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JOHNSON GREGORY E

Form 5

October 22, 2018

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Check this box if no longer subject

Washington, D.C. 20549

Number: 3235-0362 Expires: January 31, 2005

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

Estimated average burden hours per response... 1.0

1(b). 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. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSON GREGORY E Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X_ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2018

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

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

Chairman and CEO

SAN MATEO, CAÂ 94403-1906

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

(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. Securi Acquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or))	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	08/16/2018	Â	G	6,250	D	\$ 0 (1)	2,038,860	D	Â	
Common Stock, par value \$.10	05/01/2018	Â	G	4,420	D	\$ 0 (1)	2,038,860	D	Â	
	Â	Â	Â	Â	Â	Â	73,116	I		

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Common Stock, par value \$.10									As A Trustee For Minor Child
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	5,590.7978	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	2,565,000	I	By Business Limited Partnership
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	8,100	I	By Business Trust (5)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	18,685	I	By Spouse
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	396,000	I	By Venture Limited Partnership

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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SEC 2270

(9-02)

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, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se Be O En Is Fi (In
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CAÂ 94403-1906

Chairman and CEO Â

Signatures

/s/ Gregory E. 10/19/2018 Johnson

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 September 30, 2018.
- (4) Business limited partnership under control of Reporting Person.
- (5) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (6) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.

ÂX

(7) 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 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.

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