### Edgar Filing: LEWIS KENNETH A - Form 4

Form 4										
March 12, 20									PROVAL	
FORM	<b>14</b> UNITED	STATES SH	CURITIES A	AND EX	СНА	NGE C	OMMISSION			
Check the	is hox		Washington	, D.C. 2	)549			Number:	3235-0287 January 31,	
if no long subject to Section 1 Form 4 o	<b>STATEN</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the Pub	ion 16(a) of th lic Utility Hol he Investment	ding Co	mpan	y Act of	1935 or Section	I		
(Print or Type I	Responses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	L	Date of Earliest T	ransaction			Director		Owner	
	KLIN RESOURC FRANKLIN (		onth/Day/Year) /11/2013				_X_ Officer (give below) EV	title Othe below) 'P and CFO	r (specify	
SAN MATE	(Street) EO, CA 94403-19	Fil	f Amendment, D ed(Month/Day/Yea	-	al		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Secu	rities Acau	iired, Disposed of,	or Beneficial	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. te, if Transactio Code Year) (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired 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)	7. Nature of Indirect	
Common Stock, par value \$.10	03/11/2013		S	4,000	D	\$ 146.54	37,049.839	D		
Common Stock, par value \$.10							587.689	I	By 401(k)	
Common Stock, par value \$.10							3,100	Ι	By Trust $(2)$	

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

Persons who respond to the collection of information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
Reporting O when Funder Finderess	Director	10% Owner	Officer	Other			
LEWIS KENNETH A C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906			EVP and CFO				
Signatures							
/s/ Kenneth A. 03/12/2013							

/s/ Kenneth A. 03/12/2013 Lewis

<u>\*\*</u>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) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of December 31, 2012.
- (2) 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.

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.