COM		599902103	81297	5427070	SH	DEFINE
MILLENNIUM PHARMACEUTICALS I	COM		599902103	12	800	SH	DEFINE
MILLENNIUM PHARMACEUTICALS I	COM		599902103	1444	96364	SH	DEFINE
MILLIPORE CORP	COM		601073109	2972	40610	SH	DEFINE
MILLIPORE CORP	COM		601073109	29272	400000	SH	DEFINE
MILLIPORE CORP	COM		601073109	434	5929	SH	DEFINE
MILLIPORE CORP	COM		601073109	3271	44700	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON	ADR	602675100	864	20100	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON	ADR	602675100	17	400	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM		602720104	70507	1359300	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM		603158106	14048	209800	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM		603158106	13180	196807	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM		603158106	13180	196807	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED	ADR	606822104	37	4000	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED	ADR	606822104	2155	231000	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED	ADR	606822104	11914	1276919	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED	ADR	606822104	7232	775140	SH	DEFINE
MOBILE MINI INC	COM		60740F105	11649	628300	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED	ADR	607409109	3054	30000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	81	800	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	790	7760	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	114519	1125100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	134389	1320260	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	48129	472830	SH	DEFINE
MOLEX INC	COM	608554101	3999	146483	SH	DEFINE
MOLEX INC	COM	608554101	369	13531	SH	DEFINE
MOLEX INC	CL A	608554200	3848	146483	SH	DEFINE
MOLEX INC	CL A	608554200	75	2859	SH	DEFINE
MONACO COACH CORP	COM	60886R103	21986	2475900	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	43671	391000	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	25767	230700	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	2396	21451	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	52253	3071900	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	104	6100	SH	DEFINE
MOODYS CORP	COM	615369105	19207	538000	SH	DEFINE
MOODYS CORP	COM	615369105	1962	54969	SH	DEFINE
MOODYS CORP	COM	615369105	0	2	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2719	51200	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	126	2380	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	10937	205924	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5654	106459	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4055	76357	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	761	14320	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	46443	874465	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1631	30708	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1885	35499	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	10873	204717	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	730	13749	SH	DEFINE
MOSAIC CO	COM	61945A107	3774	40000	SH	DEFINE
MOSAIC CO	COM	61945A107	64	679	SH	DEFINE
MOTOROLA INC	COM	620076109	4128	257349	SH	DEFINE
MOTOROLA INC	COM	620076109	563025	35100819	SH	DEFINE
MOTOROLA INC	COM	620076109	1535	95719	SH	DEFINE
MSCI INC	CL A	55354G100	11501	299500	SH	DEFINE
MUELLER INDS INC	COM	624756102	71811	2477100	SH	DEFINE
MUELLER INDS INC	COM	624756102	290	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	12636	148900	SH	DEFINE
MURPHY OIL CORP	COM	626717102	1286	15158	SH	DEFINE
MURPHY OIL CORP	COM	626717102	3	31	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	6169	154235	SH	DEFINE
MYLAN LABS INC	COM	628530107	308	21928	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	82808	1783870	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	580	12500	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	7264	265140	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	3432	125290	SH	DEFINE
NACCO INDS INC	CL A	629579103	30504	305984	SH	DEFINE
NANOGEN INC	COM	630075109	7	20000	SH	DEFINE
NASDAQ STOCK MARKET INC	COM	631103108	1106	22341	SH	SOLE
NASH FINCH CO	COM	631158102	212	6000	SH	DEFINE
NASHUA CORP	COM	631226107	4159	357930	SH	DEFINE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	3116	225925	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	259	15746	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	6234	136670	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	438	9600	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	196	4300	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	10021	219659	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	14442	433302	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	8	255	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	8179	245346	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	256939	3497546	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	8317	113220	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NATIONAL OILWELL VARCO INC	COM	637071101	2690	36613	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	36371	495112	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	31936	154004	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	12300	392100	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1503	47900	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1823	58100	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	7650	244794	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	427	13600	SH	DEFINE
NAVTEQ CORP	COM	63936L100	3960	52380	SH	DEFINE
NAVTEQ CORP	COM	63936L100	90379	1195537	SH	DEFINE
NAVTEQ CORP	COM	63936L100	9911	131100	SH	DEFINE
NAVTEQ CORP	COM	63936L100	231263	3059040	SH	DEFINE
NEC CORP	ADR	629050204	67	14925	SH	DEFINE
NETFLIX INC	COM	64110L106	1125	42250	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	29927	929400	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	6162	191360	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	412	12800	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	77493	3104600	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	5057	202585	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	38	1540	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	678	27160	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	225	9000	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	892	35733	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	225	9000	SH	DEFINE
NEUSTAR INC	CL A	64126X201	2039	71100	SH	DEFINE
NEUSTAR INC	CL A	64126X201	1131	39450	SH	DEFINE
NEUSTAR INC	CL A	64126X201	5	169	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	17	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	2723	135000	SH	DEFINE
NEW JERSEY RES	COM	646025106	203	4050	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	2451	30410	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	5529	315380	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	228	13000	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	232	8970	SH	DEFINE
NEWFIELD EXPL CO	COM	651290108	2108	40000	SH	DEFINE
NEWFIELD EXPL CO	COM	651290108	353	6700	SH	DEFINE
NEWFIELD EXPL CO	COM	651290108	5	93	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	35192	720714	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1957	40081	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	366	7500	SH	DEFINE
NEWPARK RES INC	COM PAR \$.01NEW	651718504	1538	282190	SH	DEFINE
NEWS CORP	CL A	65248E104	12623	616052	SH	DEFINE
NEWS CORP	CL A	65248E104	8707	424943	SH	DEFINE
NEWS CORP	CL A	65248E104	1000381	48823675	SH	DEFINE
NEWS CORP	CL A	65248E104	24645	1201886	SH	DEFINE
NEWS CORP	CL A	65248E104	28656	1398550	SH	DEFINE
NEWS CORP	CL A	65248E104	148617	7255969	SH	DEFINE
NEWS CORP	CL A	65248E104	3764	183683	SH	DEFINE
NEWS CORP	CL A	65248E104	2766	135015	SH	DEFINE
NEWS CORP	CL A	65248E104	1494426	72934422	SH	DEFINE
NEWS CORP	CL A	65248E104	120830	5897024	SH	DEFINE
NEWS CORP	CL A	65248E104	1878	91674	SH	DEFINE
NEWS CORP	CL B	65248E203	8495	399762	SH	DEFINE
NEWS CORP	CL B	65248E203	2125	100000	SH	DEFINE
NEWS CORP	CL B	65248E203	7262	341750	SH	DEFINE
NEWS CORP	CL B	65248E203	3811	179336	SH	DEFINE
NEWSTAR FINANCIAL INC	COM	65251F105	7064	853100	SH	DEFINE
NIGHTHAWK RADIOLOGY HLDGS IN	COM	65411N105	834	39600	SH	DEFINE
NIGHTHAWK RADIOLOGY HLDGS IN	COM	65411N105	5207	247366	SH	DEFINE
NIGHTHAWK RADIOLOGY HLDGS IN	COM	65411N105	379	18000	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	267759	5541510	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	152	3150	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NII HLDGS INC	CL B NEW	62913F201	19	400	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	335	6930	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	116	2400	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	2001	41421	SH	DEFINE
NIKE INC	CL B	654106103	2518	39200	SH	DEFINE
NIKE INC	CL B	654106103	16148	251371	SH	DEFINE
NIKE INC	CL B	654106103	5801	90300	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	62	2500	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	305	12383	SH	DEFINE
NISOURCE INC	COM	65473P105	96339	5100000	SH	DEFINE
NISOURCE INC	COM	65473P105	240	12703	SH	DEFINE
NISOURCE INC	COM	65473P105	38	2030	SH	DEFINE
NISOURCE INC	COM	65473P105	1262	66820	SH	DEFINE
NISSAN MOTORS	SPONSORED ADR	654744408	50	2300	SH	DEFINE
NISSAN MOTORS	SPONSORED ADR	654744408	15332	705883	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	6692	118400	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	1446	25588	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	27898	493680	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	123359	1551160	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	660	8300	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	3397	42717	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	98212	2558307	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	22151	576998	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	461	12000	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	43	1110	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	805	20958	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	299	7800	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	3425	89210	SH	DEFINE
NOMURA HLDGS INC	SPONSORED ADR	65535H208	375	22414	SH	DEFINE
NOMURA HLDGS INC	SPONSORED ADR	65535H208	6535	390145	SH	DEFINE
NORDSON CORP	COM	655663102	71443	1232622	SH	DEFINE
NORDSTROM INC	COM	655664100	2296	62500	SH	DEFINE
NORDSTROM INC	COM	655664100	106159	2890260	SH	DEFINE
NORDSTROM INC	COM	655664100	4233	115250	SH	DEFINE
NORDSTROM INC	COM	655664100	1347	36975	SH	DEFINE
NORDSTROM INC	COM	655664100	4046	110146	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	72260	1432600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7058	139921	SH	DEFINE
NORSK HYDRO A S	SPONSORED ADR	656531605	1961	138100	SH	DEFINE
NORSK HYDRO A S	SPONSORED ADR	656531605	284	20000	SH	DEFINE
NORTEL NETWORKS CORP NEW	NOTE 4.250% 9/0	656568AB8	213567	216099000	PRN	DEFINE
NORTH AMERN ENERGY PARTNERS	COM	656844107	3921	289200	SH	DEFINE
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	340	10000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	49238	1572600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	31310	1000000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	106	3400	SH	DEFINE
NORTHERN TR CORP	COM	665859104	386	5047	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	78640	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	9472	120444	SH	DEFINE
NORTHROP GRUMMAN CORP	PFD SER B	666807300	5826	40000	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	550	59100	SH	DEFINE
NORTHWEST AIRLS CORP	COM	667280408	121705	8388213	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	12133	310000	SH	DEFINE
NORTHWESTERN CORP	COM NEW	668074305	46292	1569315	SH	DEFINE
NOVAGOLD RES INC	COM NEW	66987E206	1632	200000	SH	DEFINE
NOVAGOLD RES INC	COM NEW	66987E206	1	85	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4358	80243	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	282	5200	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	6374	117360	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	25183	463695	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	12439	229030	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8821	136000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOVO-NORDISK A S	ADR	670100205	148	2280	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	233	3600	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	2	36	SH	DEFINE
NSTAR	COM	67019E107	488	13480	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	122226	6543137	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	5554	297340	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	392	21000	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	295	15800	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1940	103848	SH	DEFINE
NUCOR CORP	COM	670346105	271032	4576689	SH	DEFINE
NUCOR CORP	COM	670346105	14960	252625	SH	DEFINE
NUCOR CORP	COM	670346105	107	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	522	38600	SH	DEFINE
NVIDIA CORP	COM	67066G104	72652	2135580	SH	DEFINE
NVIDIA CORP	COM	67066G104	348	10239	SH	DEFINE
NVR INC	COM	62944T105	73533	140330	SH	DEFINE
NVR INC	COM	62944T105	1556	2970	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	8130	105600	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	44619	579280	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	428	5564	SH	DEFINE
OCULUS INNOVATIVE SCIENCES I	COM	67575P108	191	47000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	3985	286500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	484	34792	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	2556	183759	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1	99	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	126	6100	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	4666	225863	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	8813	426560	SH	DEFINE
OGE ENERGY CORP	COM	670837103	218	6000	SH	DEFINE
OIL STS INTL INC	COM	678026105	33789	990300	SH	DEFINE
OIL STS INTL INC	COM	678026105	8344	244600	SH	DEFINE
OILSANDS QUEST INC	COM	678046103	975	238900	SH	DEFINE
OILSANDS QUEST INC	-W EXP 12/05/200	678046111	167	119450	SH	DEFINE
OLD REP INTL CORP	COM	680223104	286526	18593483	SH	DEFINE
OLD REP INTL CORP	COM	680223104	253165	16428510	SH	DEFINE
OLD REP INTL CORP	COM	680223104	60	3875	SH	DEFINE
OMEGA HEALTHCARE INVS INC	COM	681936100	1112	69260	SH	DEFINE
OMEGA HEALTHCARE INVS INC	COM	681936100	185	11550	SH	DEFINE
OMEGA HEALTHCARE INVS INC	COM	681936100	515	32100	SH	DEFINE
OMEGA HEALTHCARE INVS INC	COM	681936100	2132	133504	SH	DEFINE
OMEGA HEALTHCARE INVS INC	COM	681936100	144	9000	SH	DEFINE
OMNICARE INC	COM	681904108	1428	62600	SH	DEFINE
OMNICARE INC	COM	681904108	17924	785790	SH	DEFINE
OMNICARE INC	COM	681904108	3483	152680	SH	DEFINE
OMNICARE INC	COM	681904108	7970	349411	SH	DEFINE
OMNICARE INC	COM	681904108	741	32480	SH	DEFINE
OMNICARE INC	COM	681904108	1130	49560	SH	DEFINE
OMNICARE INC	BCV 3.250%12/1	681904AL2	11740	16000000	PRN	DEFINE
OMNICELL INC	COM	68213N109	5852	217310	SH	DEFINE
OMNICELL INC	COM	68213N109	404	15000	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	2954	62140	SH	DEFINE
OMNITURE INC	COM	68212S109	74612	2241270	SH	DEFINE
OMNITURE INC	COM	68212S109	208	6235	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	15504	990700	SH	DEFINE
ONEOK INC NEW	COM	682680103	201	4500	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	10706	192410	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	2080	37400	SH	DEFINE
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	4160	100000	SH	DEFINE
OPNEXT INC	COM	68375V105	5037	569200	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	127895	3781632	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	8507	251523	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	538	15900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

OPTIONSXPRESS HLDGS INC	COM	684010101	2245	66389	SH	DEFINE
ORACLE CORP	COM	68389X105	68764	3045340	SH	DEFINE
ORACLE CORP	COM	68389X105	11290	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	10990	486714	SH	DEFINE
ORACLE CORP	COM	68389X105	24040	1061570	SH	DEFINE
ORACLE CORP	COM	68389X105	9765	432450	SH	DEFINE
ORACLE CORP	COM	68389X105	1590	70400	SH	DEFINE
ORACLE CORP	COM	68389X105	98512	4360174	SH	DEFINE
ORACLE CORP	COM	68389X105	4360	193074	SH	DEFINE
ORACLE CORP	COM	68389X105	2968	131430	SH	DEFINE
ORACLE CORP	COM	68389X105	1612278	71402937	SH	DEFINE
ORACLE CORP	COM	68389X105	59856	2650857	SH	DEFINE
ORACLE CORP	COM	68389X105	2049	90750	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	108352	4418920	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	8469	345391	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	530	21600	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	697	39700	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	10788	614700	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	2789	158900	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	5778	405200	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	214	15000	SH	DEFINE
OREZONE RES INC	COM	685921108	10276	8492000	SH	DEFINE
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	17279	300400	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	47525	1005600	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	697	14755	SH	DEFINE
OUTDOOR CHANNEL HLDGS INC	COM NEW	690027206	1400	202900	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	103614	1392100	SH	DEFINE
OWENS & MINOR INC NEW	COM	690732102	11187	263660	SH	DEFINE
OWENS CORNING NEW	COM	690742101	93200	4609855	SH	DEFINE
OWENS CORNING NEW	COM	690742101	46930	2320988	SH	CALL DEFINE
P & F INDS INC	CL A NEW	692830508	223	37591	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	4799	308800	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	12487	854956	SH	DEFINE
PALL CORP	COM	696429307	20160	500000	SH	DEFINE
PALL CORP	COM	696429307	763	18915	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	66	83683	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	0	9	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	13909	388300	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	64	1800	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	3	71	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	9656	402509	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	596	33400	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	24329	503700	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	265	3525	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	338	4100	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	5830	139677	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	397	9500	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	201	4827	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	33	800	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	940	27700	SH	DEFINE
PAYCHEX INC	COM	704326107	93648	2585520	SH	DEFINE
PAYCHEX INC	COM	704326107	1811	50000	SH	DEFINE
PAYCHEX INC	COM	704326107	17919	494730	SH	DEFINE
PAYCHEX INC	COM	704326107	23	625	SH	DEFINE
PAYCHEX INC	COM	704326107	2476	68372	SH	DEFINE
PAYCHEX INC	COM	704326107	389	10750	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	58737	3353260	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	29	1650	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	2036	116199	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	117893	1912600	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	59014	957584	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	5856	95000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEABODY ENERGY CORP	COM	704549104	22540	365673	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	44	710	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	798	12950	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	259	4200	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	863	14000	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	0	2	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	5193	358618	SH	DEFINE
PENGROWTH ENERGY TR	TR UNIT NEW	706902509	554	31397	SH	DEFINE
PENN NATL GAMING INC	COM	707569109	6455	108400	SH	DEFINE
PENN VA CORP	COM	707882106	218	5000	SH	DEFINE
PENNEY J C INC	COM	708160106	4469	101600	SH	DEFINE
PENNEY J C INC	COM	708160106	1517	34481	SH	DEFINE
PENTAIR INC	COM	709631105	407	11700	SH	DEFINE
PENTAIR INC	COM	709631105	609	17500	SH	DEFINE
PENTAIR INC	COM	709631105	471	13528	SH	DEFINE
PENTAIR INC	COM	709631105	18480	530870	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	7505	1282936	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	6428	1098532	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	24264	974847	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	30	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	102	5725	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	35717	2006560	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	41062	1400000	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	154	5236	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	737	22132	SH	DEFINE
PEPSICO INC	COM	713448108	73817	972560	SH	DEFINE
PEPSICO INC	COM	713448108	90956	1198363	SH	DEFINE
PEPSICO INC	COM	713448108	607	8000	SH	DEFINE
PEPSICO INC	COM	713448108	6908	91015	SH	DEFINE
PEPSICO INC	COM	713448108	137	1800	SH	DEFINE
PEPSICO INC	COM	713448108	345	4543	SH	DEFINE
PERKINELMER INC	COM	714046109	468	17968	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	4066	23172	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	263	1500	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	5350	309053	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	333	19255	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	242	13980	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	8988	93300	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	90	940	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	41798	433617	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	18	192	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	1639075	17034508	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	25279	262720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	4610	40000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	8670	75230	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	21584	187300	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	300	2600	SH	DEFINE
PETROLEUM & RES CORP	COM	716549100	5799	150000	SH	DEFINE
PETROLEUM & RES CORP	COM	716549100	24	623	SH	DEFINE
PETSMART INC	COM	716768106	93752	3984370	SH	DEFINE
PETSMART INC	COM	716768106	8025	341072	SH	DEFINE
PETSMART INC	COM	716768106	1371	58265	SH	DEFINE
PFIZER INC	COM	717081103	165877	7297730	SH	DEFINE
PFIZER INC	COM	717081103	1658185	72951440	SH	DEFINE
PFIZER INC	COM	717081103	49324	2170000	SH	DEFINE
PFIZER INC	COM	717081103	51135	2249689	SH	DEFINE
PFIZER INC	COM	717081103	341	15000	SH	DEFINE
PFIZER INC	COM	717081103	599711	26384385	SH	DEFINE
PFIZER INC	COM	717081103	22780	1001159	SH	DEFINE
PFIZER INC	COM	717081103	8716	383456	SH	DEFINE
PFIZER INC	COM	717081103	59195	2604796	SH	DEFINE
PFIZER INC	COM	717081103	173901	7652186	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PFIZER INC	COM	717081103	7209	317146	SH	DEFINE
PFIZER INC	COM	717081103	2942	129416	SH	DEFINE
PFIZER INC	COM	717081103	1328309	58438586	SH	DEFINE
PFIZER INC	COM	717081103	76656	3372444	SH	DEFINE
PFIZER INC	COM	717081103	468	20611	SH	DEFINE
PG&E CORP	COM	69331C108	703013	16315000	SH	DEFINE
PG&E CORP	COM	69331C108	16	362	SH	DEFINE
PHARMACEUTICAL HLDERS TR	DEPOSITRY RCPT	71712A206	277	3500	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	12680	314100	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	91854	2275312	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	166	4100	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	19196	475468	SH	DEFINE
PHARMERICA CORP	COM	71714F104	4	281	SH	DEFINE
PHARMERICA CORP	COM	71714F104	38219	2753530	SH	DEFINE
PHARMION CORP	COM	71715B409	9365	149000	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	957	44000	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	9620	442300	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	718	33000	SH	DEFINE
PHI INC	COM VTG	69336T106	3005	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	23411	754699	SH	DEFINE
PHI INC	COM NON VTG	69336T205	2637	84900	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	11516	152089	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	928	12251	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	9049	119511	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	455	12349	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	22371	4277400	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	38189	7301920	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	306667	7231000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	89	2100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	347	7100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	147	3000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	20762	545800	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1263	33208	SH	DEFINE
PITNEY BOWES INC	COM	724479100	12336	323940	SH	DEFINE
PITNEY BOWES INC	COM	724479100	58129	1528112	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1574	41379	SH	DEFINE
PITNEY BOWES INC	COM	724479100	234720	6170360	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2912	76540	SH	DEFINE
PITNEY BOWES INC	COM	724479100	613	16120	SH	DEFINE
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	3979	111892	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	16031	348200	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	16242	352777	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	1409	30600	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	5252	114295	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	723	15700	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	169344FAD8	9916	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	39993	3011500	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	24323	370495	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	5902	89904	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	56	846	SH	DEFINE
PNM RES INC	COM	69349H107	41613	1940000	SH	DEFINE
PNM RES INC	COM	69349H107	177	8250	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	729	11800	SH	DEFINE
POLYONE CORP	COM	73179P106	9048	1375000	SH	DEFINE
POLYPORE INTL INC	COM	73179V103	637	36400	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	166680	6000000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	16365	1256941	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	93	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	3283	21830	SH	DEFINE
POSCO	SPONSORED ADR	693483109	381	2531	SH	DEFINE
POSCO	SPONSORED ADR	693483109	41653	276931	SH	DEFINE
POSCO	SPONSORED ADR	693483109	451	3000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

POST PPTYS INC	COM	737464107	4611	131300	SH	DEFINE
POST PPTYS INC	COM	737464107	112	3200	SH	DEFINE
POST PPTYS INC	COM	737464107	639	18200	SH	DEFINE
POST PPTYS INC	COM	737464107	2359	67770	SH	DEFINE
POST PPTYS INC	COM	737464107	162	4600	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	893	6200	SH	DEFINE
POWELL INDS INC	COM	739128106	14552	330200	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	38270	1111521	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	5506	159931	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	360	10469	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	22925	665800	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	4666	91055	SH	DEFINE
POZEN INC	COM	73941U102	2541	211657	SH	DEFINE
PPG INDS INC	COM	693506107	7835	111565	SH	DEFINE
PPG INDS INC	COM	693506107	10	150	SH	DEFINE
PPL CORP	COM	69351T106	119807	2300000	SH	DEFINE
PPL CORP	COM	69351T106	630	12097	SH	DEFINE
PRAXAIR INC	COM	74005P104	249062	2807600	SH	DEFINE
PRAXAIR INC	COM	74005P104	63126	711600	SH	DEFINE
PRAXAIR INC	COM	74005P104	21379	240998	SH	DEFINE
PRAXAIR INC	COM	74005P104	266	3000	SH	DEFINE
PRAXAIR INC	COM	74005P104	629	7087	SH	DEFINE
PRAXAIR INC	COM	74005P104	355	4000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	207758	1497895	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	2968	21396	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	6654	380000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	66802	1097280	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	3496	57432	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	365	6000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	517	8488	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1149	10000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	15489	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	15	225	SH	DEFINE
PRINTRONIX INC	COM	742578107	2061	130000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	274973	3745200	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	98299	1338850	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2570	35000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	107289	1461308	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	712	9700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	45	610	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	31548	429703	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	323	4400	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	1228	16720	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	547249	11299800	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3457	71380	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2171	113300	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	567	29600	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	15409	805230	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	854	44570	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	40170	2102666	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	17837	930950	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	21640	1129440	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1015	53000	SH	DEFINE
PROLIANCE INTL INC	COM	74340R104	1483	823800	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	36094	569487	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	579	9139	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	2960	46700	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	11318	179904	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	91	1435	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	748	11800	SH	DEFINE
PROTECTION ONE INC	COM NEW	743663403	9033	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	38251	932500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PROTECTIVE LIFE CORP	COM		743674103	37	900	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE	2.750% 8/17	74369LAD5	22842	21990000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM		743737108	3428	205000	SH	DEFINE
PROVIDIAN FINL CORP	NOTE	4.000% 5/17	74406AAC6	8843	9000000	PRN	DEFINE
PRUDENTIAL FINL INC	COM		744320102	115742	1244000	SH	DEFINE
PRUDENTIAL FINL INC	COM		744320102	2626	28226	SH	DEFINE
PRUDENTIAL FINL INC	COM		744320102	211644	2274852	SH	DEFINE
PRUDENTIAL FINL INC	COM		744320102	3908	42000	SH	DEFINE
PSS WORLD MED INC	COM		69366A100	1561	79740	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM		74439H108	17277	531600	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM		74439H108	5850	179990	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM		74439H108	354	10900	SH	DEFINE
PUBLIC STORAGE	COM		74460D109	16833	229300	SH	DEFINE
PUBLIC STORAGE	COM		74460D109	619	8437	SH	DEFINE
PUBLIC STORAGE	COM		74460D109	1211	16500	SH	DEFINE
PUBLIC STORAGE	COM		74460D109	5829	79670	SH	DEFINE
PUBLIC STORAGE	COM		74460D109	85	1155	SH	DEFINE
PUBLIC STORAGE	COM		74460D109	294	4000	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	1281680	13046459	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	4912	50000	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	10857	110519	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	36	370	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	418	4250	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	206	2100	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	0	2	SH	DEFINE
PUGET ENERGY INC NEW	COM		745310102	304234	11091300	SH	DEFINE
PUGET ENERGY INC NEW	COM		745310102	27	1000	SH	DEFINE
PULTE HOMES INC	COM		745867101	27685	2626700	SH	DEFINE
PULTE HOMES INC	COM		745867101	1	116	SH	DEFINE
QIAGEN N V	ORD		N72482107	2608	123900	SH	DEFINE
QIAGEN N V	ORD		N72482107	2894	137464	SH	DEFINE
QIAGEN N V	ORD		N72482107	745	35400	SH	DEFINE
QIMONDA AG	SPONSORED ADR		746904101	4771	668260	SH	DEFINE
QIMONDA AG	SPONSORED ADR		746904101	7104	993520	SH	DEFINE
QIMONDA AG	SPONSORED ADR		746904101	18671	2611270	SH	DEFINE
QIMONDA AG	SPONSORED ADR		746904101	256	35830	SH	DEFINE
QLOGIC CORP	COM		747277101	302	21254	SH	DEFINE
QUALCOMM INC	COM		747525103	151528	3850840	SH	DEFINE
QUALCOMM INC	COM		747525103	4329	110000	SH	DEFINE
QUALCOMM INC	COM		747525103	43455	1104321	SH	DEFINE
QUALCOMM INC	COM		747525103	2479	63000	SH	DEFINE
QUALCOMM INC	COM		747525103	33	850	SH	DEFINE
QUALCOMM INC	COM		747525103	732	18610	SH	DEFINE
QUALCOMM INC	COM		747525103	181	4600	SH	DEFINE
QUALCOMM INC	COM		747525103	477	12110	SH	DEFINE
QUALCOMM INC	COM		747525103	1831	46520	SH	DEFINE
QUANTA SVCS INC	COM		74762E102	26240	1000000	SH	DEFINE
QUANTA SVCS INC	COM		74762E102	11	435	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	192	3630	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	26450	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	8643	163376	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	381423	7210458	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	22724	429560	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	83967	1588879	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	2227	42094	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	1338	25300	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	22483	425000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM		74834L100	40017	756470	SH	DEFINE
QUEST SOFTWARE INC	COM		74834T103	23112	1253346	SH	DEFINE
QUEST SOFTWARE INC	COM		74834T103	18209	987368	SH	DEFINE
QUESTAR CORP	COM		748356102	2861	52886	SH	DEFINE
QUINTANA MARITIME LTD	SHS		Y7169G109	310	13500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

R H DONNELLEY CORP	COM NEW	74955W307	2992	82010	SH	DEFINE
R H DONNELLEY CORP	COM NEW	74955W307	9	237	SH	DEFINE
RADIAN GROUP INC	COM	750236101	15543	1330700	SH	DEFINE
RADIOSHACK CORP	COM	750438103	897	53200	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	6675	774395	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	7361	853881	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	1609	75300	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	26	1200	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	18	855	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	82711	2227600	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	29628	488100	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	36420	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5895	97115	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	2045	33692	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	734	12094	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	7159	117941	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	165479	2726177	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	6648	109520	SH	DEFINE
RC2 CORP	COM	749388104	8208	292400	SH	DEFINE
REALNETWORKS INC	COM	75605L104	87	14274	SH	DEFINE
RED LION HOTELS CORP	COM	756764106	3447	346463	SH	DEFINE
REDDY ICE HLDGS INC	COM	75734R105	339	13400	SH	DEFINE
REDWOOD TR INC	COM	758075402	2852	83300	SH	DEFINE
REED ELSEVIER N V	SPONSORED ADR	758204101	10	250	SH	DEFINE
REED ELSEVIER N V	SPONSORED ADR	758204101	928	23400	SH	DEFINE
REED ELSEVIER N V	SPONSORED ADR	758204101	32266	813761	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	5400	298860	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	22191	344100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	142	2200	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	1606	24900	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	7301	113843	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	34	525	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	426	6600	SH	DEFINE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	647	27370	SH	DEFINE
REGIS CORP MINN	COM	758932107	56208	2010300	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	156183	2881601	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	108	4107	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	97337	3709480	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	547	9075	SH	DEFINE
RENOVIS INC	COM	759885106	2812	928500	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	5657	607000	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	559	60000	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	273	7675	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	21555	604955	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	19570	549249	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	81278	716740	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	188	1655	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	3119	27540	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	301	2656	SH	DEFINE
RESMED INC	COM	761152107	19743	375840	SH	DEFINE
RESMED INC	COM	761152107	150	2847	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	1027	13479	SH	DEFINE
REVLON INC	CL A	761525500	20	16666	SH	DEFINE
REXAM PLC	SP ADR NEW2001	761655406	12567	302825	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	40	614	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	564	8550	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	708692	10744393	SH	DEFINE
RF MICRODEVICES INC	COM	749941100	4950	866860	SH	DEFINE
RF MICRODEVICES INC	COM	749941100	281	49200	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	12132	765400	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	9225	582099	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	18573	44233	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RIO TINTO PLC	SPONSORED ADR	767204100	74251	176830	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	420	1000	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	24593	919700	SH	DEFINE
RLI CORP	COM	749607107	111467	1962795	SH	DEFINE
RLI CORP	COM	749607107	89	1575	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	67261	2487450	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	8112	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	189	7000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	939	34708	SH	DEFINE
ROCKFORD CORP	COM	77316P101	1110	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	513	7435	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	100746	1399833	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	7197	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	740	10285	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1661	23086	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	45	1000	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	130281	2866958	SH	DEFINE
ROHM & HAAS CO	COM	775371107	2101	39583	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	284258	4545224	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	5	76	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	163	2600	SH	DEFINE
ROWAN COS INC	COM	779382100	24611	623700	SH	DEFINE
ROWAN COS INC	COM	779382100	3384	85700	SH	DEFINE
ROWAN COS INC	COM	779382100	20	500	SH	DEFINE
ROWAN COS INC	COM	779382100	2	56	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	441	8640	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF T	780097713	360	15600	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	30	3344	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	16592	1853818	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	450	10609	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	416	5013	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	9444	113782	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	32098	386723	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	215967	2602011	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	368207	4373000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	23576	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	40613	482337	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	1	16	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	17309	205570	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	15275	181410	SH	DEFINE
RPM INTL INC	COM	749685103	46883	2309500	SH	DEFINE
RPM INTL INC	COM	749685103	8330	410322	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	9650	140000	SH	DEFINE
RUSS BERRIE & CO	COM	782233100	39747	2429500	SH	DEFINE
RUTHS CHRIS STEAK HSE INC	COM	783332109	6425	718700	SH	DEFINE
RUTHS CHRIS STEAK HSE INC	COM	783332109	1357	151800	SH	DEFINE
RUTHS CHRIS STEAK HSE INC	COM	783332109	92	10300	SH	DEFINE
RUTHS CHRIS STEAK HSE INC	COM	783332109	2979	333411	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	74503	1889030	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1851	46940	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1151	29182	SH	DEFINE
SAFECO CORP	COM	786429100	246	4425	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1868	51000	SH	DEFINE
SAFeway INC	COM NEW	786514208	481	14055	SH	DEFINE
SAIC INC	COM	78390X101	2521	125300	SH	DEFINE
SAKS INC	COM	79377W108	36330	1750000	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	80786	1288660	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	185	2950	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	255	4069	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	11499	1270600	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	11	1200	SH	DEFINE
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	227	6808	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SANDISK CORP	COM	80004C101	2011	60625	SH	DEFINE
SANDISK CORP	COM	80004C101	199	6000	SH	DEFINE
SANDRIDGE ENERGY INC	COM	80007P307	15716	438280	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	1642	195000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	2700	59308	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	719	15791	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	31073	682471	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	317	6963	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	16089	315164	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	2	34	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	17334	339556	SH	DEFINE
SAPIENT CORP	COM	803062108	25726	2920105	SH	DEFINE
SAPIENT CORP	COM	803062108	185	21000	SH	DEFINE
SARA LEE CORP	COM	803111103	1278	79601	SH	DEFINE
SARA LEE CORP	COM	803111103	13	800	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1319	26653	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	15	296	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	71018	1435570	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	9	320	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	2030	75984	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	11677	437010	SH	DEFINE
SAUL CTRS INC	COM	804395101	534	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	165927	4903270	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1861	54991	SH	DEFINE
SCANA CORP NEW	COM	80589M102	50580	1200000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	1103	26175	SH	DEFINE
SCANSOURCE INC	COM	806037107	11844	365982	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	65553	1067640	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	309	5040	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	191398	7184605	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	3197	120000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	7223	271150	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	35	1320	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	695	26080	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	248	9300	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1481	55600	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	110464	457500	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	773	3200	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	104511	1062430	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	3935	40000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	123495	1255411	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	3099	31500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	28	280	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	537	5460	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	167	1700	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	376	3824	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1574	16000	SH	DEFINE
SCHLUMBERGER LTD	DBCV 1.500% 6/08	806857AC2	21760	8000000	PRN	DEFINE
SCHOLASTIC CORP	COM	807066105	431	12342	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	12691	363740	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	1383	54116	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	900	34724	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	3	134	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	99358	2988196	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	2105	63304	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	759	8180	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	93	1000	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	307	12050	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	4130	161974	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	13721	537915	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	5581	218844	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	18741	734930	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SEAGATE TECHNOLOGY	SHS	G7945J104	117582	4609972	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	2804	109970	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	1263610	49553329	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	42648	1672487	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	767	30077	SH	DEFINE
SEALY CORP	COM	812139301	19600	1751580	SH	DEFINE
SEARS HLDGS CORP	COM	812350106	226	2218	SH	DEFINE
SEARS HLDGS CORP	COM	812350106	138650	1358652	SH	DEFINE
SECURITY CAPITAL ASSURANCE	COM	G8018D107	16603	4268000	SH	DEFINE
SEI INVESTMENTS CO	COM	784117103	119308	3708658	SH	DEFINE
SEI INVESTMENTS CO	COM	784117103	1925	59843	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	9154	1305830	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	481	68610	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	29887	1300000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	82208	1328500	SH	DEFINE
SEMPRA ENERGY	COM	816851109	416	6722	SH	DEFINE
SEMPRA ENERGY	COM	816851109	3	42	SH	DEFINE
SEMTECH CORP	COM	816850101	11404	734903	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	2692	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	6094	256600	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	7290	763800	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	621	65000	SH	DEFINE
SERVICE CORP INTL	COM	817565104	920	65500	SH	DEFINE
SERVICE CORP INTL	COM	817565104	34203	2434390	SH	DEFINE
SERVICE CORP INTL	COM	817565104	1011	71990	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	5723	2043769	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	290	5000	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	679	5920	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	11203	97704	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	367	3201	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	2172	31500	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	1636	115945	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	12284	1024500	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	13599	1134406	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	7256	283200	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	828	5260	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	32342	205530	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	3	16	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	52827	335706	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	56651	360010	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	107135	6309500	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	50940	3000000	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	33	1972	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1370	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	15124	277000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	21840	400000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	3187	58366	SH	DEFINE
SIGMA DESIGNS INC	COM	826565103	276	5000	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	4929	146050	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	338	10000	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	95659	2555670	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	400	10675	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	43123	496463	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	10015	115297	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	3674	42300	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	16159	186396	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	93	1075	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	1216	14000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	14308	200000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	207	2899	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	29746	1118700	SH	DEFINE
SIRF TECHNOLOGY HLDGS INC	COM	82967H101	1569	62450	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SIRTRIS PHARMACEUTICALS INC	COM	82968A105	1676	122400	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/18	3001PAJ8	6868	10000000	PRN	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	67	2260	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	10128	339420	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3701	124019	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	17967	602120	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3714	124465	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	5292	177333	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	9609	322006	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	277158	9288149	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	51857	1737847	SH	DEFINE
SKILLED HEALTHCARE GROUP INC	CL A	83066R107	841	57500	SH	DEFINE
SKYWEST INC	COM	830879102	41252	1536400	SH	DEFINE
SKYWEST INC	COM	830879102	21	800	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	8430	90200	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	56	600	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	673	7200	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	2430	26273	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	168	1800	SH	DEFINE
SLM CORP	COM	78442P106	23	1122	SH	DEFINE
SLM CORP	COM	78442P106	141	7000	SH	DEFINE
SLM CORP	COM	78442P106	416399	20676922	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	667	11611	SH	DEFINE
SMITH A O	COM	831865209	44023	1256000	SH	DEFINE
SMITH INTL INC	COM	832110100	198681	2690190	SH	DEFINE
SMITH INTL INC	COM	832110100	707	9574	SH	DEFINE
SMITH INTL INC	COM	832110100	2688	36398	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	52850	1827470	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1754	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	1480	28767	SH	DEFINE
SOHU COM INC	COM	83408W103	6444	118200	SH	DEFINE
SOHU COM INC	COM	83408W103	15317	281700	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	2779	532591	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	391	75000	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	4504	772600	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	327	56100	SH	DEFINE
SONY CORP	ADR NEW	835699307	6473	119200	SH	DEFINE
SONY CORP	ADR NEW	835699307	1235	22745	SH	DEFINE
SONY CORP	ADR NEW	835699307	112	2055	SH	DEFINE
SONY CORP	ADR NEW	835699307	19108	351889	SH	DEFINE
SONY CORP	ADR NEW	835699307	26240	483237	SH	DEFINE
SONY CORP	ADR NEW	835699307	391	7200	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	5414	2212178	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	360	9984	SH	DEFINE
SOUTHERN CO	COM	842587107	1063296	27439900	SH	DEFINE
SOUTHERN CO	COM	842587107	929	23985	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	4947	47050	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	187	1775	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	2618	290840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	2564	210200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	15561	1275790	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	795	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	1433	117419	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	28	2280	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	493	40430	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	177	14500	SH	DEFINE
SOUTHWEST GAS CORP	COM	844895102	11908	400000	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	137796	2473063	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	568	10200	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	1835	32934	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	208980	18334377	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	217	5400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SPANSION INC	COM CL A	84649R101	15720	4000000	SH	DEFINE
SPARTON CORP	COM	847235108	1452	293964	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	1115	15785	SH	DEFINE
SPDR INDEX SHS FDS	MSCI ACWI EXUS	78463X848	692	16762	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	5220	35701	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	388	2655	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	424689	16448050	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2444	94640	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	258	10000	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	21881	1666783	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	1036	78920	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	34	2613	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	615	46805	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	10462	796809	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	698454	53195290	SH	DEFINE
SPRINT NEXTEL CORP	COM FON	852061100	19871	1513410	SH	DEFINE
SPSS INC	COM	78462K102	12720	354058	SH	DEFINE
SPX CORP	COM	784635104	393	3820	SH	DEFINE
ST JOE CO	COM	790148100	18	500	SH	DEFINE
ST JOE CO	COM	790148100	78338	2206402	SH	DEFINE
ST JOE CO	COM	790148100	50272	1415700	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	96407	1913600	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	14718	376700	SH	DEFINE
STANDARD PAC CORP NEW	COM	85375C101	8375	2500000	SH	DEFINE
STANDARD REGISTER CO	COM	853887107	408	35000	SH	DEFINE
STANLEY INC	COM	854532108	10872	339527	SH	DEFINE
STANLEY INC	COM	854532108	1761	55000	SH	DEFINE
STANLEY INC	COM	854532108	3222	100720	SH	DEFINE
STANLEY WKS	COM	854616109	273	5625	SH	DEFINE
STAPLES INC	COM	855030102	8665	375583	SH	DEFINE
STARBUCKS CORP	COM	855244109	17017	831920	SH	DEFINE
STARBUCKS CORP	COM	855244109	2379	116231	SH	DEFINE
STARBUCKS CORP	COM	855244109	28	1380	SH	DEFINE
STARBUCKS CORP	COM	855244109	534	26110	SH	DEFINE
STARBUCKS CORP	COM	855244109	180	8800	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	8271	187860	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	4896	111196	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	845	19200	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	220	5000	SH	DEFINE
STATE STR CORP	COM	857477103	244688	3013400	SH	DEFINE
STATE STR CORP	COM	857477103	18418	226822	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	1430	46866	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	121594	2041200	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	5033	84481	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	71448	1617939	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	21847	494729	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	18273	1495310	SH	DEFINE
STERICYCLE INC	COM	858912108	73070	1230130	SH	DEFINE
STERICYCLE INC	COM	858912108	489	8236	SH	DEFINE
STERIS CORP	COM	859152100	33766	1170800	SH	DEFINE
STERIS CORP	COM	859152100	164	5700	SH	DEFINE
STILLWATER MNG CO	COM	86074Q102	2446	253246	SH	DEFINE
STORA ENSO CORP	SPON ADR REP R	86210M106	118	7966	SH	DEFINE
STORA ENSO CORP	SPON ADR REP R	86210M106	20619	1388516	SH	DEFINE
STRAYER ED INC	COM	863236105	30261	177400	SH	DEFINE
STREETTRACKS GOLD TR	GOLD SHS	863307104	4945	59970	SH	DEFINE
STRYKER CORP	COM	863667101	48755	652500	SH	DEFINE
STRYKER CORP	COM	863667101	15750	210788	SH	DEFINE
STRYKER CORP	COM	863667101	305	4078	SH	DEFINE
SUEZ	SPONSORED ADR	864686100	822	12050	SH	DEFINE
SUEZ	SPONSORED ADR	864686100	30377	445077	SH	DEFINE
SUEZ	SPONSORED ADR	864686100	6450	94500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SUN COMMUNITIES INC	COM	866674104	3523	167200	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	29	1400	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	327	15500	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	1256	59870	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	86	4100	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	241	4317	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810203	7252	400000	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810203	517	28525	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	1516	13941	SH	DEFINE
SUNOCO INC	COM	86764P109	27319	377200	SH	DEFINE
SUNOCO INC	COM	86764P109	597	8246	SH	DEFINE
SUNOPTA INC	COM	8676EP108	24819	1859077	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	211809	1624425	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	505	3875	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	2093	16050	SH	DEFINE
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	3322	40360	SH	DEFINE
SUN-TIMES MEDIA GROUP INC	COM	86688Q100	12561	5709141	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	74307	1189109	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	1555	24885	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	83	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	30547	887500	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	9109	264647	SH	DEFINE
SUPERIOR INDS INTL INC	COM	868168105	6394	351900	SH	DEFINE
SUPERIOR INDS INTL INC	COM	868168105	18	1000	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	4498	461300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	6342	437384	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	10280	2677132	SH	DEFINE
SYMANTEC CORP	COM	871503108	1022	63332	SH	DEFINE
SYMS CORP	COM	871551107	21593	1430000	SH	DEFINE
SYNAPTICS INC	COM	87157D109	2564	62300	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	8171	161294	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	253	5000	SH	DEFINE
SYSCO CORP	COM	871829107	718	23000	SH	DEFINE
SYSCO CORP	COM	871829107	10693	342612	SH	DEFINE
T-3 ENERGY SRVCS INC	COM	87306E107	4934	105000	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	19099	1917596	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	218	21900	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	102	10290	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	729	73200	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	12668	1271908	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	17928	1800000	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	12858	1290920	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	469	47100	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7412	400100	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	5265	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	6961	184600	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	28	750	SH	DEFINE
TARGET CORP	COM	87612E106	56189	1123745	SH	DEFINE
TARGET CORP	COM	87612E106	13871	277426	SH	DEFINE
TARGET CORP	COM	87612E106	30	600	SH	DEFINE
TARGET CORP	COM	87612E106	1877	37545	SH	DEFINE
TARGET CORP	COM	87612E106	55402	1108050	SH	DEFINE
TARGET CORP	COM	87612E106	3422	68438	SH	DEFINE
TARGET CORP	COM	87612E106	856	17119	SH	DEFINE
TARGET CORP	COM	87612E106	398	7950	SH	DEFINE
TARGET CORP	COM	87612E106	23698	473951	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	4621	245020	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	1961	104000	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	9630	510597	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	4073	215977	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	5278	107300	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	89	1800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TAUBMAN CTRS INC	COM	876664103	1131	23000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	5483	111942	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	285	5800	SH	DEFINE
TECO ENERGY INC	COM	872375100	196505	11418090	SH	DEFINE
TECO ENERGY INC	COM	872375100	1782	103533	SH	DEFINE
TECO ENERGY INC	COM	872375100	1424	83125	SH	DEFINE
TECO ENERGY INC	COM	872375100	5088	295617	SH	DEFINE
TECO ENERGY INC	COM	872375100	2373	137904	SH	DEFINE
TECO ENERGY INC	COM	872375100	104048	6045790	SH	DEFINE
TECO ENERGY INC	COM	872375100	275	16000	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	6369	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	30784	1315000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	99966	1878699	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	36	681	SH	DEFINE
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	206	10690	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	9141	171410	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	587	11000	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	288	5400	SH	DEFINE
TELEFLEX INC	COM	879369106	82571	1310441	SH	DEFINE
TELEFLEX INC	COM	879369106	31505	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	189	3000	SH	DEFINE
TELEFLEX INC	COM	879369106	82	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	16912	173292	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	39943	409298	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	60	612	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	197954	2028428	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	5278	54082	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	52869	541746	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	5015	51388	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	389726	3993506	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	390	4000	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	147	3990	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	3003	81504	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	19802	537508	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	77707	2109324	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1534	41635	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	14244	386647	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	88478	2401696	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	307485	8346505	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	201208	5461676	SH	DEFINE
TELEPHONE & DATA SYS INC	COM	879433100	451	7200	SH	DEFINE
TELEPHONE & DATA SYS INC	SPL COM	879433860	300	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	3773	177370	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	351	16500	SH	DEFINE
TELLABS INC	COM	879664100	1	160	SH	DEFINE
TELLABS INC	COM	879664100	3402	520200	SH	DEFINE
TELLABS INC	COM	879664100	50356	7699740	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	5859	121400	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	1165	55890	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	186197	8935428	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	9	300	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	338	10935	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	37	2800	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	188	14279	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	374	16138	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	282	33401	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	828	11042	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	37234	832459	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	66	13090	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	219	43200	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	254344	50069825	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	18955	3731390	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TENET HEALTHCARE CORP	COM	88033G100	4576	900694	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1029	202472	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	296926	58449902	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	7844	1544062	SH	DEFINE
TENNECO INC	COM	880349105	10579	405800	SH	DEFINE
TEPPCO PARTNERS L P	UT LTD PARTNER	872384102	207	5400	SH	DEFINE
TEREX CORP NEW	COM	880779103	129498	1974951	SH	DEFINE
TEREX CORP NEW	COM	880779103	16980	258953	SH	DEFINE
TEREX CORP NEW	COM	880779103	2118	32300	SH	DEFINE
TEREX CORP NEW	COM	880779103	1891	28842	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	95614	2383900	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	6533	163215	SH	DEFINE
TESCO CORP	COM	88157K101	3962	138300	SH	DEFINE
TESSERA TECHNOLOGIES INC	COM	88164L100	6752	162300	SH	DEFINE
TESSERA TECHNOLOGIES INC	COM	88164L100	458	11000	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	54595	1174640	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	44110	949015	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	330	7100	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	31	660	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	3	55	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	144	3100	SH	DEFINE
TEXAS INDS INC	COM	882491103	49070	700000	SH	DEFINE
TEXAS INDS INC	COM	882491103	68	974	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	211206	6323660	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	17201	515000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	34882	1044369	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	234	7000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	38	1150	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	743	22260	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	284	8500	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	253	7582	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	334	10000	SH	DEFINE
TEXTRON INC	COM	883203101	74865	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	542	7607	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	8127	140892	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	715	12398	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	24520	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GRP I	COM	884481102	2984	217370	SH	DEFINE
THOMAS WEISEL PARTNERS GRP I	COM	884481102	247	18000	SH	DEFINE
THOMSON	SPONSORED ADR	885118109	13384	954667	SH	DEFINE
THOMSON	SPONSORED ADR	885118109	2502	178490	SH	DEFINE
THOR INDS INC	COM	885160101	54198	1425900	SH	DEFINE
THQ INC	COM NEW	872443403	13510	479250	SH	DEFINE
TIDEWATER INC	COM	886423102	15076	274800	SH	DEFINE
TIDEWATER INC	COM	886423102	11	200	SH	DEFINE
TIERONE CORP	COM	88650R108	568	25660	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	2700	58648	SH	DEFINE
TIM HORTONS INC	COM	88706M103	352	9543	SH	DEFINE
TIM HORTONS INC	COM	88706M103	9592	260165	SH	DEFINE
TIMBERLAND CO	CL A	887100105	16183	895100	SH	DEFINE
TIMBERLAND CO	CL A	887100105	1	30	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	28	1019	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	152	5500	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	217099	7866287	SH	DEFINE
TIME WARNER INC	COM	887317105	440	26676	SH	DEFINE
TIME WARNER INC	COM	887317105	22289	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	5799	351242	SH	DEFINE
TIME WARNER INC	COM	887317105	1568	95000	SH	DEFINE
TIME WARNER INC	COM	887317105	739910	44816102	SH	DEFINE
TIME WARNER INC	COM	887317105	18129	1096900	SH	DEFINE
TIME WARNER INC	COM	887317105	2353	142540	SH	DEFINE
TIME WARNER INC	COM	887317105	21690	1314041	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TIME WARNER INC	COM	887317105	102060	6182677	SH	DEFINE
TIME WARNER INC	COM	887317105	3096	187516	SH	DEFINE
TIME WARNER INC	COM	887317105	1566	94880	SH	DEFINE
TIME WARNER INC	COM	887317105	1107193	67061934	SH	DEFINE
TIME WARNER INC	COM	887317105	57749	3497834	SH	DEFINE
TIME WARNER INC	COM	887317105	1149	69610	SH	DEFINE
TIME WARNER TELECOM INC	CL A	887319101	4551	224300	SH	DEFINE
TIMKEN CO	COM	887389104	42255	1286300	SH	DEFINE
TJX COS INC NEW	COM	872540109	900	31341	SH	DEFINE
TJX COS INC NEW	COM	872540109	2	75	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	39	1920	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	9248	472800	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	1236	63200	SH	DEFINE
TORCHMARK CORP	COM	891027104	4040	66750	SH	DEFINE
TORCHMARK CORP	COM	891027104	611	10100	SH	DEFINE
TORCHMARK CORP	COM	891027104	14888	245970	SH	DEFINE
TORCHMARK CORP	COM	891027104	4836	79900	SH	DEFINE
TORCHMARK CORP	COM	891027104	1134	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	90622	1498466	SH	DEFINE
TORCHMARK CORP	COM	891027104	1654	27330	SH	DEFINE
TORCHMARK CORP	COM	891027104	406009	6707574	SH	DEFINE
TORCHMARK CORP	COM	891027104	16661	275250	SH	DEFINE
TORCHMARK CORP	COM	891027104	1064	17570	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	553	7903	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	11421	138200	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	7120	86199	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	36066	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	18124	219423	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	36050	436440	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	5444	65910	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	225	2117	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1741	16400	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	60535	1684335	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	11	300	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	928	25822	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	1099	15128	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	12815	313105	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	327	8000	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	15891	110917	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	2179	15222	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	25953	181300	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	3144	21966	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	400614	2798512	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	15	106	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	30935	575000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2534	47105	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	117186	2178221	SH	DEFINE
TREDEGAR CORP	COM	894650100	14059	874320	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	145674	4817272	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	7373	243807	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1706	56427	SH	DEFINE
TRINITY INDS INC	COM	896522109	82086	2957000	SH	DEFINE
TRINITY INDS INC	COM	896522109	65774	2369370	SH	DEFINE
TRINITY INDS INC	COM	896522109	1671	60197	SH	DEFINE
TRINITY INDS INC	COM	896522109	4	134	SH	DEFINE
TRIPLE-S MGMT CORP	CL B	896749108	1213	60000	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	13877	798900	SH	DEFINE
TRUMP ENTMT RESORTS INC	COM	89816T103	22110	5141843	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	59179	5965659	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	60	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	4371	118050	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	19071	3761600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TUMBLEWEED COMMUNICATIONS CO	COM	899690101	2078	1236678	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CO	COM	899690101	166	98622	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	353	12800	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2875	104270	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	83907	3042528	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	16397	594756	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2727	98900	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	76699	2781957	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	46910	1701482	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	1581	42572	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	14388	387513	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	799	21528	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	390969	10529500	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	12432	334333	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	4642	125032	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	12388	333636	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	51673	1391225	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	1292	34799	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	734	19760	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	472084	12714344	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	16185	435909	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	538	14491	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	18894	476526	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	15365	387513	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	764	19269	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	204878	5167146	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	9741	245348	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	3473	87582	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	11497	289971	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	52336	1319939	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	1292	32587	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	808	20390	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	403691	10181374	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	17740	447419	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	575	14491	SH	DEFINE
U S G CORP	COM NEW	903293405	8121	226920	SH	DEFINE
UAL CORP	COM NEW	902549807	2584	72460	SH	DEFINE
UBS AG	SHS NEW	H89231338	382	8300	SH	DEFINE
UBS AG	SHS NEW	H89231338	26736	581219	SH	DEFINE
UBS AG	SHS NEW	H89231338	58591	1273720	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	5753	406300	SH	DEFINE
UIL HLDG CORP	COM	902748102	11085	300000	SH	DEFINE
UIL HLDG CORP	COM	902748102	2	61	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	30985	1821600	SH	DEFINE
UMB FINL CORP	COM	902788108	7166	186800	SH	DEFINE
UMB FINL CORP	COM	902788108	195	5094	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	625762	4481436	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	2610	18690	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	29077	797500	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1652	45301	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	2906	79315	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	51875	1422805	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	700	19190	SH	DEFINE
UNION PAC CORP	COM	907818108	37686	300000	SH	DEFINE
UNION PAC CORP	COM	907818108	16852	134150	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	24	500	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	71674	1465493	SH	DEFINE
UNIT CORP	COM	909218109	22015	476000	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	4326	217168	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	8123	256090	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	412	13000	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	247	7800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UNITED PARCEL SERVICE INC	CL B	911312106	30851	436240	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	14307	202305	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	13747	194090	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	60	850	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2672	37819	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	22790	322261	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3643	51507	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2119	29960	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	851423	12039350	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	41392	585290	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1074	15190	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	131659	1088900	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	181	1500	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	961	7950	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	276503	3612530	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	90952	1188346	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	65059	850000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	68079	889463	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	3253	42500	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	24	320	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	5400	70550	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	176	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	438	5728	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	2341	40220	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	18443	316891	SH	DEFINE
UNITRIN INC	COM	913275103	294	6120	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	37939	740700	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	54804	1860300	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	205	4000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	11220	660000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	8856	520931	SH	DEFINE
UNUM GROUP	COM	91529Y106	1162	48850	SH	DEFINE
UPM KYMMENE CORP	SPONSORED ADR	915436109	269	13300	SH	DEFINE
UPM KYMMENE CORP	SPONSORED ADR	915436109	13220	652837	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	839	30777	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	172539	5436024	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	26958	849335	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	7924	249659	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	159	5000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1044336	32903685	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	2896	91239	SH	DEFINE
USA TRUCK INC	COM	902925106	1983	128750	SH	DEFINE
V F CORP	COM	918204108	392	5708	SH	DEFINE
V F CORP	COM	918204108	34330	500000	SH	DEFINE
V F CORP	COM	918204108	4894	71285	SH	DEFINE
V F CORP	COM	918204108	275	4000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	68339	1270000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	7569	140660	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	436	8100	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	393	7300	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	12	1000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	73375	6130260	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	11635	166100	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	1773	25324	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	460	4415	SH	DEFINE
VARIAN INC	COM	922206107	14320	219300	SH	DEFINE
VARIAN INC	COM	922206107	13795	211164	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	137162	2629633	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	14049	269335	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	2197	42117	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	38107	1029925	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	25	675	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	113	3045	SH	DEFINE
VCA ANTECH INC	COM	918194101	77097	1743100	SH	DEFINE
VCA ANTECH INC	COM	918194101	428	9673	SH	DEFINE
VECTREN CORP	COM	92240G101	17406	600000	SH	DEFINE
VECTREN CORP	COM	92240G101	289	9979	SH	DEFINE
VENTANA MED SYS INC	COM	92276H106	288	3300	SH	DEFINE
VENTAS INC	COM	92276F100	21147	467342	SH	DEFINE
VENTAS INC	COM	92276F100	195	4300	SH	DEFINE
VENTAS INC	COM	92276F100	138085	3051945	SH	DEFINE
VENTAS INC	COM	92276F100	2276	50300	SH	DEFINE
VENTAS INC	COM	92276F100	8173	182635	SH	DEFINE
VENTAS INC	COM	92276F100	53	1176	SH	DEFINE
VENTAS INC	COM	92276F100	570	12600	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	86397	3715990	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	1021	43900	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	1257	54051	SH	DEFINE
VERIGY LTD	SHS	Y93691106	1331	48974	SH	DEFINE
VERIGY LTD	SHS	Y93691106	129	4736	SH	DEFINE
VERISIGN INC	COM	92343E102	30575	812940	SH	DEFINE
VERISIGN INC	COM	92343E102	156	4155	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	600545	13745590	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	57948	1326345	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	325929	7459955	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	18	420	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	2178	49476	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	109	2500	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	2462	56350	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	612	14000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	3594	154700	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	4398	100000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	793	18029	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	213	4843	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	2196	50000	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1587	36131	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	524480	11942106	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	18859	429510	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	4570	104060	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	28060	638890	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	156380	3563574	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	3295	75013	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	2448	55740	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1128116	25685698	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	52862	1203604	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1203	27390	SH	DEFINE
VIASAT INC	COM	92552V100	31025	901117	SH	DEFINE
VIASAT INC	COM	92552V100	7859	228260	SH	DEFINE
VIASAT INC	COM	92552V100	499	14500	SH	DEFINE
VIASAT INC	COM	92552V100	14863	431627	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	10890	214000	SH	DEFINE
VION PHARMACEUTICALS INC	COM	927624106	851	1544421	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	40	2325	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	545539	31829223	SH	DEFINE
VIOPHARMA INC	COM	928241108	3769	474400	SH	DEFINE
VIOPHARMA INC	COM	928241108	318	40000	SH	DEFINE
VIRTUAL RADIOLOGIC CORPORATI	COM	92826B104	406	20000	SH	DEFINE
VIVUS INC	COM	928551100	4965	958820	SH	DEFINE
VMWARE INC	CL A COM	928563402	2724	32045	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	2650	71000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	36502	978076	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	336	9000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	741	19851	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	37458	1003698	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	104575	2802117	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	261	7000	SH	DEFINE
VOLCOM INC	COM	92864N101	3109	141130	SH	DEFINE
VOLCOM INC	COM	92864N101	242	11000	SH	DEFINE
VOLTAIRE LTD	ORD SHS	M97613109	4081	664700	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	33579	381800	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	334	3800	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	2568	29200	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	9577	109813	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	89	1015	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	660	7500	SH	DEFINE
WABASH NATL CORP	COM	929566107	31759	4129900	SH	DEFINE
WABCO HLDGS INC	COM	92927K102	250	4995	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	2795	73500	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	204810	5385627	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	14636	384859	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	116123	3053590	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	36	950	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	647	17010	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	233	6130	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	5	125	SH	DEFINE
WAL MART STORES INC	COM	931142103	247805	5213660	SH	DEFINE
WAL MART STORES INC	COM	931142103	21625	454970	SH	DEFINE
WAL MART STORES INC	COM	931142103	17646	371268	SH	DEFINE
WAL MART STORES INC	COM	931142103	389081	8185979	SH	DEFINE
WAL MART STORES INC	COM	931142103	39	830	SH	DEFINE
WAL MART STORES INC	COM	931142103	5153	108415	SH	DEFINE
WAL MART STORES INC	COM	931142103	233	4900	SH	DEFINE
WAL MART STORES INC	COM	931142103	58	1230	SH	DEFINE
WALGREEN CO	COM	931422109	3632	95370	SH	DEFINE
WALGREEN CO	COM	931422109	12818	336611	SH	DEFINE
WALGREEN CO	COM	931422109	152	4000	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	54921	1578200	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	5808	166890	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	452	13000	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	278	8000	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	48233	3543970	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	322256	23678760	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	1571	115454	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	27066	1988670	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	15	1080	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	269	19787	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	94	6900	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	38	2800	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	1220	1541	SH	DEFINE
WASHINGTON SVGS BK FSB BOWIE	COM	939696100	65	12386	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	17037	521500	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	726	22230	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	1261	38594	SH	DEFINE
WATERS CORP	COM	941848103	175751	2222752	SH	DEFINE
WATERS CORP	COM	941848103	39535	500000	SH	DEFINE
WATERS CORP	COM	941848103	1420	17960	SH	DEFINE
WATERS CORP	COM	941848103	22	280	SH	DEFINE
WATERS CORP	COM	941848103	485	6140	SH	DEFINE
WATERS CORP	COM	941848103	103	1300	SH	DEFINE
WATERS CORP	COM	941848103	2774	35082	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	46665	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	118	4340	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	19	700	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	7278	268150	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	921	33930	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WATSON PHARMACEUTICALS INC	COM	942683103	26947	992880	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	127728	4705974	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1787	65830	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1568	57760	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	17733	653385	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	30343	1118032	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	30962	1039000	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	3	90	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	48	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	27605	402250	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	273	3982	SH	DEFINE
WELLPOINT INC	COM	94973V107	65984	752190	SH	DEFINE
WELLPOINT INC	COM	94973V107	4387	50000	SH	DEFINE
WELLPOINT INC	COM	94973V107	6107	69606	SH	DEFINE
WELLPOINT INC	COM	94973V107	57	650	SH	DEFINE
WELLPOINT INC	COM	94973V107	1025	11680	SH	DEFINE
WELLPOINT INC	COM	94973V107	325	3700	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2153	71300	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	532696	17644780	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	3623	120000	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	25830	855578	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	18039	598776	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	3134	103803	SH	DEFINE
WENDYS INTL INC	COM	950590109	267	10350	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	5204	305600	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	8515	500000	SH	DEFINE
WESCO INTL INC	NOTE	1.750%11/195082PAG0	4231	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	22807	2539800	SH	DEFINE
WEST MARINE INC	COM	954235107	72	8000	SH	DEFINE
WEST MARINE INC	COM	954235107	19842	2209546	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	156672	3859873	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	20957	807900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1966	65085	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	2599	86030	SH	DEFINE
WESTERN UN CO	COM	959802109	209	8600	SH	DEFINE
WESTERN UN CO	COM	959802109	2655	109351	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	1928	200000	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	74460	3921000	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	3970	1994769	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1502	20365	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1271672	17245903	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	295	4000	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	37	72	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	386	750	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	1042355	2027839	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	12596	722550	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	6045	148167	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	204	5000	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	245	6000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	39358	1100000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	8497	237475	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	1855	48850	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	12374	325890	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	468793	12346408	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	11740	309190	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	397	11287	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	63	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6624	508757	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	195	15000	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	0	25	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	38710	1841600	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	5002	337080	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WISCONSIN ENERGY CORP	COM	976657106	48710	1000000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	828	17005	SH	DEFINE
WMS INDS INC	COM	929297109	824	22500	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	74664	3045010	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1157	47194	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	1935	30100	SH	DEFINE
WRIGLEY WM JR CO	COM	982526105	578	9876	SH	DEFINE
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	667	22800	SH	DEFINE
WYETH	COM	983024100	4477	101320	SH	DEFINE
WYETH	COM	983024100	26514	600000	SH	DEFINE
WYETH	COM	983024100	21414	484599	SH	DEFINE
WYETH	COM	983024100	1980	44800	SH	DEFINE
WYETH	COM	983024100	0	1	SH	DEFINE
WYETH	COM	983024100	354	8019	SH	DEFINE
WYETH	COM	983024100	221	5000	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	5	208	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	64298	2729065	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	19816	878000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	49654	2200000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	352	15589	SH	DEFINE
XENOPORT INC	COM	98411C100	4471	80000	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	2778	195200	SH	DEFINE
XL CAP LTD	CL A	G98255105	483	9603	SH	DEFINE
XL CAP LTD	CL A	G98255105	5008	99550	SH	DEFINE
XL CAP LTD	CL A	G98255105	2937	58371	SH	DEFINE
XL CAP LTD	CL A	G98255105	12551	249480	SH	DEFINE
XL CAP LTD	CL A	G98255105	5022	99820	SH	DEFINE
XL CAP LTD	CL A	G98255105	1544	30680	SH	DEFINE
XL CAP LTD	CL A	G98255105	8975	178387	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	1157	94500	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	353	28850	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	5	406	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	49	4010	SH	DEFINE
XTO ENERGY INC	COM	98385X106	10912	212250	SH	DEFINE
XTO ENERGY INC	COM	98385X106	260	5066	SH	DEFINE
XYRATEX LTD	COM	G98268108	8894	562900	SH	DEFINE
YAHOO INC	COM	984332106	91	3900	SH	DEFINE
YAHOO INC	COM	984332106	37216	1600000	SH	DEFINE
YAHOO INC	COM	984332106	5662	243414	SH	DEFINE
YAHOO INC	COM	984332106	233	10000	SH	DEFINE
YAHOO INC	FRNT	4/0984332AB2	12856	11000000	PRN	DEFINE
YAMANA GOLD INC	COM	98462Y100	29109	2249527	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	14	1118	SH	DEFINE
YRC WORLDWIDE INC	COM	984249102	13672	800000	SH	DEFINE
YUM BRANDS INC	COM	988498101	1652	43168	SH	DEFINE
ZALE CORP NEW	COM	988858106	56343	3508300	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	794	12000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	4234	64000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	34085	515265	SH	DEFINE
ZOLTEK COS INC	COM	98975W104	1681	39200	SH	DEFINE
ZOLTEK COS INC	COM	98975W104	669	15600	SH	DEFINE
ZUMIEZ INC	COM	989817101	74702	3066576	SH	DEFINE
ZUMIEZ INC	COM	989817101	3767	154650	SH	DEFINE
ZUMIEZ INC	COM	989817101	317	13000	SH	DEFINE
ZUMIEZ INC	COM	989817101	119	4871	SH	DEFINE

	GRAND TOTAL			155363745		

