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Advani Vija Form 4	•								
November (OMB AF	PROVAL
FORM	14 UNITED	STATES S				NGE CO	OMMISSION	OMB	3235-0287
Check th if no lon subject to Section Form 4 Form 5	ger STATEN o STATEN 16. or		Washingtor CHANGES IN SECU	Number:3235-026Expires:January 3200Estimated averageburden hours perresponse0					
obligatio may con <i>See</i> Inst 1(b).	ons Section 17(ruction	a) of the Pul	tion 16(a) of t blic Utility Ho the Investmen	lding Cor	npan	y Act of	1935 or Section		
(Print or Type	Responses)								
	Address of Reporting ay Chandur	Sy Fl	2. Issuer Name an /mbol RANKLIN RE 3EN]				5. Relationship of I Issuer (Check	Reporting Pers	
	KLIN RESOUR(FRANKLIN	(N	Date of Earliest 7 Aonth/Day/Year) 1/05/2012	Fransaction			Director X Officer (give t below) EVP - Globa		Owner r (specify rvices
SAN MAT	(Street) EO, CA 94403-19	Fi	If Amendment, E led(Month/Day/Ye	-	1		6. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Year) (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (and 5 (A) or	D) 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)
Common Stock, par value \$.10	11/05/2012		Code V A	Amount 17,933	(D) A	Price \$ 131.05	40,595.6428 (1)	D	
Common Stock, par value \$.10	11/05/2012		А	7,012 (2)	A	\$ 0 <u>(3)</u>	47,607.6428 (1)	D	
Common Stock, par value \$.10							340.79	Ι	By 401(k)

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Common			By Trust
Stock, par	64,738	Ι	(5) (6)
value \$.10			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt 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			
Advani Vijay Chandur C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906			EVP - Global Advisory Services				
Signatures							
/s/ Vijay C. 11/06/2012							

**Signature of Reporting Person

Advani

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).

Of the amount of securities beneficially owned, 40,214 shares represent unvested restricted stock awards (excluding the unvested (1) restricted stock units scheduled to vest on November 30, 2012 as reported in Footnote 2).

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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

- (2) To vesting over a three-year period based upon satisfaction of certain performance criteria. On November 3, 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.
- (3) Not applicable.
- (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 12, 2012.
- (5) Revocable family trust for which Reporting Person and spouse are co-trustees with shared voting and investment power. Shares previously reported by Reporting Person under direct shares.
- (6) Balance includes a 211.274 share increase from previously filed report, thereby correcting a share ownership discrepancy.

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.