Edgar Filing: FRANKLIN RESOURCES INC - Form 4/A

FRANKLIN Form 4/A August 21, 2	RESOURCE	S INC										
FORM	14								OMB APPROVAL			
		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long subject to Section 1	stAl	TEMENT O	GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 3 200 Estimated average burden hours per				
Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	r Filed ^{ns} Section	17(a) of the		ility Hole	ding Con	npany	y Act of	e Act of 1934, 1935 or Section 0	response	0.5		
(Print or Type F	Responses)											
1. Name and A LEWIS KEI	2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY			3. Date of Earliest Transaction(Month/Day/Year)09/28/2007					Director 10% Owner X Officer (give title Other (specify below) below) EVP and CFO				
				ndment, Da hth/Day/Year 007	-	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
								Person				
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any	emed on Date, if 'Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock, par value \$.10	09/28/2007			F	671 <u>(1)</u>	. ,	\$ 127.5	9,787.8771 (2)	D			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
LEWIS KENNETH A C/O FRANKLIN RESOUR ONE FRANKLIN PARKW SAN MATEO, CA 94403-1			EVP and CFO					
Signatures								
/s/ Kenneth A. Lewis	08/21/2008							

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This amendment on Form 4/A to the Form 4 filed on October 2, 2007 (Original Form 4) is made solely to (a) report the correct amount of securities disposed of pursuant to the reported transaction to reflect the disposition of 150 additional securities that were inadvertently

- (1) omitted from the Original Form 4, and (b) correct the amount of securities beneficially owned directly following the reported transaction, after giving effect to such correction and a reinvested dividend adjustment. Except for the foregoing, no new or revised transactions or holdings are being reported.
- (2) Of the amount of securities beneficially owned, 1,069 shares represent unvested awards of restricted stock shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.