FRANKLIN RESOURCES INC

Form 4

December 23, 2015

Common 12/22/2015

Stock, par

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) OMB APPROVAL OMB Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: Sagarage Durden downers and subject 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 JOHNSON JENNI		2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN]	Issuer	eporting Person(s) to			
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 2. Director 2. Director 2. Officer (give title 2. Other (specify below) 2. Director 2. Officer (give title 3. Director 2. Officer (give title 3. Other (specify below) 2. Other (specify below) 2. Other (specify below) 2. Other (specify below) 3. Date of Earliest Transaction (Month/Day/Year) 2. Officer (give title 3. Other (specify below) 2. Other (specify below) 3. Date of Earliest Transaction (Month/Day/Year) 2. Officer (give title 3. Other (specify below) 3. Date of Earliest Transaction (Month/Day/Year) 4. Officer (give title 3. Other (specify below) 4. Other (specify be							
(Str	,	4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (Sta	te) (Zip)	Table I - Non-Derivative Securiti	es Acquired, Disposed of, o	or Beneficially Owned			
	ction Date 2A. Deeme Day/Year) Execution I any (Month/Day	Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A) or	red (A) 5. Amount of Securities Beneficially Owner Following Reporter Transaction(s) (Instr. 3 and 4)				
Common Stock, par value \$.10	015	G V 1,700 D \$0	<u>(1)</u> 1,487,536.1387	D			
Common Stock, par value \$.10	015	G V 1,700 A \$0	<u>(1)</u> 160,969	I $As A$ Trustee For Minor Children (2)			

P

210

A \$

35.7452

As A

Trustee For

161,179

I

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

value \$.10			Minor Children (2)
Common Stock, par value \$.10	1,667.7951	I	By 401(k)
Common Stock, par value \$.10	2,610,000	I	By Business Limited Partnership
Common Stock, par value \$.10	15,000	I	By Business Trust (5)
Common Stock, par value \$.10	198,000	I	By Venture Limited Partnership

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.

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	8	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

Director 10% Owner Officer Other

JOHNSON JENNIFER M C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

Co-President

Signatures

/s/ Jennifer M. 12/23/2015 Johnson

**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) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 15, 2015.
- (4) Business limited partnership under control of Reporting Person.
- (5) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (6) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.

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.

Signatures 3