FRANKLIN RESOURCES INC

Form 5

October 26, 2016

OMB APPROVAL FORM 5 **OMB**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1(b).

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSON CHARLES B Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ 10% Owner Director Officer (give title _ Other (specify (Month/Day/Year) below) below) 09/30/2016

C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN **PARKWAY**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

SAN MATEO, CAÂ 94403-1906

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Se	curitie	es Acqu	ired, Disposed of,	or Beneficiall	y 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. Securi Acquired Disposed (Instr. 3,	(A) o l of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	12/09/2015	Â	G	716	D	\$ 0 (1)	97,645,300 (2)	D	Â
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	21,414.0619	I	By 401(k)
	Â	Â	Â	Â	Â	Â	4,059,651	I	By IRA

Common Stock, par value \$.10									
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	1,350,000	I	By Spouse
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	817,800	I	By Trust Held By Spouse (4)
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 2270 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

of D Se

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Reporting Owners

Reporting Ow	Relationships						
FB	Director	10% Owner	Officer	Other			
ONE FRANKLI	RESOURCES, INC.	Â	ÂΧ	Â	Â		
Signature	s						
/s/ Charles B. Johnson	10/26/2016						
**Signature of Reporting Person	Date						

Reporting Owners 2

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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.
- Pursuant to a required minimum distribution from Individual Retirement Account (IRA) on December 31, 2015, balance includes 127,000 shares previously reported by the reporting person as indirect shares held through his IRA.
- (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2016.
- (4) Trust of which Reporting Person's spouse is the lifetime beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.