

FRANKLIN RESOURCES INC  
Form 4  
February 27, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant 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 Reporting Person \*  
JOHNSON GREGORY E

2. Issuer Name and Ticker or Trading Symbol  
FRANKLIN RESOURCES INC  
[BEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$ .10	11/15/2016		G	V	256	D	①	2,162,863	D
Common Stock, par value \$ .10	11/15/2016		G	V	3,246	D	①	2,159,617	D
Common Stock, par value \$ .10	11/16/2016		G	V	260	D	①	2,159,357	D

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value \$.10									
Common Stock, par value \$.10	11/21/2016	G	V	6,410	D	Ⓣ	2,152,947	D	
Common Stock, par value \$.10	11/23/2016	G	V	385	D	Ⓣ	2,152,562	D	
Common Stock, par value \$.10	12/16/2016	G	V	707	A	Ⓣ	2,153,269	D	
Common Stock, par value \$.10	02/27/2017	S		25,000	D	\$ 43.1792 <u>(2)</u>	2,128,269	D	
Common Stock, par value \$.10	12/16/2016	G	V	1,414	A	Ⓣ	69,122	I	As A Trustee For Minor Child <u>(3)</u>
Common Stock, par value \$.10	12/16/2016	G	V	707	A	Ⓣ	18,014	I	By Spouse <u>(4)</u>
Common Stock, par value \$.10							4,945.6604	I	By 401(k) <u>(5)</u>
Common Stock, par value \$.10							2,565,000	I	By Business Limited Partnership <u>(6)</u>
Common Stock, par value \$.10							8,100	I	By Business Trust <u>(7)</u>
Common Stock, par value \$.10							396,000	I	By Venture Limited Partnership <u>(8)</u>

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



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- (5) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of December 1, 2016.
- (6) Business limited partnership under control of Reporting Person.
- (7) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (8) 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.