

FRANKLIN RESOURCES INC  
 Form 4  
 November 06, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JOHNSON GREGORY E

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)  
 11/05/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and President

(Street)  
 SAN MATEO, CA 94403-1906

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Amount					
				Code	V	Amount	Price			
Common Stock, par value \$.10	11/05/2012		A		52,271	A	\$ 131.05	709,083 <sup>(1)</sup>	D	
Common Stock, par value \$.10	11/05/2012		A		11,803 <sup>(2)</sup>	A	\$ 0 <sup>(3)</sup>	720,886 <sup>(1)</sup>	D	
Common Stock, par value \$.10								20,104	I	As A Trustee For Minor Child <sup>(4)</sup>

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Common Stock, par value \$.10	1,518.503	I	By 401(k) <u>(5)</u>
Common Stock, par value \$.10	895,000	I	By Limited Partnership
Common Stock, par value \$.10	5,085	I	By Spouse <u>(6)</u>
Common Stock, par value \$.10	2,700	I	By Trust <u>(7)</u>

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

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SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	X		CEO and President	

## Signatures

/s/ Gregory E.  
Johnson

11/06/2012

  Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the amount of securities beneficially owned, 112,610 shares represented unvested restricted stock awards (excluding the unvested restricted stock units scheduled to vest on November 30, 2012 as reported in Footnote 2).  
  
On November 4, 2009, November 2, 2010 and November 3, 2011, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 5, 2012, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2012 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on November 30, 2012.
- (2) Not applicable.
- (3) Not applicable.
- (4) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (5) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 12, 2012.
- (6) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
- (7) Business trust for the benefit of Reporting Person and Reporting Person's children.

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.