Edgar Filing: FRANKLIN RESOURCES INC - Form 4

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Momeric subject to subject to section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: 2002 Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Investment Company Act of 1940. Filed pursuant to Section 16(a) of the Investment Company Act of 1940. Section 16. Yent or Type Responses States Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC (BEN) S. Relationship of Reporting Person(s) to Issuer Section 16. (Last) (First) (Middle) 3. Date of Farities Transaction (Month/Day/Year) S. Relationship of Reporting Person(s) to Issuer Issuer (Last) (First) (Middle) 3. Date of Farities Transaction (Month/Day/Year) S. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Farities Transaction (Month/Day/Year) S. Individual or Joint/Group Filing(Check Applicabe Inite Person (City (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicabe Inite Person 6. Owneship 7. Nature of Person	FRANKLIN RES Form 4 March 13, 2014	OURCES II	NC								
Check this box if no longer subject to Section 16, Form 4 or Form 5 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1930, of the Investment Company Act of 1930, Section 17(a) of the Public Utility Holding Company Act of 1930, Section 17(a) of the Public Utility Holding Company Act of 1930, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person. STEIN LAURA Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2. A. Decend Security (Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable. (Instr. 3) any (Month/Day/Year) 7. Nature of Security (Month/Day/Year) 6. Ownership 7. Nature of Code V Amount (D) Price (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4	FORM /								-	PPROVAL	
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Form 4 or Form 5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section see Instruction 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O FRANKLIN RESOURCES, 03/11/2014 INC., ONE FRANKLIN PARKWAY (Stree) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) Owned (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Code V Amount (D) Price	if no longer subject to						Expires. 200				
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(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X_Director (Month/Day/Year) 10% Owner (Diffier (give title) 10% Owner (Diffier (give title) C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY 03/11/2014 6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by One Reporting Person -Form filed by More than One Reporting Person SAN MATEO, CA 94403-1906 Table I - Non-Derivative Securities (City) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by More than One Reporting Person 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities Indirect 6. Ownership Form: Direct 7. Nature of Indirect Instr. 3) 2. Transaction Date, if any (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Disposed of (D) (Instr. 3, 4 and 5) 6. Ownership Form: Direct 7. Nature of Indirect (A) (nor Code (A) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)				Symbol FRANKLIN RESOURCES INC			Issuer				
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SAIN MATEO, CA 94405-1900 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Instr. 3) 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Instr. 3) (Month/Day/Year) Execution Date, if any (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Form: Direct Indirect (A) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership (A) (Instr. 3, 4 and 5) or Code V Amount (D) Price (A) (Instr. 3, and 4) Code V Amount (D) Price Price				led(Month/Day/Year) Applicable Line) _X_ Form filed by			One Reporting Person				
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	Reminder: Report on	a separate line	e for each cla	ass of sec							

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	×	7. Title and A Underlying S (Instr. 3 and 4	ecı
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai Ni Sł
Deferred Director's Fees (FRI)	<u>(1)</u>	03/11/2014		A	2.8431	04/20/2037 <u>(2)</u>	01/20/2047(2)	Common Stock, par value \$.10	2
Deferred Director's Fees (FRI)	(1)	03/12/2014		A	236.608	04/20/2037 <u>(2)</u>	01/20/2047 <u>(2)</u>	Common Stock, par value \$.10	2

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
STEIN LAURA C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	х					
Signatures						
/s/ Laura Stein 03/13/2014	4					

*Signature of Date Reporting Person

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) Not applicable.
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the March following the director's 75th birthday. See footnote below.

Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources, Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over ten years beginning on the earlier of the January 20, April 20, July 20 or October 20 immediately following the director's separation from service from Franklin Resources, Inc. and its subsidiaries and continuing on each

(3) Infinedately following the director's separation from service from Prankin Resources, inc. and its subsidiaries and continuing on each January 20, April 20, July 20 and October 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. The reporting person may transfer the hypothetical investment account amount into an alternative investment account not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

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.

Reporting Owners