

FRANKLIN RESOURCES INC

Form 13F-HR

May 14, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2004

Check here if Amendment [ ] : Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.  
Address: One Franklin Parkway  
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Barbara J. Green  
Title: Vice President, Deputy General Counsel and Secretary

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN  
By: Barbara J. Green  
San Mateo, California  
May 13, 2004

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.) [ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).) [ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

## Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

Report Summary:

Number of Other Included Managers: 10

Form 13F Information Table Entry Total: 4,022

Form 13F Information Table Value Total: \$ 95,879,983  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No. Form 13F File Number Name

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC.
3	28-3984	TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC.
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC.
6	28-6174	FRANKLIN PRIVATE CLIENT GROUP, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, INC.
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-2157	FIDUCIARY TRUST COMPANY INTERNATIONAL

04/14/2004 11:15 am (lg13fprt.p) S9H		FORM 13F FOR PERIOD ENDING 03 REPORTING MANAGER: FRANKLIN RES				
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (X1000)	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION	
QUEBECOR WORLD INC	ORDINARY SHS		4882	201300	DEFINED	
TRANSCANADA CORP	ORDINARY SHS		515627	18532023	DEFINED	
FAIRMONT HOTELS & RESORTS INC	ORDINARY SHS		40854	1575107	DEFINED	
KINDRED HEALTHCARE INC	COMMON SHS		240744	6974329	DEFINED	
QUEBECOR WORLD INC	ORDINARY SHS		279045	8920988	DEFINED	
FINANCIERE AGACHE	CONVERT ZERO CP		1252	32600	DEFINED	
AB WATLEY GROUP INC	COMMON SHS	000788109	157	447350	DEFINED	
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886101	678	233621	DEFINED	
ACM INCOME FUND INC	CLOSE END MUT F	000912105	115	13191	DEFINED	
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	2153	96000	DEFINED	
ABM INDUSTRIES INC	COMMON SHS	000957100	14103	785700	DEFINED	
AFLAC INC	COMMON SHS	001055102	64674	1611200	DEFINED	
AFLAC INC	COMMON SHS	001055102	80	2000	DEFINED	
AFLAC INC	COMMON SHS	001055102	3282	81760	DEFINED	
AFLAC INC	COMMON SHS	001055102	5770	143745	DEFINED	
AFLAC INC	COMMON SHS	001055102	2408	60000	DEFINED	
AGL RESOURCES INC	COMMON SHS	001204106	14510	500000	DEFINED	



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ACTEL CORP	COMMON SHS	004934105	29654	1310400	DEFINED
ADAPTEC INC	COMMON SHS	00651F108	21104	2409100	DEFINED
ADECCO SA	AMER DEP RECPT	006754105	6576	475131	DEFINED
ADELPHIA COMMUNICATIONS CORP	CONVERTIBLE BD	006848BG9	40425	96250000	DEFINED
ADOBE SYSTEMS INC	COMMON SHS	00724F101	3010	76350	DEFINED
ADOBE SYSTEMS INC	COMMON SHS	00724F101	69351	1758833	DEFINED
ADOLOR CORP	COMMON SHS	00724X102	7867	523430	DEFINED
ADOLOR CORP	COMMON SHS	00724X102	67010	4458400	DEFINED
ADTRAN INC	COMMON SHS	00738A106	25762	857890	DEFINED
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	14	351	DEFINED
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	64592	1588200	DEFINED
ADVANCED DIGITAL INFORMATION CORP	COMMON SHS	007525108	1	61	DEFINED
ADVANCED DIGITAL INFORMATION CORP	COMMON SHS	007525108	1644	144500	DEFINED
ADVANCED FIBRE COMMUNICATIONS	COMMON SHS	00754A105	51	2300	DEFINED
ADVANCED FIBRE COMMUNICATIONS	COMMON SHS	00754A105	43990	1996808	DEFINED
ADVANCED SEMICONDUCTOR ENGINEERING INC	AMER DEP RECPT	00756M404	132	24489	DEFINED
ADVANCED SEMICONDUCTOR ENGINEERING INC	AMER DEP RECPT	00756M404	3544	656300	DEFINED
ADVANCED NEUROMODULATION SYSTEMS INC	COMMON SHS	00757T101	6689	185352	DEFINED
ADVANCED NEUROMODULATION SYSTEMS INC	COMMON SHS	00757T101	51	1400	DEFINED
ADVO INC	COMMON SHS	007585102	203	6300	DEFINED
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	2169	88888	DEFINED
AEROPOSTALE INC	COMMON SHS	007865108	4328	119350	DEFINED
AEROPOSTALE INC	COMMON SHS	007865108	22	600	DEFINED
ADVANCED MICRO DEVICES INC	CONVERTIBLE BD	007903AF4	2341	1000000	DEFINED
AEGON NV	NEW YORK SHARES	007924103	276	21471	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	8029	393788	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	143	7000	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	52856	2592260	DEFINED
ADVANCED ENERGY INDUSTRIES INC	CONVERTIBLE BD	007973AC4	2063	2000000	DEFINED
AETNA INC	COMMON SHS	00817Y108	40	450	DEFINED
AETNA INC	COMMON SHS	00817Y108	259	2890	DEFINED
AETNA INC	COMMON SHS	00817Y108	1869	20830	DEFINED
AETNA INC	COMMON SHS	00817Y108	112792	1257154	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	31	600	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	11366	219007	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	212928	4102663	DEFINED
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	7680	140715	DEFINED
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	49	900	DEFINED
AFFYMETRIX INC	COMMON SHS	00826T108	422	12500	DEFINED
AFFYMETRIX INC	COMMON SHS	00826T108	4040	119700	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	16	5000	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	104595	32584139	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	3057	952490	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	10583	3296763	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	2	747	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	1124	350023	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V209	64	20542	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V209	53307	17085500	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	20	620	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	0	15	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	12652	400000	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3890	122986	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	19263	609000	DEFINED
AGILE SOFTWARE CORP	COMMON SHS	00846X105	2782	317950	DEFINED
AGILE SOFTWARE CORP	COMMON SHS	00846X105	11276	1288700	DEFINED
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	6345	425000	DEFINED
AGRIUM INC	COMMON SHS	008916108	17346	1071900	DEFINED
AGRIUM INC	ORDINARY SHS	008916108	1510	78000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	25060	500000	DEFINED
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	5624	112202	DEFINED
AIRTRAN HOLDINGS INC	COMMON SHS	00949P108	187	15700	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	1029	27708	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	18480	497832	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	34	925	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	33306	1350600	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	12330	500000	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	25	1000	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	3598	145900	DEFINED
ALASKA COMMUNICATIONS SYSTEMS HOLDINGS	COMMON SHS	01167P101	264	55034	DEFINED
ALASKA COMMUNICATIONS SYSTEMS HOLDINGS	COMMON SHS	01167P101	11287	2356300	DEFINED
ALBANY MOLECULAR RESEARCH INC	COMMON SHS	012423109	1637	103000	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	1072	24440	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	4871	111025	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	810	18474	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	77426	1764900	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	283	6450	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	388	8850	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	19605	446878	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	6404	289111	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	254243	11478240	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	2628	118650	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	16	700	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	862	38900	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	600	27092	DEFINED
ALCAN INC	ORDINARY SHS	013716105	8425	181101	DEFINED
ALCAN INC	ORDINARY SHS	013716105	3332	65072	DEFINED
ALCAN INC	ORDINARY SHS	013716105	243541	4743878	DEFINED
ALCAN INC	ORDINARY SHS	013716105	119317	2046947	DEFINED
ALCAN INC	COMMON SHS	013716105	2812	49767	DEFINED
ALCAN INC	ORDINARY SHS	013716105	112	1930	DEFINED
ALCOA INC	COMMON SHS	013817101	2211	63748	DEFINED
ALCOA INC	COMMON SHS	013817101	7993	230402	DEFINED
ALCOA INC	COMMON SHS	013817101	18789	541615	DEFINED
ALDERWOODS GROUP INC	COMMON SHS	014383103	29741	2859701	DEFINED
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	13923	420900	DEFINED
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	400	12100	DEFINED
ALEXANDER'S INC	REAL EST INV TR	014752109	77098	481865	DEFINED
ALEXANDER'S INC	REAL EST INV TR	014752109	160	1000	DEFINED
ALEXANDRIA REAL ESTATE EQUITIES INC	REAL EST INV TR	015271109	370	5879	DEFINED
ALEXANDRIA REAL ESTATE EQUITIES INC	REAL EST INV TR	015271109	27040	429200	DEFINED
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	2326	97900	DEFINED
ALKERMES INC	COMMON SHS	01642T108	12250	766100	DEFINED
ALKERMES INC	COMMON SHS	01642T108	26451	1654250	DEFINED
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	183502	742022	DEFINED
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	447	1806	DEFINED
ALLEGHENY ENERGY INC	COMMON SHS	017361106	80523	5873300	DEFINED
ALLEGHENY ENERGY INC	COMMON SHS	017361106	100	7290	DEFINED
ALLEN ORGAN CO	COMMON SHS	017753104	4550	94800	DEFINED
ALLERGAN INC	COMMON SHS	018490102	33664	400000	DEFINED
ALLERGAN INC	COMMON SHS	018490102	10350	122980	DEFINED
ALLETE INC	COMMON SHS	018522102	54	1532	DEFINED
ALLETE INC	COMMON SHS	018522102	45617	1300000	DEFINED
ALLIANCE ATLANTIS COMMUNICATIONS CORP	ORDINARY SHS	01853E204	1876	75330	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALLIANCE ATLANTIS COMMUNICATIONS CORP	ORDINARY SHS	01853E204	56046	2250859	DEFINED
ALLIANCE CAPITAL MANAGEMENT HOLDING LP	LTD PARTNERSHIP	01855A101	2300	62500	DEFINED
ALLIANCE CAPITAL MANAGEMENT HOLDING LP	LTD PARTNERSHIP	01855A101	109	2961	DEFINED
ALLIANT ENERGY CORP	COMMON SHS	018802108	42	1600	DEFINED
ALLIANT ENERGY CORP	COMMON SHS	018802108	167045	6410000	DEFINED
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	470	15520	DEFINED
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	6496	216900	DEFINED
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	581	19400	DEFINED
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	93	7000	DEFINED
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	70511	5297565	DEFINED
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	73	1000	DEFINED
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	17612	241100	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	20164	443550	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	5501	121000	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	91	2000	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	4697	103325	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	20794	457406	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	1204	26475	DEFINED
ALLTEL CORP	COMMON SHS	020039103	1635	32769	DEFINED
ALLTEL CORP	COMMON SHS	020039103	1869	37457	DEFINED
ALLTEL CORP	COMMON SHS	020039103	14302	286680	DEFINED
ALLTEL CORP	CONVERT PREF	020039822	152	3000	DEFINED
ALLTEL CORP	CONVERT PREF	020039822	164840	3250000	DEFINED
ALPHARMA INC	COMMON SHS	020813101	25530	1301900	DEFINED
ALPHARMA INC	CONVERTIBLE BD	020813AD3	4860	4000000	DEFINED
ALTERA CORP	COMMON SHS	021441100	41	2000	DEFINED
ALTERA CORP	COMMON SHS	021441100	64845	3170893	DEFINED
ALTIRIS INC	COMMON SHS	02148M100	774	27700	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	28	510	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	5146	94500	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	151512	2782589	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	6439	118262	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	10693	196382	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	13478	247539	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	273786	5028208	DEFINED
ALZA CORP	CONVERT ZERO CP	02261WAB5	358750	5000000	DEFINED
AMAZON.COM INC	COMMON SHS	023135106	4331	100072	DEFINED
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	177	2400	DEFINED
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	2693	36500	DEFINED
AMERADA HESS CORP	COMMON SHS	023551104	721	11050	DEFINED
AMERADA HESS CORP	COMMON SHS	023551104	3	44	DEFINED
AMERADA HESS CORP	CONVERT PREF	023551401	9346	148000	DEFINED
AMERADA HESS CORP	CONVERT PREF	023551401	632	10000	DEFINED
AMEREN CORP	COMMON SHS	023608102	8595	186486	DEFINED
AMEREN CORP	COMMON SHS	023608102	399139	8660000	DEFINED
AMEREN CORP 9.75% PFD ACES	CONVERT PREF	023608201	22517	800600	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	2236	57844	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	2590	67000	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	33547	867962	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	5801	150100	DEFINED
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1793	54456	DEFINED
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	254030	7716600	DEFINED
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	8118	301100	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	3024	58325	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	75613	1458295	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	7561	145822	DEFINED
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	22889	1350400	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	3402	200725	DEFINED
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	6939	409400	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	567	23199	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	9201	376800	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	66	2700	DEFINED
AMERICAN HOME MORTGAGE INVESTMENT CORP	REAL EST INV TR	02660R107	13	451	DEFINED
AMERICAN HOME MORTGAGE INVESTMENT CORP	REAL EST INV TR	02660R107	8182	284110	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	8934	125219	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	58419	818763	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	13230	185427	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	2147	30089	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	112792	1580832	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	891	12485	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	21683	303890	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	270086	3785365	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	31627	443266	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	3797	95100	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	6541	163800	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2124	53200	DEFINED
AMERICAN MEDICAL SYSTEMS HOLDINGS LTD	COMMON SHS	02744M108	6804	256759	DEFINED
AMERICAN MEDICAL SYSTEMS HOLDINGS LTD	COMMON SHS	02744M108	40113	1513700	DEFINED
AMERICAN MEDICAL SECURITY GROUP	COMMON SHS	02744P101	3296	123400	DEFINED
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	68693	767600	DEFINED
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	1101	12300	DEFINED
AMERICAN PACIFIC CORP	COMMON SHS	028740108	5252	659000	DEFINED
AMERICAN PACIFIC CORP	COMMON SHS	028740108	260	32628	DEFINED
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	1910	83011	DEFINED
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	11505	500000	DEFINED
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	35663	1549875	DEFINED
AMERICAN STANDARD COS INC	COMMON SHS	029712106	2261	19880	DEFINED
AMERICAN STATES WATER CO	COMMON SHS	029899101	6039	247500	DEFINED
AMERICAN WOODMARK CORP	COMMON SHS	030506109	1143	17200	DEFINED
AMERISOURCE HEALTH CORP	CONVERTIBLE BD	03071PAD4	24229	21000000	DEFINED
AMERUS GROUP CO	COMMON SHS	03072M108	13114	325000	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	9146	167269	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	453828	8299702	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	17631	322440	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	3291	60191	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	21	382	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	5709	104400	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	178	3261	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	125318	2291845	DEFINED
AMERIGROUP CORP	COMMON SHS	03073T102	229	5000	DEFINED
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	57	3700	DEFINED
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	64858	4211581	DEFINED
AMETEK INC	COMMON SHS	031100100	15862	618654	DEFINED
AMETEK INC	COMMON SHS	031100100	397	15500	DEFINED
AMETEK INC	COMMON SHS	031100100	17677	689418	DEFINED
AMGEN INC	COMMON SHS	031162100	2064	35482	DEFINED
AMGEN INC	COMMON SHS	031162100	2937	50496	DEFINED
AMGEN INC	COMMON SHS	031162100	54214	932000	DEFINED
AMGEN INC	COMMON SHS	031162100	83026	1427307	DEFINED
AMGEN INC	COMMON SHS	031162100	169810	2919208	DEFINED
AMSOUTH BANCORPORATION	COMMON SHS	032165102	395	16800	DEFINED
AMSURG CORP	COMMON SHS	03232P405	1178	51852	DEFINED
AMSURG CORP	COMMON SHS	03232P405	5999	264150	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	711	30000	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	14	600	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	11327	478149	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	2900	55925	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	2889	55700	DEFINED
ANADIGICS INC	COMMON SHS	032515108	7149	1149400	DEFINED
ANADIGICS INC	COMMON SHS	032515108	52	8400	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	38099	793563	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	20191	420549	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	122	5000	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	438	18000	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	10226	420479	DEFINED
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	46901	1921400	DEFINED
ANGLOGOLD LTD	AMER DEP RECPT	035128206	73	1731	DEFINED
ANGLOGOLD LTD	AMER DEP RECPT	035128206	764	18070	DEFINED
ANGLOGOLD LTD	AMER DEP RECPT	035128206	190	4490	DEFINED
ANGLOGOLD LTD	AMER DEP RECPT	035128206	126864	3001270	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	38	750	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	59717	1170928	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	60796	1192088	DEFINED
ANNALY MORTGAGE MANAGEMENT INC	COMMON SHS	035710409	576	29450	DEFINED
ANTHEM INC	COMMON SHS	03674B104	65	720	DEFINED
ANTHEM INC	COMMON SHS	03674B104	54	600	DEFINED
ANTHEM INC	COMMON SHS	03674B104	46790	516213	DEFINED
ANTEON INTERNATIONAL CORP	COMMON SHS	03674E108	4406	152500	DEFINED
ANTHRACITE CAP INC	REAL EST INV TR	037023108	407	32000	DEFINED
AON CORP	COMMON SHS	037389103	12637	452776	DEFINED
AON CORP	COMMON SHS	037389103	3163	113333	DEFINED
AON CORP	COMMON SHS	037389103	8667	310520	DEFINED
AON CORP	COMMON SHS	037389103	3357	120271	DEFINED
AON CORP	COMMON SHS	037389103	8639	309520	DEFINED
AON CORP	COMMON SHS	037389103	39	1400	DEFINED
APACHE CORP	COMMON SHS	037411105	1105	25590	DEFINED
APACHE CORP	COMMON SHS	037411105	7666	177576	DEFINED
APACHE CORP	COMMON SHS	037411105	65760	1523291	DEFINED
APACHE CORP	COMMON SHS	037411105	1969	45620	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	1805	20965	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	48481	563016	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	14243	165400	DEFINED
UNIVERSITY OF PHOENIX ONLINE	COMMON SHS	037604204	33172	381200	DEFINED
APOGENT TECHNOLOGIES INC	COMMON SHS	03760A101	2011	65561	DEFINED
APOLLO GOLD CORP	ORDINARY SHS	03761E102	4760	1700000	DEFINED
APOLLO GOLD CORP	ORDINARY SHS	03761E102	3220	1150000	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	13525	500000	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	4052	149810	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	2	78	DEFINED
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	23070	770528	DEFINED
APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	1071	54159	DEFINED
APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	3	150	DEFINED
APPLIED INDUSTRIAL TECHNOLOGIES INC	COMMON SHS	03820C105	15904	700000	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	1682	78681	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	58094	2717212	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	79828	3733793	DEFINED
APTARGROUP INC	COMMON SHS	038336103	9473	246700	DEFINED
APTARGROUP INC	COMMON SHS	038336103	538	14000	DEFINED
AQUANTIVE INC	COMMON SHS	03839G105	6512	678289	DEFINED
AQUANTIVE INC	COMMON SHS	03839G105	16437	1712200	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	2640	69015	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	7161	187205	DEFINED
ARCH COAL INC	COMMON SHS	039380100	14110	449500	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ARCH COAL INC	COMMON SHS	039380100	6	200	DEFINED
ARCH COAL INC	COMMON SHS	039380100	8491	270500	DEFINED
ARCH COAL INC	CONVERT PREF	039380209	8597	100000	DEFINED
ARCH WIRELESS INC	COMMON SHS	039392709	10096	312869	DEFINED
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	23690	1404241	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	711	24107	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	892	30238	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	54031	1830927	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	879	27194	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	139	4300	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	21897	677300	DEFINED
ARGOSY GAMING CO	COMMON SHS	040228108	18526	521133	DEFINED
ARGOSY GAMING CO	COMMON SHS	040228108	54164	1523600	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	11819	1284702	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	2	200	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	3677	399700	DEFINED
ARTS WAY MANUFACTURING CO INC	COMMON SHS	043168103	726	134500	DEFINED
ARVINMERITOR INC	COMMON SHS	043353101	248	12499	DEFINED
ASCENTIAL SOFTWARE CORP	COMMON SHS	04362P207	8	385	DEFINED
ASCENTIAL SOFTWARE CORP	COMMON SHS	04362P207	14233	649325	DEFINED
ASHANTI GOLDFIELDS CO LTD	GLBL DEP RECPT	043743202	36510	3002450	DEFINED
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	350	34357	DEFINED
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	9681	950000	DEFINED
ASK JEEVES INC	COMMON SHS	045174109	125	3500	DEFINED
ASK JEEVES INC	COMMON SHS	045174109	115669	3237300	DEFINED
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	16297	1994712	DEFINED
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	75128	1975480	DEFINED
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	175	4600	DEFINED
ASTRAZENECA PLC	AMER DEP RECPT	046353108	2168	46400	DEFINED
ASTRAZENECA PLC	AMER DEP RECPT	046353108	178	3800	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	1372	60000	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	23	1000	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	12016	525400	DEFINED
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	7009	225000	DEFINED
ATMEL CORP	COMMON SHS	049513104	95	14690	DEFINED
ATMEL CORP	COMMON SHS	049513104	10372	1595621	DEFINED
ATMOS ENERGY CORP	COMMON SHS	049560105	20967	820000	DEFINED
ATWOOD OCEANICS INC	COMMON SHS	050095108	6250	175600	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	24345	593784	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	135	3300	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	61792	1507118	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	7202	175655	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	116	2818	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	86207	2102620	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	32	760	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	3919	93313	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	33600	800000	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	17990	428328	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	39505	940600	DEFINED
AUTOZONE INC	COMMON SHS	053332102	21	245	DEFINED
AUTOZONE INC	COMMON SHS	053332102	138	1600	DEFINED
AUTOZONE INC	COMMON SHS	053332102	106943	1243958	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	1833	34202	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	59	1100	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	37281	695800	DEFINED
AVANEX CORP	COMMON SHS	05348W109	6525	1510400	DEFINED
AVANEX CORP	COMMON SHS	05348W109	48	11000	DEFINED
AVAYA INC	COMMON SHS	053499109	40804	2569534	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AVAYA INC	COMMON SHS	053499109	137586	8664134	DEFINED
AVENTIS SA	AMER DEP RECPT	053561106	333	4327	DEFINED
AVENTIS SA	AMER DEP RECPT	053561106	10578	137552	DEFINED
AVENTIS SA	AMER DEP RECPT	053561106	628	8170	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	3544	56963	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	28741	462000	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	11223	180400	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	2054	33020	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	18252	293400	DEFINED
AVOCENT CORP	COMMON SHS	053893103	9525	258900	DEFINED
AVOCENT CORP	COMMON SHS	053893103	89479	2432148	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	36809	485162	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	4	58	DEFINED
AXA SA	AMER DEP RECPT	054536107	7	340	DEFINED
AXA SA	AMER DEP RECPT	054536107	346	16470	DEFINED
AXA SA	AMER DEP RECPT	054536107	14221	677500	DEFINED
AXA SA	AMER DEP RECPT	054536107	842	40114	DEFINED
AXCELIS TECHNOLOGIES INC	COMMON SHS	054540109	134	12016	DEFINED
AZTAR CORP	COMMON SHS	054802103	85334	3481600	DEFINED
AXCAN PHARMA INC	ORDINARY SHS	054923107	47248	1889906	DEFINED
BB&T CORP	COMMON SHS	054937107	239	6757	DEFINED
BASF AG	AMER DEP RECPT	055262505	1085	21230	DEFINED
BASF AG	AMER DEP RECPT	055262505	19388	379408	DEFINED
BASF AG	AMER DEP RECPT	055262505	18	350	DEFINED
BCE INC	ORDINARY SHS	05534B109	39451	1449908	DEFINED
BCE INC	ORDINARY SHS	05534B109	684433	24807270	DEFINED
BCE INC	ORDINARY SHS	05534B109	312513	11336061	DEFINED
BCE INC	COMMON SHS	05534B109	13346	634618	DEFINED
BCE INC	ORDINARY SHS	05534B109	129971	4710800	DEFINED
BCE INC	ORDINARY SHS	05534B109	127855	4634096	DEFINED
BCE INC	COMMON SHS	05534B109	2739	110199	DEFINED
BCE INC	ORDINARY SHS	05534B109	114	4120	DEFINED
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	5790	257800	DEFINED
BISYS GROUP INC	COMMON SHS	055472104	1985	118418	DEFINED
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	71	70000	DEFINED
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	4040	4000000	DEFINED
BJ SERVICES CO	COMMON SHS	055482103	681	15743	DEFINED
BJ SERVICES CO	COMMON SHS	055482103	66882	1545694	DEFINED
BJ SERVICES CO	COMMON SHS	055482103	2050	47387	DEFINED
BOC GROUP PLC	AMER DEP RECPT	055617609	2222	67000	DEFINED
BP PLC	AMER DEP RECPT	055622104	28	540	DEFINED
BP PLC	AMER DEP RECPT	055622104	262	5110	DEFINED
BP PLC	AMER DEP RECPT	055622104	5031	98260	DEFINED
BP PLC	AMER DEP RECPT	055622104	20762	405515	DEFINED
BP PLC	AMER DEP RECPT	055622104	23834	465500	DEFINED
BP PLC	AMER DEP RECPT	055622104	5377	105015	DEFINED
BP PLC	AMER DEP RECPT	055622104	15114	295200	DEFINED
BP PLC	AMER DEP RECPT	055622104	8330	162700	DEFINED
BP PLC	AMER DEP RECPT	055622104	95188	1859136	DEFINED
BP PLC	AMER DEP RECPT	055622104	267158	5217936	DEFINED
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	4278	141900	DEFINED
BRE PROPERTIES INC	REAL EST INV TR	05564E106	210	6132	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	40624	2077942	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	116603	5964361	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BMC SOFTWARE INC	COMMON SHS	055921100	20203	1033410	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	11707	598800	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	275	14050	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	1570	80322	DEFINED
BAKER HUGHES INC	COMMON SHS	057224107	667	18297	DEFINED
BAKER HUGHES INC	COMMON SHS	057224107	1003	27500	DEFINED
BALDOR ELECTRIC CO	COMMON SHS	057741100	4686	203899	DEFINED
BALDWIN & LYONS INC	COMMON SHS	057755209	4467	153875	DEFINED
BALL CORPORATION	COMMON SHS	058498106	298	4400	DEFINED
BALL CORPORATION	COMMON SHS	058498106	1	13	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	136343	2831641	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	6154	127804	DEFINED
BANCO ITAU HOLDINGS FINANCEIRA S.A.	AMER DEP RECPT	059602201	577	12331	DEFINED
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	623	56740	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	13960	172384	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	3243	40047	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	5393	66600	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	5578	68876	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	28	343	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	7846	96886	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	12291	151784	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	42839	529009	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	294476	3636403	DEFINED
BANK OF HAWAII CORP	COMMON SHS	062540109	611	13178	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	3063	56473	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	160836	2965808	DEFINED
BANK OF MONTREAL	COMMON SHS	063671101	829	20000	DEFINED
BANK MUTUAL CORP	COMMON SHS	063750103	27126	2424134	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	4228	134238	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	5150	163487	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	243	7700	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	8929	283464	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	36000	1142852	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	13124	416646	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	1758	24833	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	248274	3506691	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	570	10566	DEFINED
BANK ONE CORP	COMMON SHS	06423A103	4089	75000	DEFINED
BANK ONE CORP	COMMON SHS	06423A103	33	600	DEFINED
BANK ONE CORP	COMMON SHS	06423A103	4218	77364	DEFINED
BANK ONE CORP	COMMON SHS	06423A103	13199	242103	DEFINED
BANKNORTH GROUP INC	COMMON SHS	06646R107	4304	126432	DEFINED
BANKNORTH GROUP INC	COMMON SHS	06646R107	443	13009	DEFINED
C R BARD INC	COMMON SHS	067383109	1128	11550	DEFINED
C R BARD INC	COMMON SHS	067383109	52286	535500	DEFINED
BARCLAYS PLC	AMER DEP RECPT	06738E204	4481	124000	DEFINED
BARNES & NOBLES INC	COMMON SHS	067774109	256	7850	DEFINED
BARNES & NOBLES INC	CONVERTIBLE BD	067774AD1	375	355000	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	605065	19599834	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	56672	1828114	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	153269	6445270	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	3716	119874	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	180	7590	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	142413	5988752	DEFINED
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	14	300	DEFINED
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	599	13050	DEFINED
BAUSCH & LOMB INC	COMMON SHS	071707103	444	7400	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	15445	500000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BAXTER INTERNATIONAL INC	COMMON SHS	071813109	8382	271363	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1806	58462	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	8458	273800	DEFINED
BAYER AG	AMER DEP RECPT	072730302	695	28504	DEFINED
BAYER AG	AMER DEP RECPT	072730302	12	500	DEFINED
BEA SYSTEMS INC	COMMON SHS	073325102	727	56980	DEFINED
BEAR STEARNS COMPANIES INC	COMMON SHS	073902108	56072	639502	DEFINED
BEAR STEARNS COMPANIES INC	COMMON SHS	073902108	296	3375	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	354	33039	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	110	10277	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	12294	1146850	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	2799	261099	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	12744	1188794	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	9497	885920	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	21698	2024100	DEFINED
BECKMAN COULTER INC	COMMON SHS	075811109	344	6300	DEFINED
BECKMAN COULTER INC	COMMON SHS	075811109	2	30	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	54588	1126000	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	63	1300	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	1499	30918	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	1905	39300	DEFINED
BED BATH & BEYOND INC	COMMON SHS	075896100	6068	145315	DEFINED
BED BATH & BEYOND INC	COMMON SHS	075896100	5157	123500	DEFINED
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	491	16118	DEFINED
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	16378	537500	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	5154	186144	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	19528	705232	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	70658	2551739	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	19911	765800	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	10337	397563	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	1	22	DEFINED
BERKLEY W R CORP	COMMON SHS	084423102	37061	929325	DEFINED
BERKLEY W R CORP	COMMON SHS	084423102	781	19577	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	399884	4286	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	4478	48	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	31722	340	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	28	9	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	508423	163427	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	26820	8621	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	9569	3076	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	47	900	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	54165	1047275	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	9680	187170	DEFINED
BEVERLY ENTERPRISES INC	COMMON SHS	087851309	1007	157400	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	684	36435	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	19009	1012205	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	1902	101265	DEFINED
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	10100	400000	DEFINED
BIG LOTS INC	COMMON SHS	089302103	24288	1675000	DEFINED
BIO-RAD LABORATORIES INC	COMMON SHS	090572207	15722	278900	DEFINED
BIOMET INC	COMMON SHS	090613100	1513	39446	DEFINED
BIOMARIN PHARMACEUTICAL INC	COMMON SHS	09061G101	3746	498100	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	1112	20000	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	12968	233234	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	80739	1452148	DEFINED
BIOVAIL CORP	COMMON SHS	09067J109	229	14700	DEFINED
BLACK & DECKER CORP	COMMON SHS	091797100	4413	77500	DEFINED
BLACK & DECKER CORP	COMMON SHS	091797100	2725	47863	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BLACK & DECKER CORP	COMMON SHS	091797100	9	160	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	31	600	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	5359	105007	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	4249	83268	DEFINED
BLOCKBUSTER INC	COMMON SHS	093679108	212	12100	DEFINED
BOARDWALK EQUITIES INC	ORDINARY SHS	096613104	1900	107327	DEFINED
BOARDWALK EQUITIES INC	ORDINARY SHS	096613104	228	12857	DEFINED
BOARDWALK EQUITIES INC	REAL EST INV TR	096613104	30616	2279700	DEFINED
BOEING CO	COMMON SHS	097023105	6906	168157	DEFINED
BOEING CO	COMMON SHS	097023105	256296	6240459	DEFINED
BOEING CO	COMMON SHS	097023105	9200	224000	DEFINED
BOEING CO	COMMON SHS	097023105	1866	45432	DEFINED
BOEING CO	COMMON SHS	097023105	41070	1000000	DEFINED
BOEING CO	COMMON SHS	097023105	5189	126356	DEFINED
BOEING CO	COMMON SHS	097023105	1964	47828	DEFINED
BOEING CO	COMMON SHS	097023105	2103	51217	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	48	1380	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	11625	335510	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	687	19816	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	11904	343554	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	264	7626	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	13478	388979	DEFINED
BORG WARNER INC	COMMON SHS	099724106	1948	22960	DEFINED
BORG WARNER INC	COMMON SHS	099724106	104366	1230300	DEFINED
BORLAND SOFTWARE CORP	COMMON SHS	099849101	6838	753115	DEFINED
BORLAND SOFTWARE CORP	COMMON SHS	099849101	18715	2061100	DEFINED
BOSTON CHICKEN INC	CONVERT ZERO CP	100578AB9	0	20000	DEFINED
BOSTON PRIVATE FINANCIAL HOLDINGS INC	COMMON SHS	101119105	9850	351800	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	2613	48113	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	2045	37650	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	59230	1090600	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1444	34075	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	51	1212	DEFINED
BOWATER INC	COMMON SHS	102183100	3889	89130	DEFINED
BOWATER INC	COMMON SHS	102183100	169097	3875700	DEFINED
BOWATER INC	COMMON SHS	102183100	186	4252	DEFINED
BOWATER INC	COMMON SHS	102183100	8845	202738	DEFINED
BOWATER INC	COMMON SHS	102183100	214	4900	DEFINED
BOWATER INC	COMMON SHS	102183100	1510	34600	DEFINED
BRACKNELL CORP	ORDINARY SHS	10382K102	0	321400	DEFINED
BRADY CORP	COMMON SHS	104674106	12102	317800	DEFINED
BRADY CORP	COMMON SHS	104674106	19	500	DEFINED
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	1294	42344	DEFINED
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	22757	744900	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	350169	6695389	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	142198	2718887	DEFINED
BRIGGS & STRATTON CORP	COMMON SHS	109043109	10363	153600	DEFINED
BRIGGS & STRATTON CORP	COMMON SHS	109043109	9331	138300	DEFINED
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	16	410	DEFINED
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	19	500	DEFINED
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	10491	276600	DEFINED
BRINKS COMPANY	COMMON SHS	109696104	156	5650	DEFINED
BRINKS COMPANY	COMMON SHS	109696104	9805	355500	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	28873	1191626	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	555023	22906454	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	20091	829180	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	2968	122477	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	970	40024	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	15507	640000	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	13845	571394	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	27935	1152926	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	305464	12606832	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	419	8225	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	9854	193224	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	25500	500000	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	112	2199	DEFINED
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	3796	125950	DEFINED
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	2	73	DEFINED
BROADCOM CORP	COMMON SHS	111320107	35	900	DEFINED
BROADCOM CORP	COMMON SHS	111320107	4896	125000	DEFINED
BROCADE COMMUNICATIONS SYSTEMS INC	COMMON SHS	111621108	63	9400	DEFINED
BROCADE COMMUNICATIONS SYSTEMS INC	COMMON SHS	111621108	943	141653	DEFINED
BROOKFIELD PROPERTIES CORP	ORDINARY SHS	112900105	735	18105	DEFINED
BROOKFIELD PROPERTIES CORP	REAL EST INV TR	112900105	15599	501400	DEFINED
BROOKLINE BANCORP INC	COMMON SHS	11373M107	21540	1350500	DEFINED
BROOKLINE BANCORP INC	COMMON SHS	11373M107	35	2186	DEFINED
BROWN-FORMAN CORP	COMMON SHS	115637100	33922	671720	DEFINED
BROWN-FORMAN CORP	COMMON SHS	115637209	87985	1846094	DEFINED
TOM BROWN INC	COMMON SHS	115660201	64661	1719700	DEFINED
BROWN SHOE CO INC	COMMON SHS	115736100	17818	489100	DEFINED
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	357	8260	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	22677	719900	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	57524	1826170	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	14093	447411	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	1581	24852	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	20591	323605	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	604	9500	DEFINED
BUSINESS OBJECTS SA	AMER DEP RECPT	12328X107	34	1190	DEFINED
BUSINESS OBJECTS SA	AMER DEP RECPT	12328X107	8487	297800	DEFINED
C&D TECHNOLOGIES INC	COMMON SHS	124661109	13786	825026	DEFINED
C&D TECHNOLOGIES INC	COMMON SHS	124661109	13567	811900	DEFINED
CAE INC	ORDINARY SHS	124765108	2570	450000	DEFINED
CAE INC	ORDINARY SHS	124765108	38	6700	DEFINED
CAE INC	ORDINARY SHS	124765108	14734	2580300	DEFINED
CAE INC	ORDINARY SHS	124765108	18573	3252714	DEFINED
CAE INC	ORDINARY SHS	124765108	42754	7487485	DEFINED
CAE INC	ORDINARY SHS	124765108	1486	260160	DEFINED
CDI CORP	COMMON SHS	125071100	10243	317324	DEFINED
CDI CORP	COMMON SHS	125071100	33410	1035000	DEFINED
CDW CORP	COMMON SHS	12512N105	2163	31995	DEFINED
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	31	750	DEFINED
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	132810	3200231	DEFINED
CIGNA CORP	COMMON SHS	125509109	35160	595732	DEFINED
CIGNA CORP	COMMON SHS	125509109	331805	5621911	DEFINED
CIGNA CORP	COMMON SHS	125509109	12854	217790	DEFINED
CIGNA CORP	COMMON SHS	125509109	3279	55553	DEFINED
CIGNA CORP	COMMON SHS	125509109	3171	53729	DEFINED
CIGNA CORP	COMMON SHS	125509109	13721	232480	DEFINED
CIGNA CORP	COMMON SHS	125509109	3774	63939	DEFINED
CIGNA CORP	COMMON SHS	125509109	37126	629047	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	84091	2210000	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	131	3450	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	17431	458100	DEFINED
CMS ENERGY CORP	COMMON SHS	125896100	35630	3981000	DEFINED
CNA SURETY CORP	COMMON SHS	12612L108	155	14000	DEFINED
CNF INC	COMMON SHS	12612W104	4203	125075	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CNOOC LTD	AMER DEP RECPT	126132109	2347	54570	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	10996	255722	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	14078	327400	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	43	1000	DEFINED
CNET NETWORKS INC	COMMON SHS	12613R104	37429	3623300	DEFINED
CSX CORP	COMMON SHS	126408103	407	13443	DEFINED
CUNO INC	COMMON SHS	126583103	3869	86200	DEFINED
CUNO INC	COMMON SHS	126583103	14819	330200	DEFINED
CVB FINANCIAL CORP	COMMON SHS	126600105	6697	322573	DEFINED
CVS CORP	COMMON SHS	126650100	14	385	DEFINED
CVS CORP	COMMON SHS	126650100	18	500	DEFINED
CVS CORP	COMMON SHS	126650100	4726	133889	DEFINED
CVS CORP	COMMON SHS	126650100	10474	296700	DEFINED
CABLE & WIRELESS PLC	AMER DEP RECPT	126830207	213	29955	DEFINED
CABLE & WIRELESS PLC	AMER DEP RECPT	126830207	3306	464306	DEFINED
CABLE & WIRELESS PLC	AMER DEP RECPT	126830207	11	1520	DEFINED
CABLE DESIGN TECHNOLOGIES CORP	COMMON SHS	126924109	2735	288500	DEFINED
CABOT CORP	COMMON SHS	127055101	34	1030	DEFINED
CABOT CORP	COMMON SHS	127055101	10758	328000	DEFINED
CABOT CORP	COMMON SHS	127055101	26614	811400	DEFINED
CABOT CORP	COMMON SHS	127055101	100	3050	DEFINED
CABOT CORP	COMMON SHS	127055101	166751	5083860	DEFINED
CADBURY SCHWEPPES PLC	AMER DEP RECPT	127209302	16882	525105	DEFINED
CADBURY SCHWEPPES PLC	AMER DEP RECPT	127209302	229	7120	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2757	187025	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	142335	9656350	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	5603	380110	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3095	209946	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1769	119980	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	228	15500	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	11	738	DEFINED
CAESARS ENTERTAINMENT INC	COMMON SHS	127687101	30403	2331514	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	21291	824277	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	258	10000	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	28085	1087300	DEFINED
CALIFORNIA WATER SERVICE GROUP	COMMON SHS	130788102	209	7400	DEFINED
CALPINE CORP	COMMON SHS	131347106	24284	5200000	DEFINED
CALPINE CORP	COMMON SHS	131347106	16	3500	DEFINED
CAMBIOR INC	ORDINARY SHS	13201L103	2225	540000	DEFINED
CAMPBELL SOUP CO	COMMON SHS	134429109	841	30850	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	ORDINARY SHS	136069101	2807	41043	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	ORDINARY SHS	136069101	147713	2159546	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	COMMON SHS	136069101	209	4025	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	100	1950	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	160242	3127283	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	128940	2516389	DEFINED
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	4819	122538	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	4600	63270	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	9105	142470	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	13351	183650	DEFINED
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	1715	54437	DEFINED
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	6045	250000	DEFINED
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	11534	366147	DEFINED
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	108	4462	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CANON INC	AMER DEP RECPT	138006309	298	5750	DEFINED
CANON INC	AMER DEP RECPT	138006309	13622	262980	DEFINED
CANON INC	AMER DEP RECPT	138006309	41	800	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	1074	30410	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	1204	34100	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	23520	666100	DEFINED
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1086	14400	DEFINED
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	3798	50349	DEFINED
CAPITALSOURCE INC	COMMON SHS	14055X102	9	400	DEFINED
CAPITALSOURCE INC	COMMON SHS	14055X102	50829	2264100	DEFINED
CAPSTONE TURBINE CORP	COMMON SHS	14067D102	139	56200	DEFINED
CARBO CERAMICS INC	COMMON SHS	140781105	2776	44100	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	31	450	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	16278	236250	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	6879	99838	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	53936	782819	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	17641	256044	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	34	1020	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	2515	75625	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	83	2500	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	136353	4100843	DEFINED
CARLISLE COMPANIES INC	COMMON SHS	142339100	107799	1902900	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	27	600	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	72370	1611448	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	22455	500000	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	11182	248984	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	10	223	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	1803	53183	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	1010	29800	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	39887	1176600	DEFINED
CARRIER ACCESS CORP	COMMON SHS	144460102	1240	101600	DEFINED
CASUAL MALE RETAIL GROUP INC	COMMON SHS	148711104	16621	1607400	DEFINED
CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	11099	622545	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	1110	42675	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	45	1742	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	47455	1824489	DEFINED
CATERPILLAR INC	COMMON SHS	149123101	3728	47153	DEFINED
CATO CORP	COMMON SHS	149205106	6024	300000	DEFINED
CAVALIER HOMES INC	COMMON SHS	149507105	3885	740000	DEFINED
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	293	8375	DEFINED
CELL GENESYS INC	COMMON SHS	150921104	2512	208600	DEFINED
CELL GENESYS INC	COMMON SHS	150921104	14	1200	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	14419	782232	DEFINED
CELESTICA INC	COMMON SHS	15101Q108	13105	765542	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	94122	4557229	DEFINED
CELESTICA INC	COMMON SHS	15101Q108	9529	581039	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	14307	670100	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	408	20014	DEFINED
CELGENE CORP	COMMON SHS	151020104	1212	25433	DEFINED
CELGENE CORP	COMMON SHS	151020104	946	19850	DEFINED
CELGENE CORP	COMMON SHS	151020104	11486	241042	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	150781	5056377	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	13228	443592	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	11375	381440	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	30	1000	DEFINED
CENDANT CORP	COMMON SHS	151313103	35	1430	DEFINED
CENDANT CORP	COMMON SHS	151313103	2122	87000	DEFINED
CENDANT CORP	COMMON SHS	151313103	20	828	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CENDANT CORP	COMMON SHS	151313103	17	700	DEFINED
CENDANT CORP	COMMON SHS	151313103	38582	1581878	DEFINED
CENTENE CORP	COMMON SHS	15135B101	18648	609600	DEFINED
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	17335	210127	DEFINED
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1108	11750	DEFINED
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	2	156	DEFINED
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	36819	3221300	DEFINED
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	8866	1405000	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	2665	132695	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	11413	568400	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	854	42525	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	9401	468200	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	1575	70000	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	68	3000	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	4113	182800	DEFINED
CENTURYTEL INC	COMMON SHS	156700106	460	16751	DEFINED
CENTURYTEL INC	COMMON SHS	156700106	24151	878537	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	15913	807361	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	3910	198400	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	1038	52646	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	144	7300	DEFINED
CERNER CORP	COMMON SHS	156782104	6123	135500	DEFINED
CERTEGY INC	COMMON SHS	156880106	7004	200000	DEFINED
CERTEGY INC	COMMON SHS	156880106	128	3658	DEFINED
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	7746	920000	DEFINED
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	8649	263800	DEFINED
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	66	2000	DEFINED
CHARTER ONE FINANCIAL INC	COMMON SHS	160903100	485	13725	DEFINED
CHARTER ONE FINANCIAL INC	COMMON SHS	160903100	2	53	DEFINED
CHARMING SHOPPES INC	COMMON SHS	161133103	40154	5154500	DEFINED
CHARMING SHOPPES INC	COMMON SHS	161133103	4708	604344	DEFINED
CHARMING SHOPPES INC	COMMON SHS	161133103	6867	881500	DEFINED
CHARTER COMMUNICATIONS INC	CONVERTIBLE BD	16117MAB3	26179	26850000	DEFINED
CHARTER COMMUNICATIONS INC	CONVERTIBLE BD	16117MAC1	4180	4400000	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	5239	83232	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	6657	105771	DEFINED
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	23912	1784500	DEFINED
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167503	1793	20000	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	16457	187480	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	8910	101505	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	6232	70996	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	30987	353008	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	291650	3322513	DEFINED
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	135	1400	DEFINED
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	9358	96729	DEFINED
CHICAGO PIZZA & BREWERY INC	COMMON SHS	167889104	6796	520000	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	2	42	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	728	15700	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	830	56500	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1469	100000	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	12266	834990	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1916	130400	DEFINED
CHIRON CORP	COMMON SHS	170040109	764	17360	DEFINED
CHIRON CORP	COMMON SHS	170040109	28494	647447	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	6085	160000	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	459	12080	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	4564	120000	DEFINED
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	623	29500	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	5123	242700	DEFINED
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2980	200000	DEFINED
CHUBB CORP	COMMON SHS	171232101	90	1300	DEFINED
CHUBB CORP	COMMON SHS	171232101	56	800	DEFINED
CHUBB CORP	COMMON SHS	171232101	10043	144416	DEFINED
CHUBB CORP	CONVERT PREF	171232309	5700	200000	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	94533	5337815	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	110173	6220953	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	9444	533267	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	42596	2405200	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2476	139830	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	623	35200	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	1999	112900	DEFINED
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	345	7960	DEFINED
CIENA CORP	COMMON SHS	171779101	218	43870	DEFINED
CIENA CORP	COMMON SHS	171779101	31249	6287545	DEFINED
CIENA CORP	CONVERTIBLE BD	171779AA9	371	400000	DEFINED
CINERGY CORP	COMMON SHS	172474108	330	8065	DEFINED
CINERGY CORP	COMMON SHS	172474108	309926	7579500	DEFINED
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	16840	745150	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	44	1860	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	31752	1350000	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	126944	5397275	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	111584	4744233	DEFINED
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	492	28200	DEFINED
CINTAS CORP	COMMON SHS	172908105	1933	44450	DEFINED
CITIGROUP INC	COMMON SHS	172967101	2451	47408	DEFINED
CITIGROUP INC	COMMON SHS	172967101	5687	110000	DEFINED
CITIGROUP INC	COMMON SHS	172967101	9151	177000	DEFINED
CITIGROUP INC	COMMON SHS	172967101	11179	216231	DEFINED
CITIGROUP INC	COMMON SHS	172967101	27633	534480	DEFINED
CITIGROUP INC	COMMON SHS	172967101	160026	3095289	DEFINED
CITIGROUP INC	COMMON SHS	172967101	121511	2350307	DEFINED
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	223	17242	DEFINED
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	1850	142963	DEFINED
CITRIX SYSTEMS INC	COMMON SHS	177376100	628	29065	DEFINED
CITY INVESTING CO LIQUIDATING TRUST	COMMON SHS	177900107	12831	6529648	DEFINED
CITY INVESTING CO LIQUIDATING TRUST	COMMON SHS	177900107	1	300	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	6395	106753	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	419	7000	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	66483	1109900	DEFINED
CLAIRE'S STORES INC	COMMON SHS	179584107	7665	367800	DEFINED
CLAIRE'S STORES INC	COMMON SHS	179584107	56	2700	DEFINED
CLARCOR INC	COMMON SHS	179895107	5610	127056	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	27	630	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	21175	500000	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	61324	1448024	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	50958	1203247	DEFINED
CLOROX CO	COMMON SHS	189054109	7924	162016	DEFINED
CLOROX CO	COMMON SHS	189054109	19613	401000	DEFINED
COACH INC	COMMON SHS	189754104	5810	141742	DEFINED
COCA-COLA CO	COMMON SHS	191216100	45	890	DEFINED
COCA-COLA CO	COMMON SHS	191216100	268	5330	DEFINED
COCA-COLA CO	COMMON SHS	191216100	48917	972513	DEFINED
COCA-COLA CO	COMMON SHS	191216100	101599	2019858	DEFINED
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	37343	1545000	DEFINED
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	25	1040	DEFINED
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	37433	5347600	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COEUR D'ALENE MINES CORP	COMMON SHS	192108108	3850	550000	DEFINED
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON SHS	192446102	129	2858	DEFINED
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON SHS	192446102	27584	609600	DEFINED
COGNOS INC	COMMON SHS	19244C109	45910	1478100	DEFINED
COHERENT INC	COMMON SHS	192479103	15305	582178	DEFINED
COHERENT INC	COMMON SHS	192479103	42	1600	DEFINED
COHERENT INC	COMMON SHS	192479103	64931	2469800	DEFINED
COHU INC	COMMON SHS	192576106	11791	632200	DEFINED
COINSTAR INC	COMMON SHS	19259P300	3367	212136	DEFINED
COINSTAR INC	COMMON SHS	19259P300	11172	704000	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	21	390	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	3805	69048	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	4390	79675	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	6273	113846	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	85424	1550349	DEFINED
COLOMBIA REPUBLIC OF	LT GOVT BND FXD	195325AT2	5816	50000	DEFINED
COMCAST CORP	COMMON SHS	20030N101	671	23334	DEFINED
COMCAST CORP	COMMON SHS	20030N101	1800	62636	DEFINED
COMCAST CORP	COMMON SHS	20030N101	17265	600744	DEFINED
COMCAST CORP	COMMON SHS	20030N101	1453	50540	DEFINED
COMCAST CORP	COMMON SHS	20030N200	7733	277358	DEFINED
COMCAST CORP	COMMON SHS	20030N200	7268	260700	DEFINED
COMERICA INC	COMMON SHS	200340107	396	7283	DEFINED
COMERICA INC	COMMON SHS	200340107	202070	3720000	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	26	390	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	3346	50784	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	58490	887828	DEFINED
COMMERCIAL FEDERAL CORP	COMMON SHS	201647104	48922	1772547	DEFINED
COMMERCIAL NET LEASE REALTY	REAL EST INV TR	202218103	496	25100	DEFINED
COMMONWEALTH INDUSTRIES INC	COMMON SHS	203004106	5702	780000	DEFINED
COMMONWEALTH TELEPHONE ENTERPRISES INC	COMMON SHS	203349105	15403	375600	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	53279	1137220	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	71673	1529847	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	72878	1555565	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	9470	202143	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	73395	1566597	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	599	12780	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	933	17000	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	20517	373710	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	3763	68550	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	37	670	DEFINED
COMPANHIA PARANAENSE DE ENERGIA-COPEL	DEP RCPT PFD	20441B407	29183	7580029	DEFINED
CIA DE BEBIDAS DAS AMERICAS (AMBEV)	DEP RCPT PFD	20441W203	47496	2374800	DEFINED
CIA DE BEBIDAS DAS AMERICAS (AMBEV)	DEP RCPT PFD	20441W203	78	3900	DEFINED
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	28102	972400	DEFINED
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	28589	989228	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	577	46880	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	81442	6621284	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	8527	693282	DEFINED
COMPASS BANCSHARES INC	COMMON SHS	20449H109	601	14496	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	744	27712	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	17884	665833	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	13	326	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	40330	1000000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMPUTER SCIENCES CORP	COMMON SHS	205363104	3484	86375	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	2569	63702	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	9098	225600	DEFINED
COMPUWARE CORP	COMMON SHS	205638109	86	11600	DEFINED
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	163	9000	DEFINED
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	31813	1753755	DEFINED
CONAGRA FOODS INC	COMMON SHS	205887102	20959	778000	DEFINED
CONAGRA FOODS INC	COMMON SHS	205887102	2003	74350	DEFINED
CONCEPTUS INC	COMMON SHS	206016107	4937	414216	DEFINED
CONCEPTUS INC	COMMON SHS	206016107	4954	415600	DEFINED
CONEXANT SYSTEMS INC	COMMON SHS	207142100	1848	300000	DEFINED
CONMED CORP	COMMON SHS	207410101	4725	159965	DEFINED
CONNETICS CORP	COMMON SHS	208192104	11486	518100	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	1675	24000	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	1981	28375	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	14713	210751	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	8457	121143	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	7203	103177	DEFINED
CONSOL ENERGY	COMMON SHS	20854P109	14786	551700	DEFINED
CONSOL ENERGY	COMMON SHS	20854P109	1804	67300	DEFINED
CONSOL ENERGY	COMMON SHS	20854P109	8	300	DEFINED
CONSOL ENERGY	COMMON SHS	20854P109	0	11	DEFINED
CONSOLIDATED EDISON INC	COMMON SHS	209115104	2592	58776	DEFINED
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	588	18310	DEFINED
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	3	86	DEFINED
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	310	7750	DEFINED
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	6265	500000	DEFINED
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	36	2857	DEFINED
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2875	99500	DEFINED
COOPER CAMERON CORP	COMMON SHS	216640102	233	5300	DEFINED
COOPER CAMERON CORP	COMMON SHS	216640102	220	5000	DEFINED
COOPER COMPANIES INC	COMMON SHS	216648402	81	1500	DEFINED
COOPER COMPANIES INC	COMMON SHS	216648402	18970	351300	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	44800	1120000	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1192	29802	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1114	27850	DEFINED
CORNING INC	COMMON SHS	219350105	12496	1117684	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	8132	173026	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	39946	849925	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	419	16769	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	885	35400	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	17533	701300	DEFINED
CORRECTIONAL PROPERTIES TRUST	REAL EST INV TR	22025E104	2333	75745	DEFINED
CORUS BANKSHARES INC	COMMON SHS	220873103	1176	29200	DEFINED
COST PLUS INC	COMMON SHS	221485105	30970	741800	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	7	180	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	4378	116558	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	26853	714927	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	11	300	DEFINED
COTT CORP	ORDINARY SHS	22163N106	48658	1267470	DEFINED
COTT CORP	COMMON SHS	22163N106	191	6500	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	50	520	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	21	221	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	52026	542506	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	100443	1047373	DEFINED
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AE4	897750	6000000	DEFINED
COURIER CORP	COMMON SHS	222660102	6713	150000	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	724	22071	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COUSINS PROPERTIES INC	REAL EST INV TR	222795106	295	9000	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	13959	425700	DEFINED
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	59	1400	DEFINED
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	146116	3451832	DEFINED
COX COMMUNICATIONS INC	COMMON SHS	224044107	466	14740	DEFINED
COX COMMUNICATIONS INC	COMMON SHS	224044107	5492	173787	DEFINED
CP SHIPS LTD	ORDINARY SHS	22409V102	1494	66718	DEFINED
CP SHIPS LTD	ORDINARY SHS	22409V102	8588	383572	DEFINED
CP SHIPS LTD	COMMON SHS	22409V102	4	225	DEFINED
CRANE CO	COMMON SHS	224399105	18602	563700	DEFINED
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	5417	456000	DEFINED
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	33	2800	DEFINED
CREE INC	COMMON SHS	225447101	1264	56700	DEFINED
CRESCENT REAL ESTATE EQUITIES CO	REAL EST INV TR	225756105	216	12000	DEFINED
CTI MOLECULAR IMAGING INC	COMMON SHS	22943D105	20878	1431000	DEFINED
CULLEN FROST BANKERS INC	COMMON SHS	229899109	434	10144	DEFINED
CULLEN FROST BANKERS INC	COMMON SHS	229899109	29115	680900	DEFINED
CURTISS WRIGHT CORP	COMMON SHS	231561408	216	4726	DEFINED
CYMER INC	COMMON SHS	232572107	324	8400	DEFINED
CYMER INC	COMMON SHS	232572107	16390	424500	DEFINED
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	3009	263500	DEFINED
CYPRESS SEMICONDUCTOR CORP	CONVERTIBLE BD	232806AF6	563	561000	DEFINED
CYTYC CORP	COMMON SHS	232946103	672	30200	DEFINED
CYTYC CORP	COMMON SHS	232946103	62000	2786500	DEFINED
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	385	33801	DEFINED
DRS TECHNOLOGIES INC	COMMON SHS	23330X100	11	400	DEFINED
DRS TECHNOLOGIES INC	COMMON SHS	23330X100	7546	269700	DEFINED
D R HORTON INC	COMMON SHS	23331A109	61210	1727625	DEFINED
D R HORTON INC	COMMON SHS	23331A109	8394	236911	DEFINED
D R HORTON INC	COMMON SHS	23331A109	4783	135009	DEFINED
DST SYSTEMS INC	COMMON SHS	233326107	485	10700	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	41	1000	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	40014	972400	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	292	7100	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	732	17780	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	800	19448	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	261714	6360000	DEFINED
DANA CORP	COMMON SHS	235811106	324	16301	DEFINED
DANA CORP	COMMON SHS	235811106	12	591	DEFINED
DANAHER CORP	COMMON SHS	235851102	4321	46275	DEFINED
DANAHER CORP	COMMON SHS	235851102	10	110	DEFINED
DARDEN RESTAURANTS INC	COMMON SHS	237194105	41	1667	DEFINED
DARDEN RESTAURANTS INC	COMMON SHS	237194105	7658	308898	DEFINED
DAVITA INC	COMMON SHS	23918K108	19	400	DEFINED
DAVITA INC	COMMON SHS	23918K108	16761	351025	DEFINED
DEAN FOODS INC	COMMON SHS	242370104	801	23987	DEFINED
DEAN FOODS INC	COMMON SHS	242370104	73727	2207400	DEFINED
DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	2293	183870	DEFINED
DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	12785	1025290	DEFINED
DEERE & CO	COMMON SHS	244199105	20793	300000	DEFINED
DEERE & CO	COMMON SHS	244199105	2687	38774	DEFINED
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	DEFINED
DEL MONTE FOODS CO	COMMON SHS	24522P103	1535	136464	DEFINED
DELL INC	COMMON SHS	24702R101	16810	500000	DEFINED
DELL INC	COMMON SHS	24702R101	12531	372734	DEFINED
DELL INC	COMMON SHS	24702R101	48011	1428062	DEFINED
DELPHI CORP	COMMON SHS	247126105	880	88401	DEFINED
DELPHI CORP	COMMON SHS	247126105	1	104	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DELPHI CORP	COMMON SHS	247126105	119	11995	DEFINED
DELPHI CORP	COMMON SHS	247126105	7019	704700	DEFINED
DELTA AIR LINES INC	COMMON SHS	247361108	7920	1000000	DEFINED
DELTA AIR LINES INC	COMMON SHS	247361108	18	2244	DEFINED
DELTA APPAREL INC	COMMON SHS	247368103	6766	340000	DEFINED
DELTA WOODSIDE INDUSTRIES INC	COMMON SHS	247909203	1321	555000	DEFINED
DENBURY RESOURCES INC	COMMON SHS	247916208	7587	450000	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	5707	429100	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	37	2800	DEFINED
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	66	1500	DEFINED
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	2349	53000	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	32	550	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	977	16803	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	43358	745625	DEFINED
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	116	112000	DEFINED
DEVRY INC	COMMON SHS	251893103	488	16200	DEFINED
DIAGEO PLC	AMER DEP RECPT	25243Q205	5236	99025	DEFINED
DIAGEO PLC	AMER DEP RECPT	25243Q205	5916	111870	DEFINED
DIAMONDS TRUST	OPEN END UT TR	252787106	1910	18386	DEFINED
DIEBOLD INC	COMMON SHS	253651103	43837	911000	DEFINED
DIEBOLD INC	COMMON SHS	253651103	1472	30585	DEFINED
DIEBOLD INC	COMMON SHS	253651103	1261	26200	DEFINED
DIEBOLD INC	COMMON SHS	253651103	26524	551198	DEFINED
DIGITAL INSIGHT CORP	COMMON SHS	25385P106	5955	287391	DEFINED
DILLARDS INC	COMMON SHS	254067101	57020	2976000	DEFINED
DILLARDS INC	COMMON SHS	254067101	2	100	DEFINED
DILLARDS INC	COMMON SHS	254067101	8197	427800	DEFINED
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	5	24100	DEFINED
DIMON INC	COMMON SHS	254394109	22324	3144200	DEFINED
DIONEX CORP	COMMON SHS	254546104	13200	250000	DEFINED
DIONEX CORP	COMMON SHS	254546104	634	12000	DEFINED
DIRECT GENERAL CORP	COMMON SHS	25456W204	14335	396000	DEFINED
DIRECT GENERAL CORP	COMMON SHS	25456W204	105	2900	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	999	39963	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	25159	1006760	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	1775	71025	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	24990	1000000	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	2	72	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	70555	2823337	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	64239	2570573	DEFINED
DIXIE GROUP INC	COMMON SHS	255519100	4431	405000	DEFINED
DR REDDY'S LABORATORIES LTD	AMER DEP RECPT	256135203	319	13300	DEFINED
DOLLAR THRIFTY AUTOMOTIVE GROUP INC	COMMON SHS	256743105	53244	2107000	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	24	793	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	62	2000	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	84434	2733372	DEFINED
DOMINION RESOURCES INC	COMMON SHS	25746U109	5746	89363	DEFINED
DOMINION RESOURCES INC	COMMON SHS	25746U109	411108	6393594	DEFINED
DONALDSON CO INC	COMMON SHS	257651109	21781	821000	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	28424	939646	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	85403	2823250	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	5104	168740	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	1927	63692	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	4880	161316	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	9800	323970	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	564	18650	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	26547	877600	DEFINED
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	172065	3876213	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DOUBLECLICK INC	COMMON SHS	258609304	50141	4457019	DEFINED
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	776	50000	DEFINED
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	4388	282700	DEFINED
DOVER CORP	COMMON SHS	260003108	24348	628000	DEFINED
DOVER CORP	COMMON SHS	260003108	31	800	DEFINED
DOVER CORP	COMMON SHS	260003108	2433	62745	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	32457	805779	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	178346	4427652	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	18391	456570	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	3426	85047	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	2575	63922	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	7508	186400	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	19226	477312	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	98493	2445214	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	43161	900880	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	3200	66797	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	1220	25460	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	12770	266547	DEFINED
DREXLER TECHNOLOGY CORP	COMMON SHS	261876106	2586	188787	DEFINED
DREXLER TECHNOLOGY CORP	COMMON SHS	261876106	12314	898800	DEFINED
DU PONT (EI) DE NEMOURS & CO	COMMON SHS	263534109	5413	128212	DEFINED
DU PONT (EI) DE NEMOURS & CO	COMMON SHS	263534109	61845	1464823	DEFINED
DU PONT (EI) DE NEMOURS & CO	COMMON SHS	263534109	18399	435795	DEFINED
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	4818	330000	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	11752	520000	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	14	600	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	9482	419546	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	159336	7050244	DEFINED
DUKE ENERGY CORP	CONVERT PREF	264399585	2603	175900	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	374	10781	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	6316	181900	DEFINED
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6527	122000	DEFINED
DUN & BRADSTREET CORP	COMMON SHS	26483E100	857	16027	DEFINED
DUQUESNE LIGHT HOLDINGS INC	COMMON SHS	266233105	247	12675	DEFINED
EMC CORP	COMMON SHS	268648102	3183	233890	DEFINED
EMC CORP	COMMON SHS	268648102	13610	1000000	DEFINED
EMC CORP	COMMON SHS	268648102	3874	284666	DEFINED
EMC CORP	COMMON SHS	268648102	1686	123893	DEFINED
EMC CORP	COMMON SHS	268648102	10399	764050	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3225	114500	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	16945	601525	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1482	52600	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	1711	16945	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	23906	236808	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	23	225	DEFINED
EOG RESOURCES INC	COMMON SHS	26875P101	9	200	DEFINED
EOG RESOURCES INC	COMMON SHS	26875P101	1134	24722	DEFINED
E.ON AG	AMER DEP RECPT	268780103	1425	21590	DEFINED
E.ON AG	AMER DEP RECPT	268780103	15511	234943	DEFINED
ESB FINANCIAL CORP	COMMON SHS	26884F102	1280	91394	DEFINED
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	267	20000	DEFINED
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	134585	10081281	DEFINED
EAST WEST BANCORP INC	COMMON SHS	27579R104	31153	556300	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	51	1200	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	23262	545040	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	15	350	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	239	5605	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	4268	100000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EASTMAN KODAK CO	COMMON SHS	277461109	13085	500000	DEFINED
EASTMAN KODAK CO	COMMON SHS	277461109	1976	75501	DEFINED
EATON CORP	COMMON SHS	278058102	8557	152280	DEFINED
EATON CORP	COMMON SHS	278058102	2	38	DEFINED
EBAY INC	COMMON SHS	278642103	18895	272530	DEFINED
EBAY INC	COMMON SHS	278642103	74062	1068258	DEFINED
ECHOSTAR COMMUNICATIONS CORP	COMMON SHS	278762109	135789	4146221	DEFINED
ECHOSTAR COMMUNICATIONS CORP	COMMON SHS	278762109	6	178	DEFINED
ECOLAB INC	COMMON SHS	278865100	914	32048	DEFINED
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	2328	215000	DEFINED
ECOLLEGE.COM INC	COMMON SHS	27887E100	2032	97300	DEFINED
ECOLLEGE.COM INC	COMMON SHS	27887E100	17	800	DEFINED
EDELBROCK CORP	COMMON SHS	279434104	2881	217268	DEFINED
EDISON INTERNATIONAL	COMMON SHS	281020107	85	3500	DEFINED
EDISON INTERNATIONAL	COMMON SHS	281020107	81496	3355128	DEFINED
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	363	11400	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1598	50000	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	46	1437	DEFINED
EL PASO ENERGY CAPITAL TRUST I	CONVERT PREF	283678209	6374	199200	DEFINED
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	21195	5622000	DEFINED
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	3845	1020000	DEFINED
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	26266	1115790	DEFINED
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	58940	2503838	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	49	900	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	66148	1225867	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	16701	863076	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	393732	20347919	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	6901	356630	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	3411	176304	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	11	581	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	11635	601296	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	7199	372065	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	13252	684840	DEFINED
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	7603	592100	DEFINED
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	49	3800	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	57059	1777532	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	5152	160502	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	21886	681802	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	106736	3325100	DEFINED
EMCORE CORP	COMMON SHS	290846104	1291	315594	DEFINED
EMCORE CORP	COMMON SHS	290846104	6419	1569500	DEFINED
EMCOR GROUP INC	COMMON SHS	29084Q100	7149	194800	DEFINED
EMERGING MARKETS TELECOMMUNICATIONS FU	CLOSE END MUT F	290890102	2113	250000	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	5570	92964	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	3150	52569	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	29960	500000	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	121	2015	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	8937	149156	DEFINED
EMMIS COMMUNICATIONS CORP	COMMON SHS	291525103	503	21125	DEFINED
EMMIS COMMUNICATIONS CORP	COMMON SHS	291525103	16205	680600	DEFINED
EMMIS COMMUNICATIONS CORP	COMMON SHS	291525103	110	4600	DEFINED
EMULEX CORP	COMMON SHS	292475209	203	9550	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	1930	38151	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	670	11815	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ENCANA CORP	COMMON SHS	292505104	14747	342000	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	90212	1591317	DEFINED
ENCANA CORP	COMMON SHS	292505104	22612	416263	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	550	9700	DEFINED
ENBRIDGE INC	ORDINARY SHS	29250N105	72325	1356941	DEFINED
ENBRIDGE ENERGY PARTNERS LP	LTD PARTNERSHIP	29250R106	332	6500	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	4322	420400	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	28	2700	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	24908	1366333	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	1404	77036	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	358	19662	DEFINED
ENERGY EAST CORP	COMMON SHS	29266M109	185	7291	DEFINED
ENERGY EAST CORP	COMMON SHS	29266M109	154493	6092000	DEFINED
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	4146	88800	DEFINED
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	238	8105	DEFINED
ENGELHARD CORP	COMMON SHS	292845104	818	27376	DEFINED
ENTERCOM COMMUNICATIONS CORP	COMMON SHS	293639100	36192	799464	DEFINED
ENERGY CORP	COMMON SHS	29364G103	48	800	DEFINED
ENERGY CORP	COMMON SHS	29364G103	30881	519000	DEFINED
ENERGY CORP	COMMON SHS	29364G103	47600	800000	DEFINED
ENERGY CORP	COMMON SHS	29364G103	2707	45500	DEFINED
ENERGY CORP	COMMON SHS	29364G103	92957	1562307	DEFINED
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	596	14575	DEFINED
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	14421	352500	DEFINED
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	14683	1636929	DEFINED
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	64277	7165726	DEFINED
ENTRUST INC	COMMON SHS	293848107	5953	1362348	DEFINED
ENTRUST INC	COMMON SHS	293848107	17861	4087100	DEFINED
ENZON PHARMACEUTICALS INC	COMMON SHS	293904108	7285	472100	DEFINED
ENZON PHARMACEUTICALS INC	COMMON SHS	293904108	46	3000	DEFINED
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	17899	18500000	DEFINED
ENVIRONMENTAL ELEMENTS CORP	COMMON SHS	293940102	20	157663	DEFINED
EQUIFAX INC	COMMON SHS	294429105	10328	400000	DEFINED
EQUIFAX INC	COMMON SHS	294429105	163	6316	DEFINED
EQUITABLE RESOURCES INC	COMMON SHS	294549100	27	600	DEFINED
EQUITABLE RESOURCES INC	COMMON SHS	294549100	22210	500000	DEFINED
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	2158	74687	DEFINED
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1778	61548	DEFINED
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	32775	1134464	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2950	98832	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2174	72828	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	60643	2031600	DEFINED
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	3370	121384	DEFINED
ERIE INDY CO	COMMON SHS	29530P102	44100	913800	DEFINED
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	28521	618400	DEFINED
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	4510	97789	DEFINED
ESPEED INC	COMMON SHS	296643109	19030	907900	DEFINED
ESPEY MANUFACTURING & ELECTRONICS CORP	COMMON SHS	296650104	1970	78000	DEFINED
ESPRIT EXPLORATION LTD	ORDINARY SHS	29666K109	9211	3529100	DEFINED
ESSEX PROPERTY TRUST INC	REAL EST INV TR	297178105	16375	250000	DEFINED
EVERGREEN RESOURCES INC	COMMON SHS	299900308	9161	266700	DEFINED
EVERGREEN RESOURCES INC	COMMON SHS	299900308	69	2000	DEFINED
EXAR CORP	COMMON SHS	300645108	17497	945800	DEFINED
EXELON CORP	COMMON SHS	30161N101	14	205	DEFINED
EXELON CORP	COMMON SHS	30161N101	8283	120264	DEFINED
EXELON CORP	COMMON SHS	30161N101	5531	80313	DEFINED
EXELON CORP	COMMON SHS	30161N101	322071	4676500	DEFINED
EXELIXIS INC	COMMON SHS	30161Q104	14167	1657000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EXODUS COMMUNICATIONS INC	COMMON SHS	302088109	0	30200	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	33	830	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	108475	2746900	DEFINED
EXPONENT INC	COMMON SHS	30214U102	2252	100000	DEFINED
EXPRESS SCRIPTS INC	COMMON SHS	302182100	2223	29800	DEFINED
EXPRESS SCRIPTS INC	COMMON SHS	302182100	21840	292800	DEFINED
EXTREME NETWORKS INC	COMMON SHS	30226D106	5511	764309	DEFINED
EXTREME NETWORKS INC	COMMON SHS	30226D106	46306	6422400	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	28	680	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	5141	123611	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	17633	423979	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	298680	7181539	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	106092	2550898	DEFINED
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	14753	525000	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	26052	683412	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	8	200	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	43548	1142400	DEFINED
FMC CORP	COMMON SHS	302491303	13650	318782	DEFINED
FMC CORP	COMMON SHS	302491303	33627	785300	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	12414	459273	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	22489	832016	DEFINED
FPL GROUP INC	COMMON SHS	302571104	12530	187438	DEFINED
FPL GROUP INC	COMMON SHS	302571104	245473	3672000	DEFINED
FSI INTERNATIONAL INC	COMMON SHS	302633102	4902	600000	DEFINED
FTI CONSULTING INC	COMMON SHS	302941109	186	11175	DEFINED
FAIR ISAAC INC	COMMON SHS	303250104	736	20400	DEFINED
FAIR ISAAC INC	COMMON SHS	303250104	21034	582991	DEFINED
FAIRCHILD SEMICONDUCTOR CORP	COMMON SHS	303726103	68914	2867832	DEFINED
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3530	3250000	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	10719	426205	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	3144	125000	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	62	2475	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	31103	1236700	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	46	1280	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	109644	3049900	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	263	7325	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	7190	200000	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	2017	56110	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	103217	2871137	DEFINED
FARMER BROS CO	COMMON SHS	307675108	66598	184994	DEFINED
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	9027	344425	DEFINED
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	4393	167625	DEFINED
FREDDIE MAC	COMMON SHS	313400301	47	790	DEFINED
FREDDIE MAC	COMMON SHS	313400301	2226	37686	DEFINED
FREDDIE MAC	COMMON SHS	313400301	5079	86000	DEFINED
FREDDIE MAC	COMMON SHS	313400301	95238	1612565	DEFINED
FREDDIE MAC	COMMON SHS	313400301	25	430	DEFINED
FREDDIE MAC	COMMON SHS	313400301	865	14650	DEFINED
FREDDIE MAC	COMMON SHS	313400301	59415	1006003	DEFINED
FANNIE MAE	COMMON SHS	313586109	26	350	DEFINED
FANNIE MAE	COMMON SHS	313586109	106506	1432500	DEFINED
FANNIE MAE	COMMON SHS	313586109	4942	66470	DEFINED
FANNIE MAE	COMMON SHS	313586109	28837	387853	DEFINED
FANNIE MAE	COMMON SHS	313586109	66148	889680	DEFINED
FEDERAL SIGNAL CORP	COMMON SHS	313855108	59993	3022300	DEFINED
FEDERAL SIGNAL CORP	COMMON SHS	313855108	222	11200	DEFINED
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	41510	768000	DEFINED
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	4625	85575	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FEDERATED INVESTORS INC	COMMON SHS	314211103	361	11500	DEFINED
FEDERATED INVESTORS INC	COMMON SHS	314211103	107656	3425248	DEFINED
FEDEX CORP	COMMON SHS	31428X106	779	10367	DEFINED
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	10604	1017702	DEFINED
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	2060	197700	DEFINED
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	60031	2506500	DEFINED
FERRO CORP	COMMON SHS	315405100	291	11137	DEFINED
F5 NETWORKS INC	COMMON SHS	315616102	18909	558600	DEFINED
F5 NETWORKS INC	COMMON SHS	315616102	36199	1069400	DEFINED
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	855	21584	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	48	860	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	24	428	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	8491	153353	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	132471	2392471	DEFINED
FILENET CORP	COMMON SHS	316869106	8387	314719	DEFINED
FILENET CORP	COMMON SHS	316869106	61100	2292700	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	10818	323611	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	8702	260300	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	27707	828800	DEFINED
FIRST CITIZENS BANCORP	COMMON SHS	319459202	221	8300	DEFINED
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	12906	345160	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	44	1050	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	24	573	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	2948	69925	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	18358	435429	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	87368	2072286	DEFINED
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6547	235000	DEFINED
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	9152	580700	DEFINED
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	506	12800	DEFINED
FIRST INDIANA CORP	COMMON SHS	32054R108	1854	92000	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1365	100000	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	38132	2793549	DEFINED
FIRST ST BANCORPORATION	COMMON SHS	336453105	2117	68600	DEFINED
FIRST ST BANCORPORATION	COMMON SHS	336453105	5796	187823	DEFINED
FIRST TENNESSEE NATIONAL CORP	COMMON SHS	337162101	572	12000	DEFINED
FISERV INC	COMMON SHS	337738108	2343	65498	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	2	51	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	952	24355	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	410443	10502634	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	12430	225843	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	99	1800	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	103596	1882200	DEFINED
FLEET BOSTON FINANCIAL CORP	COMMON SHS	339030108	2394	53308	DEFINED
FLEET BOSTON FINANCIAL CORP	COMMON SHS	339030108	3	59	DEFINED
FLEET BOSTON FINANCIAL CORP	COMMON SHS	339030108	10229	227808	DEFINED
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	1230	60000	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	16855	470546	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	244626	6829310	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	161	4500	DEFINED
FLUOR CORP	COMMON SHS	343412102	241	6220	DEFINED
FLUOR CORP	COMMON SHS	343412102	1	20	DEFINED
FLOWSERVE CORP	COMMON SHS	34354P105	23593	1126178	DEFINED
FLOWSERVE CORP	COMMON SHS	34354P105	36755	1754400	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	95463	1937550	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	51972	1054850	DEFINED
FOOT LOCKER INC	COMMON SHS	344849104	31	1200	DEFINED
FOOT LOCKER INC	COMMON SHS	344849104	1695	65700	DEFINED
FORD MOTOR CO	COMMON SHS	345370860	20578	1516441	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORD MOTOR CO	COMMON SHS	345370860	14	1035	DEFINED
FORD MOTOR CO	COMMON SHS	345370860	1963	144621	DEFINED
FORD MOTOR CO	COMMON SHS	345370860	13	933	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	1438	27105	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	5487	103430	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	474607	8946400	DEFINED
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	774	14372	DEFINED
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	24087	447300	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	2585	36098	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	49655	693307	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	33523	468062	DEFINED
FOREST OIL CORP	COMMON SHS	346091705	4873	193000	DEFINED
FOREST OIL CORP	COMMON SHS	346091705	985	39000	DEFINED
FORMFACTOR INC	COMMON SHS	346375108	48	2300	DEFINED
FORMFACTOR INC	COMMON SHS	346375108	3024	144500	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	118	1544	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	1295	16896	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	3	38	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	17465	531323	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	82	2500	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	59141	1799248	DEFINED
FOSSIL INC	COMMON SHS	349882100	10467	313850	DEFINED
FOSSIL INC	COMMON SHS	349882100	63	1900	DEFINED
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	40064	754500	DEFINED
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	23058	850860	DEFINED
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	1859	68614	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	54636	981255	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	57398	1030857	DEFINED
FRED'S INC	COMMON SHS	356108100	9708	400000	DEFINED
FRED'S INC	COMMON SHS	356108100	2666	109865	DEFINED
FRED'S INC	COMMON SHS	356108100	48564	2000972	DEFINED
FREEMONT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	260160	6655400	DEFINED
FREEMONT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	156	3995	DEFINED
FREEMONT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	30417	778129	DEFINED
FRESH BRANDS INC	COMMON SHS	35803U108	7619	758100	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC (NE	COMMON SHS	358434108	105250	3899600	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC (NE	COMMON SHS	358434108	699	25900	DEFINED
FURNITURE BRANDS INTERNATIONAL INC	COMMON SHS	360921100	11528	358000	DEFINED
FURNITURE BRANDS INTERNATIONAL INC	COMMON SHS	360921100	81	2500	DEFINED
G & K SERVICES INC	COMMON SHS	361268105	733	19683	DEFINED
GA FINANCIAL INC	COMMON SHS	361437106	6029	172000	DEFINED
GATX CORP	COMMON SHS	361448103	377	17000	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	2196	120000	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	31001	1694070	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	15361	839400	DEFINED
GTSI CORP	COMMON SHS	36238K103	2462	203100	DEFINED
GALEN HOLDINGS PLC	AMER DEP RECPT	363240102	10337	168500	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	67404	2069500	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	3032	93096	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	20	600	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	74514	2287800	DEFINED
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	308	6420	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	3721	206500	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	12753	707700	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	72	4000	DEFINED
GANNETT CO INC	COMMON SHS	364730101	8814	100000	DEFINED
GANNETT CO INC	COMMON SHS	364730101	5112	58000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GANNETT CO INC	COMMON SHS	364730101	11776	133609	DEFINED
GANNETT CO INC	COMMON SHS	364730101	2712	30770	DEFINED
GAP INC	COMMON SHS	364760108	2879	131319	DEFINED
GAP INC	COMMON SHS	364760108	26641	1215354	DEFINED
GAP INC	CONVERTIBLE BD	364760AJ7	5079	3500000	DEFINED
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	10909	1148300	DEFINED
GARTNER INC	COMMON SHS	366651107	1600	137300	DEFINED
GARTNER INC	COMMON SHS	366651107	39	3370	DEFINED
GARTNER INC	COMMON SHS	366651107	1757	150840	DEFINED
GARTNER INC	COMMON SHS	366651206	1719	150091	DEFINED
GARTNER INC	COMMON SHS	366651206	9693	846509	DEFINED
GARTNER INC	COMMON SHS	366651206	19	1641	DEFINED
GATEWAY INC	COMMON SHS	367626108	2640	500000	DEFINED
GATEWAY INC	COMMON SHS	367626108	1	98	DEFINED
GEHL CO	COMMON SHS	368483103	6825	420000	DEFINED
GENENTECH INC	COMMON SHS	368710406	52910	500000	DEFINED
GENENTECH INC	COMMON SHS	368710406	16603	156895	DEFINED
GENENTECH INC	COMMON SHS	368710406	106561	1007007	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	21	240	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	3249	36375	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	44665	500000	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	4480	50150	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	112	1250	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	26308	294500	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	1846	60501	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	108850	3566500	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	6977	228607	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	25371	831293	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	367109	12028483	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	226936	7435645	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	1507	42866	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	296	8422	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	65382	1860090	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	19111	409408	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	150107	3215670	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	64857	1389400	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	5842	125143	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	4343	93041	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	286	6124	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	13189	280018	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	3	54	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	2563	54422	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	127170	2700000	DEFINED
GENERAL MOTORS CORP	CONVERT PREF	370442717	61	2000	DEFINED
GENERAL MOTORS CORP	CONVERT PREF	370442717	144938	4735000	DEFINED
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	895	36750	DEFINED
GENTEX CORP	COMMON SHS	371901109	1203	27733	DEFINED
GENTEX CORP	COMMON SHS	371901109	23897	550870	DEFINED
GENTEX CORP	COMMON SHS	371901109	85905	1980300	DEFINED
GENLYTE GROUP INC	COMMON SHS	372302109	6871	122600	DEFINED
GENTA INC	COMMON SHS	37245M207	4670	444800	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	44	1350	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	15107	461700	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	5912	180675	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	452	13825	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	520	11045	DEFINED
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	34739	738500	DEFINED
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	5422	160940	DEFINED
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	201	5969	DEFINED
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1065	31614	DEFINED
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	84227	2500060	DEFINED
GIBRALTAR STEEL CORP	COMMON SHS	37476F103	5850	238000	DEFINED
GIBRALTAR STEEL CORP	COMMON SHS	37476F103	27822	1131900	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	2494	44712	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	1952	35000	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	48587	871204	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	139553	2502289	DEFINED
GILEAD SCIENCES INC	CONVERTIBLE BD	375558AD5	7920	6000000	DEFINED
GILLETTE CO	COMMON SHS	375766102	313	8000	DEFINED
GILLETTE CO	COMMON SHS	375766102	4611	117930	DEFINED
GILLETTE CO	COMMON SHS	375766102	10552	269873	DEFINED
GILLETTE CO	COMMON SHS	375766102	4	102	DEFINED
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	148100	3603402	DEFINED
GLAMIS GOLD LTD	ORDINARY SHS	376775102	113109	4833700	DEFINED
GLAMIS GOLD LTD	COMMON SHS	376775102	15146	841000	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	1	23	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	20394	510476	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	2008	50265	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	4035	101000	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	1861	46573	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	7491	187500	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	5	205	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	383	17150	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	19581	876100	DEFINED
GLENBOROUGH REALTY TRUST INC	CONVERT PEF	37803P204	253	10000	DEFINED
GLENBOROUGH REALTY TRUST INC	CONVERT PEF	37803P204	98808	3907000	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	782	28848	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	27	1000	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	10723	395700	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	24237	4143000	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	870	148800	DEFINED
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	49	1076	DEFINED
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	41785	926912	DEFINED
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	14	1100	DEFINED
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	5122	389528	DEFINED
GOLDEN TELECOM INC	ORDINARY SHS	38122G107	1767	51930	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	1220	10894	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	4187	37400	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	297	2650	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	35	340	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	15650	149978	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	28658	274638	DEFINED
GOODRICH CORP	COMMON SHS	382388106	17883	637100	DEFINED
GOODRICH CORP	COMMON SHS	382388106	2260	80500	DEFINED
GOODRICH CORP	COMMON SHS	382388106	36	1300	DEFINED
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	5675	397700	DEFINED
GRACO INC	COMMON SHS	384109104	48481	1665450	DEFINED
GRACO INC	COMMON SHS	384109104	124	4275	DEFINED
GRACO INC	COMMON SHS	384109104	300	10313	DEFINED
GRAINGER W W INC	COMMON SHS	384802104	24000	500000	DEFINED
GRAINGER W W INC	COMMON SHS	384802104	757	15776	DEFINED
GRAINGER W W INC	COMMON SHS	384802104	2	49	DEFINED
GRANT PRIDECO INC	COMMON SHS	38821G101	27	1740	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GRANT PRIDECO INC	COMMON SHS	38821G101	1466	94600	DEFINED
GREAT PLAINS ENERGY INC	COMMON SHS	391164100	250	7400	DEFINED
GREATER BAY BANCORP INC	COMMON SHS	391648102	9246	316091	DEFINED
GREATER BAY BANCORP INC	COMMON SHS	391648102	33428	1142821	DEFINED
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5218	201700	DEFINED
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	23	890	DEFINED
GREENPOINT FINANCIAL CORP	COMMON SHS	395384100	361	8250	DEFINED
GREY WOLF INC	COMMON SHS	397888108	31783	7677100	DEFINED
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4394	173000	DEFINED
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	DEFINED
GRUPO TELEVISIA SA DE CV	AMER DEP RECPT	40049J206	17	350	DEFINED
GRUPO TELEVISIA SA DE CV	AMER DEP RECPT	40049J206	1737	36700	DEFINED
GTECH HOLDINGS CORP	COMMON SHS	400518106	4140	70000	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	3778	181212	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	606	29060	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	25688	1232060	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	950	45582	DEFINED
GUANGSHEN RAILWAY COMPANY LIMITED	AMER DEP RECPT	40065W107	7002	455000	DEFINED
GUIDANT CORP	COMMON SHS	401698105	1011	15953	DEFINED
GUIDANT CORP	COMMON SHS	401698105	877	13840	DEFINED
GUIDANT CORP	COMMON SHS	401698105	3855	60836	DEFINED
GULF ISLAND FABRICATION INC	COMMON SHS	402307102	419	20600	DEFINED
GYMBOREE INC	COMMON SHS	403777105	71646	4272300	DEFINED
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2984	150000	DEFINED
HCA INC	COMMON SHS	404119109	42	1030	DEFINED
HCA INC	COMMON SHS	404119109	47859	1178215	DEFINED
HCA INC	COMMON SHS	404119109	69692	1715700	DEFINED
HCA INC	COMMON SHS	404119109	11	280	DEFINED
HCA INC	COMMON SHS	404119109	3944	97099	DEFINED
HCA INC	COMMON SHS	404119109	585	14397	DEFINED
HCA INC	COMMON SHS	404119109	20894	514386	DEFINED
HDFC BANK LTD	AMER DEP RECPT	40415F101	400	13300	DEFINED
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	316	27950	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	762	10185	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	16585	221725	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	7811	104420	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1638	21901	DEFINED
HAGGAR CORP	COMMON SHS	405173105	8400	420000	DEFINED
HALLIBURTON CO	COMMON SHS	406216101	534	17583	DEFINED
HALLIBURTON CO	COMMON SHS	406216101	790	26000	DEFINED
JOHN HANCOCK BANK & THRIFT OPPORTUNITY	CLOSE END MUT F	409735107	16682	1650000	DEFINED
JOHN HANCOCK BANK & THRIFT OPPORTUNITY	CLOSE END MUT F	409735107	29	2900	DEFINED
HANCOCK HOLDING CO	COMMON SHS	410120109	5170	167000	DEFINED
HANCOCK HOLDING CO	COMMON SHS	410120109	2192	70788	DEFINED
JOHN HANCOCK FINANCIAL SERVICES INC	COMMON SHS	41014S106	42161	965000	DEFINED
JOHN HANCOCK FINANCIAL SERVICES INC	COMMON SHS	41014S106	70	1601	DEFINED
HANDLEMAN CO	COMMON SHS	410252100	23940	1000000	DEFINED
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	1650	91400	DEFINED
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	61513	64750000	DEFINED
HARDINGE INC	COMMON SHS	412324303	8654	700700	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	14	270	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	10668	200000	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	379	7100	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	7259	136097	DEFINED
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	2979	160000	DEFINED
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	22	1200	DEFINED
HARMAN INTERNATIONAL INDUSTRIES INC	COMMON SHS	413086109	215	2700	DEFINED
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	31	2000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	3086	200000	DEFINED
HARTE HANKS INC	COMMON SHS	416196103	1200	51250	DEFINED
HARTE HANKS INC	COMMON SHS	416196103	1	25	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	202732	3182600	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	13707	215185	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	312	4900	DEFINED
HARVARD INDUSTRIES INC	COMMON SHS	417434503	3	903584	DEFINED
HASBRO INC	COMMON SHS	418056107	39150	1800000	DEFINED
HASBRO INC	COMMON SHS	418056107	13050	600000	DEFINED
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	19578	920000	DEFINED
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	166	3200	DEFINED
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	58061	1120000	DEFINED
HAWTHORNE FINL CORP	COMMON SHS	420542102	5529	125695	DEFINED
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	4284	260400	DEFINED
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	4910	298463	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	534	18876	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	20	700	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	317	11200	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	15910	562200	DEFINED
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	4530	195179	DEFINED
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	39045	1682233	DEFINED
HEADWATERS INC	COMMON SHS	42210P102	881	34376	DEFINED
HEADWATERS INC	COMMON SHS	42210P102	20163	787000	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	5970	239473	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	113911	4569241	DEFINED
H J HEINZ CO	COMMON SHS	423074103	7805	209300	DEFINED
H J HEINZ CO	COMMON SHS	423074103	290470	7789485	DEFINED
H J HEINZ CO	COMMON SHS	423074103	3617	97000	DEFINED
H J HEINZ CO	COMMON SHS	423074103	15	400	DEFINED
H J HEINZ CO	COMMON SHS	423074103	17026	456578	DEFINED
HELIX TECHNOLOGY CORP	COMMON SHS	423319102	7442	306900	DEFINED
HELIX TECHNOLOGY CORP	COMMON SHS	423319102	49	2000	DEFINED
HELMERICH & PAYNE INC	COMMON SHS	423452101	370	12900	DEFINED
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	460	23900	DEFINED
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	14988	778200	DEFINED
HERITAGE PPTY INVT TR INC	REAL EST INV TR	42725M107	221	7100	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	21392	258200	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	1191	14377	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	14	436	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	26	800	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	74934	2340966	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	3853	168702	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	52156	2283552	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	6474	283450	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	288	12616	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	2512	110000	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	2760	120861	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	25495	1116250	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	5487	240242	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	15247	667577	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	28199	1234653	DEFINED
HIBERNIA CORP	COMMON SHS	428656102	6732	286600	DEFINED
HIGH YIELD PLUS FUND	CLOSE END MUT F	429906100	62	14500	DEFINED
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	33	1250	DEFINED
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	3989	152200	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	107083	1577300	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	54937	809200	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	136	2000	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1745	25700	DEFINED
HILTON HOTELS CORP	COMMON SHS	432848109	488	30012	DEFINED
HILTON HOTELS CORP	COMMON SHS	432848109	7789	479349	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	176	2275	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	18537	239034	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	902	11630	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	47	600	DEFINED
HOLLINGER INTERNATIONAL INC	COMMON SHS	435569108	16337	825100	DEFINED
HOLLINGER INTERNATIONAL INC	COMMON SHS	435569108	50	2500	DEFINED
HOLLY CORP	COMMON SHS	435758305	3409	107000	DEFINED
HOLLYWOOD ENTERTAINMENT CORP	COMMON SHS	436141105	9492	700000	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	9258	247810	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	63014	1686672	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	46864	1254403	DEFINED
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	4836	209000	DEFINED
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2243	96950	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	4611	136208	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	24	700	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	32350	955681	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	25029	739400	DEFINED
HOOKER FURNITURE CORP	COMMON SHS	439038100	3514	151200	DEFINED
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	1659	35750	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	1526	119437	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	19	1510	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	23936	1872900	DEFINED
HOT TOPIC INC	COMMON SHS	441339108	44727	1691000	DEFINED
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	1040	13277	DEFINED
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	392	5000	DEFINED
HUBBELL INC	COMMON SHS	443510201	5656	140936	DEFINED
HUBBELL INC	COMMON SHS	443510201	19443	484510	DEFINED
HUBBELL INC	COMMON SHS	443510201	7764	193464	DEFINED
HUBBELL INC	COMMON SHS	443510201	1455	36256	DEFINED
HUBBELL INC	COMMON SHS	443510201	7950	198115	DEFINED
HUBBELL INC	COMMON SHS	443510201	824	20524	DEFINED
HUBBELL INC	COMMON SHS	443510201	2103	52410	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	103251	2728616	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	632	16700	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	1	15	DEFINED
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	2047	163380	DEFINED
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	11051	881946	DEFINED
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	4209	150000	DEFINED
IDT CORP	COMMON SHS	448947309	598	29684	DEFINED
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	226	5447	DEFINED
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	112508	2714300	DEFINED
ICU MED INC	COMMON SHS	44930G107	7677	252788	DEFINED
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	901500	4000000	DEFINED
IDX SYSTEMS CORP	COMMON SHS	449491109	11297	326500	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	154	6629	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	11630	500000	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	3996	171796	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	2875	123606	DEFINED
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	26672	2688673	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2	50	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	90078	2129500	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2193	51853	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1144	27050	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	164399	3886500	DEFINED
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	129	10000	DEFINED
ITLA CAPITAL CORP	COMMON SHS	450565106	22291	450696	DEFINED
ITT EDUCATIONAL SERVICES INC	COMMON SHS	45068B109	1154	37000	DEFINED
ITT INDUSTRIES INC	COMMON SHS	450911102	943	12355	DEFINED
ITT INDUSTRIES INC	COMMON SHS	450911102	34	448	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	14119	885181	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	49	3100	DEFINED
ILEX ONCOLOGY INC	COMMON SHS	451923106	14792	618400	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	2570	32437	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	39615	500000	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	56650	715011	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	510	6439	DEFINED
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	573	11276	DEFINED
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	1	27	DEFINED
IMAGISTICS INTERNATIONAL INC	COMMON SHS	45247T104	0	1	DEFINED
IMAGISTICS INTERNATIONAL INC	COMMON SHS	45247T104	26	595	DEFINED
IMAGISTICS INTERNATIONAL INC	COMMON SHS	45247T104	1973	44800	DEFINED
IMPERIAL OIL LTD	ORDINARY SHS	453038408	11630	197555	DEFINED
IMPERIAL OIL LTD	COMMON SHS	453038408	365	8150	DEFINED
INAMED CORP	COMMON SHS	453235103	27492	516000	DEFINED
INCO LTD	ORDINARY SHS	453258402	1	20	DEFINED
INCO LTD	COMMON SHS	453258402	3449	99600	DEFINED
INCYTE CORP	COMMON SHS	45337C102	3760	452500	DEFINED
INDYMAC BANCORP INC	REAL EST INV TR	456607100	566	15600	DEFINED
INFORMATICA CORP	COMMON SHS	45666Q102	15197	1769100	DEFINED
INFOSPACE INC	COMMON SHS	45678T201	7361	189370	DEFINED
INFOSPACE INC	COMMON SHS	45678T201	32079	825300	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	1032	46795	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	23267	1055209	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	4191	190074	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	62	2798	DEFINED
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	1871	145261	DEFINED
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	1418	810000	DEFINED
INTEGRA LIFESCIENCES HOLDINGS CORP	COMMON SHS	457985208	4268	139400	DEFINED
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	188	13000	DEFINED
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	8962	597456	DEFINED
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	72642	4842786	DEFINED
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	116593	4658140	DEFINED
INTEGRATED SILICON SOLUTION INC	COMMON SHS	45812P107	16862	950500	DEFINED
INTEL CORP	COMMON SHS	458140100	2385	87671	DEFINED
INTEL CORP	COMMON SHS	458140100	21760	800000	DEFINED
INTEL CORP	COMMON SHS	458140100	178338	6556545	DEFINED
INTEL CORP	COMMON SHS	458140100	125620	4618387	DEFINED
INTELLICORP INC	COMMON SHS	458153103	0	20000	DEFINED
INTERACTIVE CORP	COMMON SHS	45840Q101	1870	59207	DEFINED
INTERACTIVE CORP	COMMON SHS	45840Q101	18960	600200	DEFINED
INTERACTIVE CORP	COMMON SHS	45840Q101	33102	1047864	DEFINED
INTERACTIVE CORP	COMMON SHS	45840Q101	3967	125579	DEFINED
INTERGRAPH CORP	COMMON SHS	458683109	20553	850000	DEFINED
INTERMAGNETICS GENERAL CORP	COMMON SHS	458771102	6432	242699	DEFINED
INTERMUNE INC	COMMON SHS	45884X103	10511	539587	DEFINED
INTERMUNE INC	COMMON SHS	45884X103	88574	4546900	DEFINED
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	17522	1834800	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	2175	23686	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	2020	22000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	51430	560000	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	16694	181772	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	240764	2621555	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	48613	529324	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	95421	2687925	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	17750	500000	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	2442	68789	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	2	45	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	1138	25319	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	26976	600000	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	27009	639124	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	307705	7281228	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	7642	180830	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3230	76434	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3043	72000	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2912	68903	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	61	1438	DEFINED
INTL RECTIFIER CORP	COMMON SHS	460254105	322	7000	DEFINED
INTL RECTIFIER CORP	COMMON SHS	460254105	8278	180000	DEFINED
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7219	480000	DEFINED
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	1002	25900	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	40	2570	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	91361	5940274	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1813	117863	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	6925	450243	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	28508	1853588	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	CONVERTIBLE BD	460690AT7	8505	5600000	DEFINED
INTERSIL CORP	COMMON SHS	46069S109	10534	472587	DEFINED
INTERSIL CORP	COMMON SHS	46069S109	118555	5318744	DEFINED
INTRAWEST CORP	ORDINARY SHS	460915200	1284	56900	DEFINED
INTRAWEST CORP	COMMON SHS	460915200	8080	475000	DEFINED
INTRAWEST CORP	ORDINARY SHS	460915200	10247	454200	DEFINED
INTRAWEST CORP	COMMON SHS	460915200	5415	318350	DEFINED
INTRAWEST CORP	COMMON SHS	460915200	34	2000	DEFINED
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	2720	213300	DEFINED
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	12741	999270	DEFINED
INTERVOICE-BRITE INC	COMMON SHS	461142101	16276	964794	DEFINED
INTEVAC INC	COMMON SHS	461148108	103	10000	DEFINED
INTIER AUTOMOTIVE INC	ORDINARY SHS	46115N104	14130	636500	DEFINED
INTUIT INC	COMMON SHS	461202103	2514	56025	DEFINED
INTUIT INC	COMMON SHS	461202103	65344	1455977	DEFINED
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	207	13500	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	100330	1399500	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	3346	46680	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	806	11238	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	1015	14158	DEFINED
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	362	8768	DEFINED
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	97312	2355082	DEFINED
IONICS INC	COMMON SHS	462218108	11360	400000	DEFINED
IONICS INC	COMMON SHS	462218108	116	4100	DEFINED
IPAYMENT INC	COMMON SHS	46262E105	333	10000	DEFINED
BANK OF IRELAND	AMER DEP RECPT	46267Q103	217	4300	DEFINED
IRON MOUNTAIN INC	COMMON SHS	462846106	2966	66450	DEFINED
IRON MOUNTAIN INC	COMMON SHS	462846106	64240	1439394	DEFINED
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	223	20548	DEFINED
ISHARES TR DOW JONES SELECT DIVIDEND I	OPEN END MUT FD	464287168	900	16275	DEFINED
ISHARES TRUST LEHMAN TIPS BOND FUND	CLOSE END MUT F	464287176	214	2000	DEFINED
ISHARES RUSSELL 2000 GROWTH INDEX FUND	CLOSE END MUT F	464287648	625	10000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	355	3015	DEFINED
ISHARES TRUST	CLOSE END MUT F	464287697	453	7550	DEFINED
ISHARES S&P EUROPE 350 INDEX FUND	OPEN END MUT FD	464287861	231	3557	DEFINED
IVANHOE MINES LTD	ORDINARY SHS	46579N103	7560	1028600	DEFINED
IVAX CORP	COMMON SHS	465823102	291	12775	DEFINED
IVAX CORP	COMMON SHS	465823102	58383	2564025	DEFINED
IVAX CORP	CONVERTIBLE BD	465823AG7	305	300000	DEFINED
IVAX CORP	CONVERTIBLE BD	465823AG7	5081	5000000	DEFINED
J & J SNACK FOODS CORP	COMMON SHS	466032109	217	4800	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	126	30992	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	1425	350000	DEFINED
JDA SOFTWARE GROUP INC	COMMON SHS	46612K108	14522	998100	DEFINED
J JILL GROUP INC	COMMON SHS	466189107	16	759	DEFINED
J JILL GROUP INC	COMMON SHS	466189107	24579	1197800	DEFINED
JLG INDUSTRIES INC	COMMON SHS	466210101	6283	439400	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	2596	61886	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	131236	3128400	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	11363	270870	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	1092	26026	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	6139	146329	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	17708	422128	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	71394	1701887	DEFINED
JP MORGAN CHASE & CO	COMMON SHS	46625H100	186521	4446280	DEFINED
JABIL CIRCUIT INC	COMMON SHS	466313103	98195	3336558	DEFINED
JACK IN THE BOX INC	COMMON SHS	466367109	6722	269200	DEFINED
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	5546	124360	DEFINED
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	22370	501566	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	3684	245600	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	11312	754100	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	1001	66741	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	9380	625300	DEFINED
JEFFERIES GROUP INC	COMMON SHS	472319102	7245	205068	DEFINED
JEFFERIES GROUP INC	COMMON SHS	472319102	17033	482100	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	1947	35395	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	1272	23125	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	14161	257435	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	47	920	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	1460	28780	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	50517	996000	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	8287	163380	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	179235	3533817	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	287115	5660783	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	23660	400000	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	3062	51775	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	24	400	DEFINED
JONES LANG LASALLE INC	COMMON SHS	48020Q107	5698	221640	DEFINED
JONES LANG LASALLE INC	COMMON SHS	48020Q107	37742	1468000	DEFINED
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	8	400	DEFINED
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	566	28300	DEFINED
JUNIPER NETWORKS INC	COMMON SHS	48203R104	604	23235	DEFINED
JUNIPER NETWORKS INC	COMMON SHS	48203R104	11600	446000	DEFINED
JUNIPER NETWORKS INC	CONVERTIBLE BD	48203RAA2	20	20000	DEFINED
KCS ENERGY INC	COMMON SHS	482434206	731	68272	DEFINED
KCS ENERGY INC	COMMON SHS	482434206	2572	240398	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	29	580	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	741	14717	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	45775	909137	DEFINED
KLM ROYAL DUTCH AIRLINES	NEW YORK SHARES	482516309	10385	500000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KT CORP	AMER DEP RECPT	48268K101	21575	1133126	DEFINED
KT CORP	AMER DEP RECPT	48268K101	468942	24629302	DEFINED
KT CORP	AMER DEP RECPT	48268K101	146905	7715581	DEFINED
KT CORP	AMER DEP RECPT	48268K101	11899	624969	DEFINED
KT CORP	AMER DEP RECPT	48268K101	65999	3466333	DEFINED
KT CORP	AMER DEP RECPT	48268K101	636	33420	DEFINED
KT CORP	AMER DEP RECPT	48268K101	1550	81400	DEFINED
K2 INC	COMMON SHS	482732104	5840	364300	DEFINED
K2 INC	COMMON SHS	482732104	35	2200	DEFINED
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	7274	170000	DEFINED
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	98	2300	DEFINED
KANSAS CITY SOUTHERN	COMMON SHS	485170302	20963	1508100	DEFINED
KANSAS CITY SOUTHERN	COMMON SHS	485170302	5	360	DEFINED
KAYDON CORP	COMMON SHS	486587108	11106	403400	DEFINED
KB HOME	COMMON SHS	48666K109	566	7000	DEFINED
KELLOGG CO	COMMON SHS	487836108	9535	243000	DEFINED
KELLOGG CO	COMMON SHS	487836108	774	19726	DEFINED
KELLWOOD CO	COMMON SHS	488044108	17663	450000	DEFINED
KELLWOOD CO	COMMON SHS	488044108	3776	96200	DEFINED
KELLWOOD CO	COMMON SHS	488044108	71	1800	DEFINED
KELLY SERVICES INC	COMMON SHS	488152208	44616	1506800	DEFINED
KEMET CORP	COMMON SHS	488360108	13567	946082	DEFINED
KENNAMETAL INC	COMMON SHS	489170100	14562	352856	DEFINED
KENNAMETAL INC	COMMON SHS	489170100	12311	298300	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	2695	52327	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	15612	303153	DEFINED
KERR MCGEE CORP	CONVERT PREF	492386305	970	19400	DEFINED
KERR MCGEE CORP	CONVERT PREF	492386305	8500	170000	DEFINED
KEY ENERGY SERVICES INC	COMMON SHS	492914106	790	71800	DEFINED
KEYCORP	COMMON SHS	493267108	427	14097	DEFINED
KEYCORP	COMMON SHS	493267108	7106	234600	DEFINED
KEYSPAN CORP	COMMON SHS	49337W100	376	9842	DEFINED
KEYSPAN CORP	COMMON SHS	49337W100	199493	5219600	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	1296	36495	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	124	3500	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	23792	670200	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	28610	453400	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5395	85500	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	4922	78000	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5713	90545	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	14871	235672	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	11334	179613	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	28495	451590	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	767	15052	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	349	6850	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	12745	250000	DEFINED
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	5124	113635	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	21553	342000	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	2285	36262	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	18911	300072	DEFINED
KINDER MORGAN MANAGEMENT LLC	COMMON SHS	49455U100	714	16878	DEFINED
KINDRED HEALTHCARE INC	COMMON SHS	494580103	1279	25436	DEFINED
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	3088	134263	DEFINED
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	6367	335658	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	5480	325429	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	28308	1681000	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	2207	131070	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	12	700	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KING PHARMACEUTICALS INC	COMMON SHS	495582108	1393	82700	DEFINED
KINROSS GOLD CORP	ORDINARY SHS	496902206	7087	739800	DEFINED
KINROSS GOLD CORP	ORDINARY SHS	496902206	27661	2887349	DEFINED
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	80542	5333934	DEFINED
KNIGHT-RIDDER INC	COMMON SHS	499040103	1573	21481	DEFINED
KNIGHT-RIDDER INC	COMMON SHS	499040103	2	24	DEFINED
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	13376	557800	DEFINED
KOGER EQUITY INC	REAL EST INV TR	500228101	45	1900	DEFINED
KOGER EQUITY INC	REAL EST INV TR	500228101	22367	953000	DEFINED
KOHL'S CORP	COMMON SHS	500255104	14	280	DEFINED
KOHL'S CORP	COMMON SHS	500255104	32357	669510	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1578	54436	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	10863	374834	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	21412	738840	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	477	16474	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	1088	26903	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	38326	947256	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	95912	2370529	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	10743	265513	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	5461	134970	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	13513	333972	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	192	4740	DEFINED
KOPIN CORP	COMMON SHS	500600101	272	47000	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	3158	306000	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	9662	936280	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	28882	2798642	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	11891	1152198	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	434	42100	DEFINED
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	20355	1925691	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	23456	732761	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	13338	416680	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	1476	46101	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	8770	273989	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	2643	82555	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	3265	102000	DEFINED
KROGER CO	COMMON SHS	501044101	30421	1828182	DEFINED
KROGER CO	COMMON SHS	501044101	248938	14960190	DEFINED
KROGER CO	COMMON SHS	501044101	5257	315900	DEFINED
KROGER CO	COMMON SHS	501044101	7	397	DEFINED
KROGER CO	COMMON SHS	501044101	79206	4759985	DEFINED
KROGER CO	COMMON SHS	501044101	8747	525637	DEFINED
KROGER CO	COMMON SHS	501044101	319	19162	DEFINED
KROLL INC	COMMON SHS	501049100	67	2500	DEFINED
KROLL INC	COMMON SHS	501049100	9738	362700	DEFINED
KYOCERA CORP	AMER DEP RECPT	501556203	457	5450	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	214	4000	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	64	1200	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	4112	76826	DEFINED
LTC PROPERTIES INC	REAL EST INV TR	502175102	996	55000	DEFINED
LTX CORP	COMMON SHS	502392103	18519	1226400	DEFINED
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	1820	30595	DEFINED
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	190256	3198656	DEFINED
L-3 COMMUNICATIONS CORP	CONVERTIBLE BD	502424AD6	4665	4000000	DEFINED
LA JOLLA PHARMACEUTICAL CO	COMMON SHS	503459109	39	14000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LA JOLLA PHARMACEUTICAL CO	COMMON SHS	503459109	1242	450000	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	26175	3471500	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	407	53924	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	10003	1326700	DEFINED
LA-Z-BOY INC	COMMON SHS	505336107	10891	500500	DEFINED
LA-Z-BOY INC	COMMON SHS	505336107	218	10000	DEFINED
LABONE INC	COMMON SHS	50540L105	15674	515600	DEFINED
LABORATORY CORP OF AMERICA HOLDINGS	COMMON SHS	50540R409	18636	474800	DEFINED
LABORATORY CORP OF AMERICA HOLDINGS	COMMON SHS	50540R409	473	12050	DEFINED
LADISH CO INC	COMMON SHS	505754200	186	21200	DEFINED
LAFARGE NORTH AMERICA INC	COMMON SHS	505862102	28370	697900	DEFINED
LAFARGE NORTH AMERICA INC	COMMON SHS	505862102	1	35	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	13347	529413	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	28	1100	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	216902	8603802	DEFINED
LAMAR ADVERTISING CO	COMMON SHS	512815101	802	19950	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	29318	725700	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	121	3000	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	21	530	DEFINED
LANDSTAR SYSTEM INC	COMMON SHS	515098101	51176	1250024	DEFINED
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	3497	222015	DEFINED
LATTICE SEMICONDUCTOR CORP	COMMON SHS	518415104	9221	1056286	DEFINED
LATTICE SEMICONDUCTOR CORP	COMMON SHS	518415104	12635	1447300	DEFINED
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	14873	335425	DEFINED
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	12012	270900	DEFINED
LAWSON SOFTWARE INC	COMMON SHS	520780107	16237	1956300	DEFINED
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	7765	530000	DEFINED
LEAR CORP	COMMON SHS	521865105	1115	18000	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	4382	226476	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	96	4950	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	101869	5264536	DEFINED
LECG CORP	COMMON SHS	523234102	49	2500	DEFINED
LECG CORP	COMMON SHS	523234102	2342	120400	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	65708	2771300	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	90	3800	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	2	82	DEFINED
LEGG MASON INC	COMMON SHS	524901105	325	3500	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	1243	15000	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	1190	14355	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	12	143	DEFINED
LENNAR CORP	COMMON SHS	526057104	25934	480000	DEFINED
LENNAR CORP	COMMON SHS	526057104	178	3300	DEFINED
LENNAR CORP	COMMON SHS	526057104	8593	159038	DEFINED
LENNAR CORP	COMMON SHS	526057302	2444	48000	DEFINED
LENNAR CORP	COMMON SHS	526057302	13	260	DEFINED
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	20683	1115000	DEFINED
LENNOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	7274	5500000	DEFINED
LEVEL 3 COMMUNICATIONS INC	CONVERTIBLE BD	52729NBA7	421	500000	DEFINED
LEXAR MEDIA INC	COMMON SHS	52886P104	586	35400	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	703	32253	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	16776	769900	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	8828	95955	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	604	6562	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	3809	41398	DEFINED
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	16354	17800000	DEFINED
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	9613	10000000	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	409859	37430038	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	1631	148934	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LIBERTY MEDIA CORP	COMMON SHS	530718105	5060	462083	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	2453	54522	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	18573	412737	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	44811	995800	DEFINED
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	42	1300	DEFINED
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	9735	301034	DEFINED
LIFEPOINT HOSPITALS HLDG	CONVERTIBLE BD	53219LAE9	2613	2500000	DEFINED
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	60	3000	DEFINED
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	5138	255600	DEFINED
LIHIR GOLD LTD	AMER DEP RECPT	532349206	896	50000	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	2006	29986	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	120	1796	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	26760	400000	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	38233	571490	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	1393	20816	DEFINED
LIMITED BRANDS INC	COMMON SHS	532716107	16609	830456	DEFINED
LINCARE HOLDINGS INC	COMMON SHS	532791100	408	13000	DEFINED
LINCARE HOLDINGS INC	COMMON SHS	532791100	3583	114043	DEFINED
LINCOLN NATIONAL CORP	COMMON SHS	534187109	18775	396763	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	34	930	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	726	19600	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	60609	1637200	DEFINED
LINENS N THINGS INC	COMMON SHS	535679104	11204	316400	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	391	62579	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	10274	1643800	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	76	12200	DEFINED
LIQUIDATION WORLD INC	ORDINARY SHS	53634D203	1894	278500	DEFINED
LIZ CLAIBORNE INC	COMMON SHS	539320101	586	15959	DEFINED
LIZ CLAIBORNE INC	COMMON SHS	539320101	63294	1725100	DEFINED
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	1227	39450	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	48	1060	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	22820	500000	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7295	159827	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	173987	3812162	DEFINED
LOEWS CORP	COMMON SHS	540424108	4	63	DEFINED
LOEWS CORP	COMMON SHS	540424108	195	3300	DEFINED
LOEWS CORP	COMMON SHS	540424108	3	45	DEFINED
LOEWS CORP - CAROLINA GROUP	COMMON SHS	540424207	94349	3449700	DEFINED
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	14554	318200	DEFINED
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	9294	526000	DEFINED
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	2144	121349	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	21	380	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	4928	87791	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	26661	474980	DEFINED
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	741584	8000000	DEFINED
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	3	696	DEFINED
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1894	460762	DEFINED
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	5	1126	DEFINED
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	751	500000	DEFINED
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AH0	791	500000	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	2268	143386	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	2737	173000	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	14287	903100	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	19	1200	DEFINED
M & T BANK CORP	COMMON SHS	55261F104	1654	18411	DEFINED
MBIA INC	COMMON SHS	55262C100	1373	21890	DEFINED
MBIA INC	COMMON SHS	55262C100	19722	314550	DEFINED
MBNA CORP	COMMON SHS	55262L100	55351	2003296	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MBNA CORP	COMMON SHS	55262L100	370	13400	DEFINED
MDC HOLDINGS INC	COMMON SHS	552676108	25555	363000	DEFINED
MDC HOLDINGS INC	COMMON SHS	552676108	4644	65959	DEFINED
MDU RESOURCES GROUP INC	COMMON SHS	552690109	458	19512	DEFINED
MDS INC	ORDINARY SHS	55269P302	58551	2661398	DEFINED
MFS INTERMEDIATE INCOME TRUST	CLOSE END MUT F	55273C107	230	33100	DEFINED
MGIC INVESTMENT CORP	COMMON SHS	552848103	28261	440000	DEFINED
MGIC INVESTMENT CORP	COMMON SHS	552848103	77	1200	DEFINED
MGI PHARMA INC	COMMON SHS	552880106	1838	30000	DEFINED
MGI PHARMA INC	COMMON SHS	552880106	43323	707200	DEFINED
MFS GOVERNMENT MARKETS INC TRUST	CLOSE END MUT F	552939100	69	10000	DEFINED
M/I HOMES INC	COMMON SHS	55305B101	7149	151200	DEFINED
MPS GROUP INC	COMMON SHS	553409103	2611	234800	DEFINED
MTS SYSTEMS CORP	COMMON SHS	553777103	12038	435068	DEFINED
MTS SYSTEMS CORP	COMMON SHS	553777103	6248	225800	DEFINED
MACERICH CO	REAL EST INV TR	554382101	3128	58030	DEFINED
MACERICH CO	REAL EST INV TR	554382101	68431	1269600	DEFINED
MACK-CALI REALTY CORP	REAL EST INV TR	554489104	545	12131	DEFINED
MACROMEDIA INC	COMMON SHS	556100105	22322	1112200	DEFINED
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	162961	1576486	DEFINED
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	70	888	DEFINED
MAGUIRE PPTYS INC	COMMON SHS	559775101	504	19700	DEFINED
MAINE & MARITIMES CORP	COMMON SHS	560377103	925	27100	DEFINED
MANDALAY RESORT GROUP	COMMON SHS	562567107	2	30	DEFINED
MANDALAY RESORT GROUP	COMMON SHS	562567107	29	500	DEFINED
MANDALAY RESORT GROUP	COMMON SHS	562567107	73851	1289745	DEFINED
MANHATTAN ASSOCIATES INC	COMMON SHS	562750109	6394	230000	DEFINED
MANHATTAN ASSOCIATES INC	COMMON SHS	562750109	39	1400	DEFINED
MANPOWER INC	COMMON SHS	56418H100	2183	46942	DEFINED
MANPOWER INC	COMMON SHS	56418H100	67607	1453915	DEFINED
MANUFACTURED HOME COMMUNITIES INC	REAL EST INV TR	564682102	621	17603	DEFINED
MANUFACTURED HOME COMMUNITIES INC	REAL EST INV TR	564682102	13841	392100	DEFINED
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	18575	500000	DEFINED
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	172523	3552780	DEFINED
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	415	11177	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	1246	37000	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	407	12100	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	176770	5250077	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	761	45241	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	9990	593600	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	82	4900	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	3814	82381	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	15598	336900	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	10638	229770	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	55496	1198609	DEFINED
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1715	45364	DEFINED
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	648	15220	DEFINED
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	47	1110	DEFINED
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	52472	1136733	DEFINED
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	3170	68669	DEFINED
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	8581	447150	DEFINED
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	60	3150	DEFINED
MASCO CORP	COMMON SHS	574599106	4627	152000	DEFINED
MASCO CORP	COMMON SHS	574599106	16736	549809	DEFINED
MASCO CORP	COMMON SHS	574599106	14	471	DEFINED
MATRIX SERVICE CO	COMMON SHS	576853105	3599	266000	DEFINED
MATTEL INC	COMMON SHS	577081102	6889	373576	DEFINED
MATTEL INC	COMMON SHS	577081102	2487	134890	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MATTEL INC	COMMON SHS	577081102	4114	223100	DEFINED
MATTEL INC	COMMON SHS	577081102	35115	1904300	DEFINED
MATTEL INC	COMMON SHS	577081102	1571	85199	DEFINED
MATTEL INC	COMMON SHS	577081102	18440	1000000	DEFINED
MATTEL INC	COMMON SHS	577081102	6060	328607	DEFINED
MATTEL INC	COMMON SHS	577081102	3122	169284	DEFINED
MATTEL INC	COMMON SHS	577081102	16282	882955	DEFINED
MAXTOR CORP	COMMON SHS	577729205	39	4800	DEFINED
MAXTOR CORP	COMMON SHS	577729205	41978	5150730	DEFINED
MAXTOR CORP	COMMON SHS	577729205	4410	541160	DEFINED
MAXTOR CORP	COMMON SHS	577729205	1586	194624	DEFINED
MAXTOR CORP	COMMON SHS	577729205	26	3233	DEFINED
MAXTOR CORP	COMMON SHS	577729205	1275	156450	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	35	749	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	15408	327200	DEFINED
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	3	88	DEFINED
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	2066	59750	DEFINED
MAVERICK TUBE CORP	COMMON SHS	577914104	687	29174	DEFINED
MAVERICK TUBE CORP	COMMON SHS	577914104	10018	425400	DEFINED
MAVERICK TUBE CORP	COMMON SHS	577914104	73	3100	DEFINED
MAXIMUS INC	COMMON SHS	577933104	8381	239451	DEFINED
MAXIMUS INC	COMMON SHS	577933104	247	7050	DEFINED
MAXIMUS INC	COMMON SHS	577933104	27031	772300	DEFINED
MAYTAG CORP	COMMON SHS	578592107	1710	54180	DEFINED
MCCLATCHY COMPANY	COMMON SHS	579489105	110	1550	DEFINED
MCCLATCHY COMPANY	COMMON SHS	579489105	7125	100300	DEFINED
MCCORMICK & CO INC	COMMON SHS	579780206	295	8800	DEFINED
MCCORMICK & CO INC	COMMON SHS	579780206	1	34	DEFINED
MCDATA CORP	COMMON SHS	580031201	0	5	DEFINED
MCDATA CORP	COMMON SHS	580031201	2	245	DEFINED
MCDATA CORP	COMMON SHS	580031201	1096	155700	DEFINED
MCDERMOTT INTERNATIONAL INC	COMMON SHS	580037109	168	20000	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	4828	169000	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	15102	528605	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	11311	395900	DEFINED
MCG CAPITAL CORP	COMMON SHS	58047P107	31110	1540849	DEFINED
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	17430	228920	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	18	606	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	72	2400	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	37494	1246050	DEFINED
MCMORAN EXPLORATION CO	COMMON SHS	582411104	6	439	DEFINED
MCMORAN EXPLORATION CO	COMMON SHS	582411104	411	27737	DEFINED
MEADOWBROOK INSURANCE GROUP INC	COMMON SHS	58319P108	9926	1954000	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	18411	650800	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	102	3590	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	1	47	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1640	48240	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	0	0	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	11300	332362	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	3	84	DEFINED
MEDIACOM COMMUNICATIONS CORP	COMMON SHS	58446K105	4703	586400	DEFINED
MEDICINES CO	COMMON SHS	584688105	1288	40000	DEFINED
MEDICINES CO	COMMON SHS	584688105	39	1200	DEFINED
MEDICINES CO	COMMON SHS	584688105	42295	1313100	DEFINED
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	6612	165309	DEFINED
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	18778	469451	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MEDIMMUNE INC	COMMON SHS	584699102	2302	99719	DEFINED
MEDIMMUNE INC	COMMON SHS	584699102	3335	144515	DEFINED
MEDIMMUNE INC	COMMON SHS	584699102	21624	936907	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	319	6671	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	1	20	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	81649	1709928	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	56118	1175242	DEFINED
MELLON FINANCIAL CORP	COMMON SHS	58551A108	1533	49000	DEFINED
MELLON FINANCIAL CORP	COMMON SHS	58551A108	1162	37142	DEFINED
MENS WEARHOUSE INC	COMMON SHS	587118100	10931	411400	DEFINED
MENS WEARHOUSE INC	COMMON SHS	587118100	5885	221500	DEFINED
MENTOR CORP	COMMON SHS	587188103	1631	54200	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	34268	797475	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	141	3275	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	825	19200	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	0	7	DEFINED
MERCER INTERNATIONAL INC	COMMON SHS	588056101	5181	545400	DEFINED
MERCHANTS GROUP INC	COMMON SHS	588539106	4646	190000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	43	980	DEFINED
MERCK & CO INC	COMMON SHS	589331107	95066	2151294	DEFINED
MERCK & CO INC	COMMON SHS	589331107	2344	53035	DEFINED
MERCK & CO INC	COMMON SHS	589331107	22095	500000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	11503	260308	DEFINED
MERCK & CO INC	COMMON SHS	589331107	205993	4661535	DEFINED
MERCK & CO INC	COMMON SHS	589331107	403588	9133026	DEFINED
MERCURY GENERAL CORP	COMMON SHS	589400100	27676	554300	DEFINED
MERCURY GENERAL CORP	COMMON SHS	589400100	285	5700	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	37935	846762	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	58981	1316550	DEFINED
MERCURY INTERACTIVE CORP	CONVERTIBLE BD	589405AA7	118	117000	DEFINED
MEREDITH CORP	COMMON SHS	589433101	115063	2275776	DEFINED
MEREDITH CORP	COMMON SHS	589433101	51	1000	DEFINED
MEREDITH CORP	COMMON SHS	589433101	1	23	DEFINED
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	8172	1175832	DEFINED
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	31312	4505300	DEFINED
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	128355	99500000	DEFINED
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	17917	827963	DEFINED
MERIDIAN GOLD INC	COMMON SHS	589975101	29579	2246155	DEFINED
MERITAGE CORP	COMMON SHS	59001A102	635	8558	DEFINED
MERITAGE CORP	COMMON SHS	59001A102	3401	45805	DEFINED
MERITAGE CORP	COMMON SHS	59001A102	17293	232900	DEFINED
MERIX CORP	COMMON SHS	590049102	22581	1223894	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	35	580	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	124134	2084177	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1944	32636	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	4355	73126	DEFINED
MESA AIR GROUP INC	COMMON SHS	590479101	3717	450000	DEFINED
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	2680	988998	DEFINED
METHANEX CORP	ORDINARY SHS	59151K108	43352	2961211	DEFINED
METHODE ELECTRONICS INC	COMMON SHS	591520200	6277	486625	DEFINED
METLIFE INC	COMMON SHS	59156R108	19517	547000	DEFINED
METLIFE INC	COMMON SHS	59156R108	14842	415970	DEFINED
METLIFE INC	COMMON SHS	59156R108	1674	46913	DEFINED
METSO OYJ	AMER DEP RECPT	592671101	2675	201559	DEFINED
METSO OYJ	AMER DEP RECPT	592671101	4	326	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	41	920	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	14523	327100	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	36973	832725	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	67	1500	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	196401	4423451	DEFINED
MEXICO FUND	CLOSE END MUT F	592835102	12546	620800	DEFINED
MEXICO FUND	CLOSE END MUT F	592835102	24	1166	DEFINED
MICHAELS STORES INC	COMMON SHS	594087108	7860	161671	DEFINED
MICREL INC	COMMON SHS	594793101	8908	667293	DEFINED
MICREL INC	COMMON SHS	594793101	334	25000	DEFINED
MICREL INC	COMMON SHS	594793101	82596	6187000	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	2032	81360	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	2103	84220	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	24970	1000000	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	17796	712695	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	113707	4553753	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	169798	6800073	DEFINED
MICROVISION INC	COMMON SHS	594960106	5057	576000	DEFINED
MICROVISION INC	COMMON SHS	594960106	38	4300	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	28	1050	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	1224	46075	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	96089	3617826	DEFINED
MICROCELL TELECOMMUNICATIONS INC	ORDINARY SHS	59501T874	1421	56841	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	632	46212	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	12144	887700	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	89	6500	DEFINED
MICROTUNE INC	COMMON SHS	59514P109	4257	1702800	DEFINED
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	3959	35832	DEFINED
MIDLAND CO	COMMON SHS	597486109	9606	385000	DEFINED
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	76	4498	DEFINED
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	38348	2269093	DEFINED
MILLENNIUM CHEMICALS INC	COMMON SHS	599903101	1507	100900	DEFINED
MILLIPORE CORP	COMMON SHS	601073109	20552	400000	DEFINED
MILLIPORE CORP	COMMON SHS	601073109	332	6461	DEFINED
MILLS CORP	REAL EST INV TR	601148109	400	7508	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	653	100000	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	4965	760300	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	36	5500	DEFINED
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	893	31500	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	11645	203944	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	9553	167300	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	49894	873800	DEFINED
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	2360	1000000	DEFINED
MISSION RESOURCES CORP	COMMON SHS	605109107	14625	4500000	DEFINED
MOLDFLOW CORP	COMMON SHS	608507109	251	24955	DEFINED
MOLEX INC	COMMON SHS	608554101	114	3750	DEFINED
MOLEX INC	COMMON SHS	608554101	4452	146483	DEFINED
MOLEX INC	COMMON SHS	608554101	216	7112	DEFINED
MOLEX INC	COMMON SHS	608554200	3814	146483	DEFINED
MOLEX INC	COMMON SHS	608554200	149	5718	DEFINED
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	425	14500	DEFINED
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	33058	1127500	DEFINED
MONACO COACH CORP	COMMON SHS	60886R103	12944	483000	DEFINED
MONSANTO CO	COMMON SHS	61166W101	31313	853900	DEFINED
MONSANTO CO	COMMON SHS	61166W101	288	7859	DEFINED
MONSANTO CO	COMMON SHS	61166W101	6	160	DEFINED
MOODY'S CORP	COMMON SHS	615369105	2	30	DEFINED
MOODY'S CORP	COMMON SHS	615369105	17275	244000	DEFINED
MOODY'S CORP	COMMON SHS	615369105	2552	36047	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MOODY'S CORP	COMMON SHS	615369105	159790	2256914	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	18877	329446	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	9362	163390	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	6413	111920	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3127	54569	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	1433	25000	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3162	55178	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	33983	593072	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	28632	499680	DEFINED
MOTOROLA INC	COMMON SHS	620076109	33	1900	DEFINED
MOTOROLA INC	COMMON SHS	620076109	52257	2969161	DEFINED
MOTOROLA INC	COMMON SHS	620076109	734	41700	DEFINED
MOTOROLA INC	COMMON SHS	620076109	11	640	DEFINED
MOTOROLA INC	COMMON SHS	620076109	1744	99100	DEFINED
MOTOROLA INC	COMMON SHS	620076109	6320	359069	DEFINED
MOTOROLA INC	COMMON SHS	620076109	14061	798920	DEFINED
MOTOROLA INC	CONVERT PREF	620076208	60700	1250000	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	34503	1015100	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	44809	1318290	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	350	10300	DEFINED
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	184	13000	DEFINED
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	626291104	619	43350	DEFINED
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	202	14512	DEFINED
MURPHY OIL CORP	COMMON SHS	626717102	728	11554	DEFINED
MYERS INDUSTRIES INC	COMMON SHS	628464109	26383	2144977	DEFINED
MYERS INDUSTRIES INC	COMMON SHS	628464109	170	13797	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	20	1426	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	3861	270725	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	10	720	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	2048	90120	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1752	77063	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	9986	439350	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	694	30539	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	9800	431146	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	186	8175	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1665	73247	DEFINED
NBTY INC	COMMON SHS	628782104	89	2400	DEFINED
NBTY INC	COMMON SHS	628782104	6164	165800	DEFINED
NCO GROUP INC	COMMON SHS	628858102	18203	778886	DEFINED
NCO GROUP INC	COMMON SHS	628858102	25824	1105000	DEFINED
NCO GROUP INC	CONVERTIBLE BD	628858AB8	5269	5000000	DEFINED
NS GROUP INC	COMMON SHS	628916108	727	55900	DEFINED
NEC CORP	AMER DEP RECPT	629050204	120	14625	DEFINED
NII HOLDINGS INC	COMMON SHS	62913F201	9043	258154	DEFINED
NII HOLDINGS INC	COMMON SHS	62913F201	70033	1999222	DEFINED
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	1142	40000	DEFINED
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	53499	1873860	DEFINED
NTL INC	COMMON SHS	62940M104	251892	4237036	DEFINED
NTL INC	COMMON SHS	62940M104	76	1278	DEFINED
NTL INC	COMMON SHS	62940M104	29941	503637	DEFINED
NVR INC	COMMON SHS	62944T105	1288	2800	DEFINED
NVR INC	COMMON SHS	62944T105	51014	110900	DEFINED
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	7089	455900	DEFINED
NASDAQ 100	OPEN END UT TR	631100104	1397	38978	DEFINED
NASHUA CORP	COMMON SHS	631226107	4076	475000	DEFINED
NATIONAL AUSTRALIA CAP SEC (UK) PLC	CONVERT PREF	632525309	5161	131320	DEFINED
NATIONAL CITY CORP	COMMON SHS	635405103	1076	30240	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	77605	2712500	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	3394	118613	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	94748	3311700	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	10	300	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	7289	226000	DEFINED
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	9156	227582	DEFINED
NATIONAL HEALTH INVESTORS INC	REAL EST INV TR	63633D104	503	16317	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	12169	386819	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	14	450	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	76488	2431277	DEFINED
NATIONAL OILWELL INC	COMMON SHS	637071101	28	1000	DEFINED
NATIONAL OILWELL INC	COMMON SHS	637071101	874	30920	DEFINED
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	4385	277500	DEFINED
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	22169	150000	DEFINED
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	90541	2511550	DEFINED
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	67	1852	DEFINED
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	387	17400	DEFINED
NAVIGANT CONSULTING INC	COMMON SHS	63935N107	8135	402114	DEFINED
NEIGHBORCARE INC	COMMON SHS	64015Y104	1768	72900	DEFINED
NEIMAN MARCUS GROUP INC	COMMON SHS	640204202	13350	247500	DEFINED
NEIMAN MARCUS GROUP INC	COMMON SHS	640204301	311	6200	DEFINED
NEKTAR THERAPEUTIC	COMMON SHS	640268108	17048	790000	DEFINED
NEKTAR THERAPEUTIC	COMMON SHS	640268108	13075	605900	DEFINED
NELNET INC	COMMON SHS	64031N108	18	700	DEFINED
NELNET INC	COMMON SHS	64031N108	1092	43000	DEFINED
NEOSE TECHNOLOGIES INC	COMMON SHS	640522108	2793	297100	DEFINED
NEOPHARM INC	COMMON SHS	640919106	1407	75000	DEFINED
NETWORK ASSOCIATES INC	COMMON SHS	640938106	7295	405294	DEFINED
NETWORK ASSOCIATES INC	COMMON SHS	640938106	2988	165975	DEFINED
NETWORK ASSOCIATES INC	COMMON SHS	640938106	144	8000	DEFINED
NETWORK ASSOCIATES INC	COMMON SHS	640938106	31787	1765921	DEFINED
NETFLIX COM INC	COMMON SHS	64110L106	457	13400	DEFINED
NETFLIX COM INC	COMMON SHS	64110L106	23475	688000	DEFINED
NETIQ CORP	COMMON SHS	64115P102	19617	1405232	DEFINED
NETIQ CORP	COMMON SHS	64115P102	28	2000	DEFINED
NETIQ CORP	COMMON SHS	64115P102	40974	2935100	DEFINED
NETSCREEN TECHNOLOGIES INC	COMMON SHS	64117V107	15049	413100	DEFINED
NETSCREEN TECHNOLOGIES INC	COMMON SHS	64117V107	15038	412790	DEFINED
NETSCREEN TECHNOLOGIES INC	COMMON SHS	64117V107	281	7700	DEFINED
NETWORK APPLIANCE INC	COMMON SHS	64120L104	363	16900	DEFINED
NETWORK APPLIANCE INC	COMMON SHS	64120L104	39310	1832622	DEFINED
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	1182	20000	DEFINED
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	23782	402400	DEFINED
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2029	135000	DEFINED
NEW YORK TIMES CO	COMMON SHS	650111107	10288	232760	DEFINED
NEW YORK TIMES CO	COMMON SHS	650111107	11567	261693	DEFINED
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	4060	120486	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	3417	147300	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	828	35700	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	2	90	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	1452	62580	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	6975	300664	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	753	32457	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	10778	464556	DEFINED
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	38	800	DEFINED
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	69040	1440432	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	509983	10936800	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	1757	37690	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	46217	991153	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NEWPORT CORP	COMMON SHS	651824104	10213	610800	DEFINED
NEWPORT CORP	COMMON SHS	651824104	75	4500	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	2386	66308	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	2087	58000	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	1475	41000	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	36061	1002250	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	5760	160100	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	3008	94870	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	42468	1339261	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	7641	240953	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	2581	81401	DEFINED
NEXTERA ENTERPRISES INC	COMMON SHS	65332E101	60	100875	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	46	1880	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	1407	56900	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	37163	1502753	DEFINED
NEXTEL COMMUNICATIONS INC	CONVERTIBLE BD	65332VAY9	60600	60000000	DEFINED
NEXEN INC	ORDINARY SHS	65334H102	158612	3103956	DEFINED
NICOR INC	COMMON SHS	654086107	21	600	DEFINED
NICOR INC	COMMON SHS	654086107	23851	677000	DEFINED
NIKE INC	COMMON SHS	654106103	13405	172150	DEFINED
NIKE INC	COMMON SHS	654106103	11412	146552	DEFINED
NIKE INC	COMMON SHS	654106103	24	313	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	4349	153453	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	9973	351921	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	15996	564439	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	219	7745	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	101	3550	DEFINED
NISOURCE INC	COMMON SHS	65473P105	11	500	DEFINED
NISOURCE INC	COMMON SHS	65473P105	293	13803	DEFINED
NISOURCE INC	COMMON SHS	65473P105	155923	7337551	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	32	1560	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	2309	113839	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	1	55	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	30522	1505052	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	48333	2383303	DEFINED
NOBLE ENERGY INC	COMMON SHS	655044105	28	600	DEFINED
NOBLE ENERGY INC	COMMON SHS	655044105	1861	39512	DEFINED
RELIANT ENERGY RESOURCES	CONVERTIBLE BD	655419AC3	10	10000	DEFINED
NORANDA INC	ORDINARY SHS	655422103	132739	5615000	DEFINED
NORANDA INC	ORDINARY SHS	655422103	51	2147	DEFINED
NORANDA INC	COMMON SHS	655422103	86	4800	DEFINED
NORDSTROM INC	COMMON SHS	655664100	1720	43106	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	30011	1358600	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	102416	4636300	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	2864	129653	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	3	138	DEFINED
NORSK HYDRO ASA	AMER DEP RECPT	656531605	29206	414441	DEFINED
NORSK HYDRO ASA	AMER DEP RECPT	656531605	42	600	DEFINED
NORTEL INVERSORA SA	AMER DEP RECPT	656567401	2657	524000	DEFINED
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	1246	161660	DEFINED
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	8812	1142868	DEFINED
NORTEL NETWORKS CORP	COMMON SHS	656568102	403	67915	DEFINED
NORTEL NETWORKS CORP	COMMON SHS	656568102	3669	617700	DEFINED
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	298665	292450000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	5764	377500	DEFINED
NORTH FORK BANCORP INC	COMMON SHS	659424105	9231	218120	DEFINED
NORTH FORK BANCORP INC	COMMON SHS	659424105	1	21	DEFINED
NORTHEAST UTILITIES	COMMON SHS	664397106	32638	1750000	DEFINED
NORTHEAST UTILITIES	COMMON SHS	664397106	73	3900	DEFINED
NORTHERN TRUST CORP	COMMON SHS	665859104	515	11063	DEFINED
NORTHERN TRUST CORP	COMMON SHS	665859104	3	56	DEFINED
NORTHGATE EXPLORATION LTD	ORDINARY SHS	666416102	4225	1300000	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	172645	1754170	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	49210	500000	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	13296	135095	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	3	27	DEFINED
NORTHWEST AIRLINES CORP	COMMON SHS	667280101	5055	500000	DEFINED
NORTHWEST NATURAL GAS CO	COMMON SHS	667655104	234	7500	DEFINED
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	4499	310300	DEFINED
NOVA CHEMICALS CORP	ORDINARY SHS	66977W109	12954	489062	DEFINED
NOVA CHEMICALS CORP	ORDINARY SHS	66977W109	1	20	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	13	520	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	30823	1228500	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	889	20870	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	4308	101122	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	5368	126000	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	1431	33586	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	11	249	DEFINED
NUANCE COMMUNICATIONS INC	COMMON SHS	669967101	9287	1417800	DEFINED
NOVELL INC	COMMON SHS	670006105	193	17000	DEFINED
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	134	4200	DEFINED
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	18998	597600	DEFINED
NOVEN PHARMACEUTICALS INC	COMMON SHS	670009109	333	15500	DEFINED
NU SKIN ENTERPRISES INC- CLASS A- P.I.	COMMON SHS	67018T105	5209	275000	DEFINED
NSTAR	COMMON SHS	67019E107	414	8160	DEFINED
NSTAR	COMMON SHS	67019E107	786	15500	DEFINED
NUCOR CORP	COMMON SHS	670346105	86558	1407900	DEFINED
NUCOR CORP	COMMON SHS	670346105	197	3200	DEFINED
NUCOR CORP	COMMON SHS	670346105	3915	63680	DEFINED
NUCOR CORP	COMMON SHS	670346105	2	34	DEFINED
NUEVO FINANCING I	CONVERT PREF	670511203	77482	1702900	DEFINED
NUVEEN PREMIUM INCOME MUNICIPAL FUND 4	CLOSE END MUT F	6706K4105	337	25000	DEFINED
NUVEEN QUALITY PFD INCOME FD	CLOSE END MUT F	67071S101	291	18000	DEFINED
NUVELO INC	COMMON SHS	67072M301	7386	588066	DEFINED
NUVEEN NEW JERSEY PREMIUM INCOME MUNIC	CLOSE END MUT F	67101N106	210	12598	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	1152	30000	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	0	11	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	69828	1818450	DEFINED
OSI PHARMACEUTICALS INC	CONVERTIBLE BD	671040AB9	4956	4500000	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	2072	45000	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	25102	545100	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	354	7683	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	2022	43900	DEFINED
OCEANEERING INTERNATIONAL INC	COMMON SHS	675232102	6437	211400	DEFINED
OCEANEERING INTERNATIONAL INC	COMMON SHS	675232102	49	1600	DEFINED
ODYSSEY HEALTHCARE INC	COMMON SHS	67611V101	2352	124800	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	27411	1189200	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	9	386	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	97	4200	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	7426	552500	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	8684	646143	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	35672	2654200	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	179920	7325750	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	250859	10214139	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2538	103359	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	74	3000	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	39378	1603349	DEFINED
OLIN CORP	COMMON SHS	680665205	12465	698300	DEFINED
OMNICARE INC	COMMON SHS	681904108	20	450	DEFINED
OMNICARE INC	COMMON SHS	681904108	1338	30175	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	42	520	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	99063	1234435	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	14	173	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	3011	37526	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	23008	286700	DEFINED
OMNICARE INC	PREFERRED	68214L201	500	10000	DEFINED
ONEOK INC	COMMON SHS	682680103	74	3300	DEFINED
ONEOK INC	COMMON SHS	682680103	118491	5254600	DEFINED
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	10665	263400	DEFINED
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	24278	233460	DEFINED
ORACLE CORP	COMMON SHS	68389X105	24	2010	DEFINED
ORACLE CORP	COMMON SHS	68389X105	6005	500000	DEFINED
ORACLE CORP	COMMON SHS	68389X105	15666	1304385	DEFINED
ORACLE CORP	COMMON SHS	68389X105	32788	2730070	DEFINED
OSHKOSH B'GOSH INC	COMMON SHS	688222207	7935	339100	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	26736	480000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	28	500	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	77222	1386400	DEFINED
OVERLAND STORAGE INC	COMMON SHS	690310107	9039	533300	DEFINED
OVERNITE CORP	COMMON SHS	690322102	81	3500	DEFINED
OVERNITE CORP	COMMON SHS	690322102	4731	205700	DEFINED
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	67952	1861700	DEFINED
OWENS & MINOR INC	COMMON SHS	690732102	13056	516028	DEFINED
OWENS & MINOR INC	COMMON SHS	690732102	182	7200	DEFINED
OXFORD FINANCIAL	COMMON SHS	69144T108	4750	500000	DEFINED
PG&E CORP	COMMON SHS	69331C108	3	108	DEFINED
PG&E CORP	COMMON SHS	69331C108	9	327	DEFINED
PG&E CORP	COMMON SHS	69331C108	14488	500106	DEFINED
PMC-SIERRA INC	COMMON SHS	69344F106	180	10600	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	26	690	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	47690	1276500	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	82537	2209245	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	5426	97900	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	2860	51603	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	3	59	DEFINED
POSCO	AMER DEP RECPT	693483109	8220	232264	DEFINED
POSCO	AMER DEP RECPT	693483109	21210	599310	DEFINED
POSCO	AMER DEP RECPT	693483109	10290	290751	DEFINED
POSCO	AMER DEP RECPT	693483109	12719	359397	DEFINED
POSCO	AMER DEP RECPT	693483109	28	800	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	37328	1242200	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	1896	63100	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	165	5500	DEFINED
PPG INDUSTRIES INC	COMMON SHS	693506107	120	2050	DEFINED
PPG INDUSTRIES INC	COMMON SHS	693506107	1459	25033	DEFINED
PPL CORP	COMMON SHS	69351T106	4388	96232	DEFINED
PPL CORP	COMMON SHS	69351T106	219	4796	DEFINED
PPL CORP	COMMON SHS	69351T106	168907	3704104	DEFINED
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	6066	1378673	DEFINED
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	7195	1635200	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	1693	36532	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	1034	22300	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	40093	865000	DEFINED
PACCAR INC	COMMON SHS	693718108	198	3525	DEFINED
PACCAR INC	COMMON SHS	693718108	12669	225270	DEFINED
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	589	14852	DEFINED
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	2167	54800	DEFINED
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	4040	2000000	DEFINED
PACTIV CORP	COMMON SHS	695257105	47	2094	DEFINED
PACTIV CORP	COMMON SHS	695257105	45806	2058685	DEFINED
PACTIV CORP	COMMON SHS	695257105	30	1370	DEFINED
PACTIV CORP	COMMON SHS	695257105	9	407	DEFINED
PACTIV CORP	COMMON SHS	695257105	3	118	DEFINED
PALL CORP	COMMON SHS	696429307	29	1300	DEFINED
PALL CORP	COMMON SHS	696429307	482	21253	DEFINED
PALL CORP	COMMON SHS	696429307	11345	500000	DEFINED
PALL CORP	COMMON SHS	696429307	706	31123	DEFINED
PALL CORP	COMMON SHS	696429307	157764	6953034	DEFINED
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	9348	2068180	DEFINED
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	0	60	DEFINED
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	11170	625064	DEFINED
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	13579	759900	DEFINED
PARK ELECTROCHEMICAL CORP	COMMON SHS	700416209	8061	318600	DEFINED
PARKER HANNIFIN CORP	COMMON SHS	701094104	786	13910	DEFINED
PARKER HANNIFIN CORP	COMMON SHS	701094104	3	47	DEFINED
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	590	12619	DEFINED
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	14259	305000	DEFINED
PATTERSON DENTAL CO	COMMON SHS	703412106	6071	88490	DEFINED
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	39	1100	DEFINED
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	33308	940649	DEFINED
PAYCHEX INC	COMMON SHS	704326107	46	1290	DEFINED
PAYCHEX INC	COMMON SHS	704326107	19962	560730	DEFINED
PAYCHEX INC	COMMON SHS	704326107	84813	2382395	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	87718	1886000	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	57817	1243107	DEFINED
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	25876	410725	DEFINED
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	170	2700	DEFINED
PEGASUS SOLUTIONS INC	COMMON SHS	705906105	7696	658890	DEFINED
PENN AMERICA GROUP INC	COMMON SHS	707247102	4105	280000	DEFINED
PENN NATIONAL GAMING INC	COMMON SHS	707569109	19135	665100	DEFINED
PENN TRAFFIC CO	COMMON SHS	707832200	58	389598	DEFINED
PENN VIRGINIA RESOURCES PARTNERS LP	LTD PARTNERSHIP	707884102	332	9400	DEFINED
PENNEY JC CO INC	COMMON SHS	708160106	1619	46555	DEFINED
PENNEY JC CO INC	COMMON SHS	708160106	1664	47834	DEFINED
PENNEY JC CO INC	COMMON SHS	708160106	12309	353900	DEFINED
PENNSYLVANIA REAL ESTATE INVESTMENT TR	REAL EST INV TR	709102107	1091	28973	DEFINED
PENNSYLVANIA REAL ESTATE INVESTMENT TR	REAL EST INV TR	709102107	574	15250	DEFINED
PENNSYLVANIA REAL ESTATE INVESTMENT TR	REAL EST INV TR	709102107	6640	176322	DEFINED
PENTAIR INC	COMMON SHS	709631105	26739	453200	DEFINED
PEOPLES BANCORP INC	COMMON SHS	709789101	14727	529572	DEFINED
PEOPLES ENERGY CORP	COMMON SHS	711030106	234	5249	DEFINED
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	203	10752	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	13392	724300	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	1682	90955	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	89925	4863456	DEFINED
PEP BOYS-MANNY MOE & JACK	COMMON SHS	713278109	4681	168700	DEFINED
PEP BOYS-MANNY MOE & JACK	COMMON SHS	713278109	36	1300	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	45	2200	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEPCO HOLDINGS INC	COMMON SHS	713291102	102133	4996742	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	278	13600	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	1894	92667	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	700	34240	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	97	4731	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	159708	7813500	DEFINED
PEPSI BOTTLING GROUP INC	COMMON SHS	713409100	15055	506050	DEFINED
PEPSIAMERICAS INC	COMMON SHS	71343P200	529	25900	DEFINED
PEPSICO INC	COMMON SHS	713448108	419	7787	DEFINED
PEPSICO INC	COMMON SHS	713448108	31	570	DEFINED
PEPSICO INC	COMMON SHS	713448108	27	500	DEFINED
PEPSICO INC	COMMON SHS	713448108	104673	1943795	DEFINED
PEPSICO INC	COMMON SHS	713448108	53447	992513	DEFINED
PERFORMANCE FOOD GROUP CO	COMMON SHS	713755106	9667	281417	DEFINED
PERFORMANCE FOOD GROUP CO	CONVERTIBLE BD	713755AA4	6291	5500000	DEFINED
PERICOM SEMICONDUCTOR CORP	COMMON SHS	713831105	5474	476837	DEFINED
PERICOM SEMICONDUCTOR CORP	COMMON SHS	713831105	13644	1188505	DEFINED
PERKINELMER INC	COMMON SHS	714046109	623	30112	DEFINED
PERKINELMER INC	COMMON SHS	714046109	1	65	DEFINED
PETCO ANIMAL SUPPLIES INC	COMMON SHS	716016209	5595	198550	DEFINED
PETCO ANIMAL SUPPLIES INC	COMMON SHS	716016209	39	1400	DEFINED
PETRO-CANADA	ORDINARY SHS	71644E102	146140	2536275	DEFINED
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	1	20	DEFINED
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	6055	118500	DEFINED
PETROBRAS ENERGIA PARTICIPACIONES SA	AMER DEP RECPT	71646M102	3008	216429	DEFINED
PETROKAZAKHSTAN INC	COMMON SHS	71649P102	225	8000	DEFINED
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	3536	150000	DEFINED
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	77	3254	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	88653	3001105	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	834	28240	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	9715	290000	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	2211	66000	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	53600	1600000	DEFINED
PETROLEUM HELICOPTERS INC	COMMON SHS	716604103	2349	95100	DEFINED
PETROLEUM HELICOPTERS INC	COMMON SHS	716604202	5727	230000	DEFINED
PETROQUEST ENERGY INC	COMMON SHS	716748108	3605	1009908	DEFINED
PETSMART INC	COMMON SHS	716768106	49240	1806305	DEFINED
PFIZER INC	COMMON SHS	717081103	13179	375994	DEFINED
PFIZER INC	COMMON SHS	717081103	364428	10397380	DEFINED
PFIZER INC	COMMON SHS	717081103	15649	446466	DEFINED
PFIZER INC	COMMON SHS	717081103	3551	101318	DEFINED
PFIZER INC	COMMON SHS	717081103	110828	3162000	DEFINED
PFIZER INC	COMMON SHS	717081103	4319	123234	DEFINED
PFIZER INC	COMMON SHS	717081103	70100	2000000	DEFINED
PFIZER INC	COMMON SHS	717081103	24329	694116	DEFINED
PFIZER INC	COMMON SHS	717081103	216018	6163127	DEFINED
PFIZER INC	COMMON SHS	717081103	321774	9180422	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	14880	499500	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	12389	415869	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	69	2300	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	52863	1774520	DEFINED
PHARMION CORP	COMMON SHS	71715B409	38	1700	DEFINED
PHARMION CORP	COMMON SHS	71715B409	10315	455600	DEFINED
PHELPS DODGE CORP	COMMON SHS	717265102	670	8210	DEFINED
PHELPS DODGE CORP	COMMON SHS	717265102	5	61	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	1909	111643	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	214	12530	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	2197	128470	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	16615	971625	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	CONVERT PREF	718252703	14	300	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	CONVERT PREF	718252703	1716	37300	DEFINED
PHOTON DYNAMICS INC	COMMON SHS	719364101	4002	122650	DEFINED
PHOTON DYNAMICS INC	COMMON SHS	719364101	29	900	DEFINED
PHOTRONICS INC	COMMON SHS	719405102	6715	378500	DEFINED
PHOTRONICS INC	COMMON SHS	719405102	41	2300	DEFINED
PIER 1 IMPORTS INC	COMMON SHS	720279108	12419	524000	DEFINED
PIER 1 IMPORTS INC	COMMON SHS	720279108	60015	2532266	DEFINED
PINNACLE SYSTEMS INC	COMMON SHS	723481107	611	67656	DEFINED
PINNACLE SYSTEMS INC	COMMON SHS	723481107	17869	1978800	DEFINED
PINNACLE SYSTEMS INC	COMMON SHS	723481107	121	13400	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	2175	55276	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	3403	86488	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	114	2900	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	187191	4757068	DEFINED
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	5168	160000	DEFINED
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	1387	42951	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	4657	109304	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	2771	65035	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	19342	453936	DEFINED
PLACER DOME INC	ORDINARY SHS	725906101	44882	1902600	DEFINED
PLACER DOME INC	ORDINARY SHS	725906101	1	40	DEFINED
PLACER DOME INC	COMMON SHS	725906101	135	7500	DEFINED
PLACER DOME INC	COMMON SHS	725906101	44903	2498755	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	8967	276069	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	6631	204157	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	1	44	DEFINED
POGO PRODUCING CO	COMMON SHS	730448107	688	15000	DEFINED
POLARIS INDUSTRIES INC	COMMON SHS	731068102	82	1800	DEFINED
POLARIS INDUSTRIES INC	COMMON SHS	731068102	12720	279920	DEFINED
POLO RALPH LAUREN CORP	COMMON SHS	731572103	62	1800	DEFINED
POLO RALPH LAUREN CORP	COMMON SHS	731572103	79198	2310317	DEFINED
POLYONE CORP	COMMON SHS	73179P106	9310	1400000	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	80	7162	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	27341	2438981	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	78	6978	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	3542	315954	DEFINED
POTLATCH CORP	COMMON SHS	737628107	54336	1333400	DEFINED
POWELL INDUSTRIES INC	COMMON SHS	739128106	3920	220700	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	111768	3011000	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	97	2600	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	1200	32324	DEFINED
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	203	8300	DEFINED
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	20285	330907	DEFINED
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	4865	79358	DEFINED
PRECISION DRILLING CORP	COMMON SHS	74022D100	936	20100	DEFINED
PREMCO INC	COMMON SHS	74045Q104	20339	656734	DEFINED
PREMCO INC	COMMON SHS	74045Q104	34628	1118100	DEFINED
PREMIER FARNELL PLC	AMER DEP RECPT	74050U107	138	15500	DEFINED
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	16718	1116000	DEFINED
PRIDE INTERNATIONAL INC	COMMON SHS	74153Q102	9259	542757	DEFINED
PRIME HOSPITALITY CORP	COMMON SHS	741917108	858	75408	DEFINED
PRIME HOSPITALITY CORP	COMMON SHS	741917108	7998	702800	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PRIME HOSPITALITY CORP	COMMON SHS	741917108	22894	2011800	DEFINED
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	30506	856200	DEFINED
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	125	3495	DEFINED
PRINTRONIX INC	COMMON SHS	742578107	1906	130000	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	30	290	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	6471	61700	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	90553	863400	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	11	104	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	18260	174106	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	83068	792029	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	68878	656733	DEFINED
PROGRESS ENERGY INC	COMMON SHS	743263105	4225	89740	DEFINED
PROGRESS ENERGY INC	COMMON SHS	743263105	279457	5935800	DEFINED
PROGRESSIVE CORP	COMMON SHS	743315103	263	3000	DEFINED
PROLOGIS	REAL EST INV TR	743410102	2365	65928	DEFINED
PROLOGIS	REAL EST INV TR	743410102	3338	93045	DEFINED
PROLOGIS	REAL EST INV TR	743410102	58421	1628700	DEFINED
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	3884	164837	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	5711	152500	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	64	1700	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	3348	89400	DEFINED
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1191	50000	DEFINED
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	14217	596835	DEFINED
PROVIDENCE & WORCHESTER RAILROAD CO	COMMON SHS	743737108	1948	205000	DEFINED
PROVIDENCE & WORCHESTER RAILROAD CO	COMMON SHS	743737108	225	23700	DEFINED
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	481	27000	DEFINED
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	220	16800	DEFINED
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	103639	7911381	DEFINED
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	298	250000	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	64931	1450000	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	171330	3826036	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	197	4406	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	623	13909	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	15	333	DEFINED
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	791	42200	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP INC	COMMON SHS	744573106	3386	72081	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP INC	COMMON SHS	744573106	152920	3255000	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	1519	31214	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	245	5042	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	32490	667700	DEFINED
PUGET ENERGY INC	COMMON SHS	745310102	143	6400	DEFINED
PUGET ENERGY INC	COMMON SHS	745310102	137844	6162000	DEFINED
PULTE HOMES INC	COMMON SHS	745867101	72280	1300000	DEFINED
PUTNAM PREMIER INCOME TRUST	CLOSE END MUT F	746853100	81	12000	DEFINED
PUTNAM MASTER INTER INCOME TR	OPEN END MUT FD	746909100	117	17000	DEFINED
PUTNAM MUNICIPAL OPPORTUNITIES TRUST	CLOSE END MUT F	746922103	411	30000	DEFINED
QLOGIC CORP	COMMON SHS	747277101	14	420	DEFINED
QLOGIC CORP	COMMON SHS	747277101	40	1222	DEFINED
QLOGIC CORP	COMMON SHS	747277101	92511	2802507	DEFINED
QUALCOMM INC	COMMON SHS	747525103	25	380	DEFINED
QUALCOMM INC	COMMON SHS	747525103	66	1000	DEFINED
QUALCOMM INC	COMMON SHS	747525103	24027	361746	DEFINED
QUALCOMM INC	COMMON SHS	747525103	64033	964064	DEFINED
QUANEX CORP	COMMON SHS	747620102	9378	220700	DEFINED
QUANEX CORP	COMMON SHS	747620102	72	1700	DEFINED
QUEBECOR WORLD INC	COMMON SHS	748203106	7607	413225	DEFINED
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	14605	176331	DEFINED
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	19379	233963	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

QUEST SOFTWARE INC	COMMON SHS	74834T103	6477	396120	DEFINED
QUEST SOFTWARE INC	COMMON SHS	74834T103	49776	3044400	DEFINED
QUESTAR CORP	COMMON SHS	748356102	748	20533	DEFINED
QUICKSILVER RES INC	COMMON SHS	74837R104	9093	234600	DEFINED
QUICKSILVER RES INC	COMMON SHS	74837R104	62	1600	DEFINED
QUICKSILVER INC	COMMON SHS	74838C106	30677	1404000	DEFINED
QUINENCO SA	AMER DEP RECPT	748718103	947	103803	DEFINED
QWEST COMMUNICATIONS INTERNATIONAL INC	COMMON SHS	749121109	33	7731	DEFINED
QWEST COMMUNICATIONS INTERNATIONAL INC	COMMON SHS	749121109	2729	633221	DEFINED
RAIT INVESTMENT TRUST	REAL EST INV TR	749227104	216	7300	DEFINED
R.H. DONNELLEY CORP	COMMON SHS	74955W307	29	620	DEFINED
R.H. DONNELLEY CORP	COMMON SHS	74955W307	234	5012	DEFINED
RLI CORPORATION	COMMON SHS	749607107	60495	1567236	DEFINED
RLI CORPORATION	COMMON SHS	749607107	232	6000	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	14362	868300	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	14799	894723	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	19013	1011850	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	56456	3004600	DEFINED
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	8990	567900	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	31950	750000	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	3067	72000	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	324	7600	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	73504	1725448	DEFINED
RADIO ONE INC	COMMON SHS	75040P108	35	1900	DEFINED
RADIO ONE INC	COMMON SHS	75040P108	1347	72500	DEFINED
RADIO ONE INC	COMMON SHS	75040P405	15610	843800	DEFINED
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	865	30659	DEFINED
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	16937	600600	DEFINED
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	9801	498800	DEFINED
RANDGOLD & EXPLORATION CO LTD	AMER DEP RECPT	753009307	3178	278020	DEFINED
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	7395	266500	DEFINED
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	50	1800	DEFINED
RAYTHEON CO	COMMON SHS	755111507	43	1370	DEFINED
RAYTHEON CO	COMMON SHS	755111507	86306	2753851	DEFINED
RAYTHEON CO	COMMON SHS	755111507	5081	162120	DEFINED
RAYTHEON CO	COMMON SHS	755111507	3016	96231	DEFINED
RAYTHEON CO	COMMON SHS	755111507	866	27622	DEFINED
RAYTHEON CO	COMMON SHS	755111507	18804	600000	DEFINED
RAYTHEON CO	COMMON SHS	755111507	3207	102338	DEFINED
RAYTHEON CO	COMMON SHS	755111507	26433	843440	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	739	26273	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	56	2000	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	8684	308600	DEFINED
RECKSON ASSOCIATES REALTY CORP	CONVERT PREF	75621K205	54555	2049000	DEFINED
RED HAT INC	COMMON SHS	756577102	226	9900	DEFINED
RED HAT INC	COMMON SHS	756577102	33449	1463196	DEFINED
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	284	10000	DEFINED
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	2547	89700	DEFINED
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	70	1700	DEFINED
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	25264	610988	DEFINED
REED ELSEVIER NV	AMER DEP RECPT	758204101	15505	585095	DEFINED
REED ELSEVIER NV	AMER DEP RECPT	758204101	8	300	DEFINED
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	681	31000	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	1203	25746	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	26636	570000	DEFINED
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	969	85400	DEFINED
REGIS CORP	COMMON SHS	758932107	8368	188300	DEFINED
REGIS CORP	COMMON SHS	758932107	22016	495400	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

REGIONS FINANCIAL CORP	COMMON SHS	758940100	613	16780	DEFINED
REHABCARE GROUP INC	COMMON SHS	759148109	7522	378348	DEFINED
REHABCARE GROUP INC	COMMON SHS	759148109	12453	626400	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	56750	1614500	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	13424	381912	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	17257	490950	DEFINED
RENT-A-CENTER INC	COMMON SHS	76009N100	9872	299250	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	18889	907680	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	19117	918636	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	147	7050	DEFINED
REPUBLIC SERVICES INC	COMMON SHS	760759100	169479	6260750	DEFINED
REPUBLIC SERVICES INC	COMMON SHS	760759100	211	7800	DEFINED
RESEARCH IN MOTION LTD	COMMON SHS	760975102	53439	572700	DEFINED
RESMED INC	COMMON SHS	761152107	15652	346350	DEFINED
RESMED INC	COMMON SHS	761152107	104	2300	DEFINED
RESOURCES CONNECTION INC	COMMON SHS	76122Q105	31619	716669	DEFINED
RETEK INC	COMMON SHS	76128Q109	16032	2120600	DEFINED
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	1465	34195	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	91886	3234300	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1174	41341	DEFINED
R J REYNOLDS TOBACCO HOLDINGS INC	COMMON SHS	76182K105	270278	4467400	DEFINED
R J REYNOLDS TOBACCO HOLDINGS INC	COMMON SHS	76182K105	2	30	DEFINED
R J REYNOLDS TOBACCO HOLDINGS INC	COMMON SHS	76182K105	3025	50000	DEFINED
RIO TINTO PLC	AMER DEP RECPT	767204100	297	2950	DEFINED
RIO TINTO PLC	AMER DEP RECPT	767204100	774	7700	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	55	2320	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	7086	300000	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	1904	80600	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	96256	4075195	DEFINED
ROCKFORD CORP	COMMON SHS	77316P101	546	80100	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	3289	94875	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	3467	100000	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	30	875	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	40887	1179309	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	3161	100000	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	21	675	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	73053	2311062	DEFINED
ROHM & HAAS CO	COMMON SHS	775371107	2153	54033	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	108432	2247300	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	150	3100	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	145	3000	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	10557	218800	DEFINED
ROSS STORES INC	COMMON SHS	778296103	25	820	DEFINED
ROSS STORES INC	COMMON SHS	778296103	21	670	DEFINED
ROSS STORES INC	COMMON SHS	778296103	5472	178750	DEFINED
ROSS STORES INC	COMMON SHS	778296103	171131	5590687	DEFINED
ROSTELECOM	AMER DEP RECPT	778529107	3821	256460	DEFINED
ROTO-ROOTER INC	COMMON SHS	778787101	5613	111037	DEFINED
ROTO-ROOTER INC	COMMON SHS	778787101	1293	25575	DEFINED
ROUSE CO	REAL EST INV TR	779273101	2902	54135	DEFINED
ROUSE CO	REAL EST INV TR	779273101	753	14048	DEFINED
ROUSE CO	REAL EST INV TR	779273101	68485	1277700	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	5985	283800	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	55	2600	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	39995	1896406	DEFINED
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	913	14600	DEFINED
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	193483	3093259	DEFINED
ROYAL BANK OF CANADA	COMMON SHS	780087102	206	4320	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	8779	184500	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	2872	60360	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	14978	314800	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	401	8430	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	13322	280000	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	48267	1014448	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	273476	5747700	DEFINED
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	199	25200	DEFINED
RUSSELL METALS INC	ORDINARY SHS	781903604	1354	150600	DEFINED
RUSSELL METALS INC	ORDINARY SHS	781903604	6674	742388	DEFINED
RUSS BERRIE & CO INC	COMMON SHS	782233100	65041	1858300	DEFINED
RUSSELL CORP	COMMON SHS	782352108	9972	546100	DEFINED
RYDER SYSTEMS INC	COMMON SHS	783549108	17372	448531	DEFINED
RYDER SYSTEMS INC	COMMON SHS	783549108	8	200	DEFINED
RYLAND GROUP INC	COMMON SHS	783764103	4388	49400	DEFINED
S & K FAMOUS BRANDS INC	COMMON SHS	783774102	4619	260000	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	21195	863712	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	197979	8067590	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	17049	694740	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	2130	86779	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	239	9739	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9369	381781	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	33791	1376993	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	211708	8627049	DEFINED
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	103084	107100000	DEFINED
SCBT FINANCIAL CORP	COMMON SHS	78401V102	205	6500	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	9870	463400	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	260564	12233030	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	62389	2929042	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	11121	522099	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	22459	1054420	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	139	6510	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1971	92520	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	1568	32875	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	1159	24304	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	46207	968700	DEFINED
SLM CORP	COMMON SHS	78442P106	3326	79466	DEFINED
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	3705	32740	DEFINED
SPSS INC	COMMON SHS	78462K102	2581	141037	DEFINED
SR TELECOM INC	ORDINARY SHS	78464P208	357	46001	DEFINED
SR TELECOM INC	ORDINARY SHS	78464P208	1603	206569	DEFINED
SABRE HOLDINGS CORP	COMMON SHS	785905100	19848	800000	DEFINED
SABRE HOLDINGS CORP	COMMON SHS	785905100	5	208	DEFINED
SABRE HOLDINGS CORP	COMMON SHS	785905100	1	36	DEFINED
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	1805	95000	DEFINED
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	13826	727680	DEFINED
SAFeway INC	COMMON SHS	786514208	29067	1412375	DEFINED
SAFeway INC	COMMON SHS	786514208	11	550	DEFINED
SAFeway INC	COMMON SHS	786514208	495	24045	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	57605	1415700	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	60335	1482803	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	1429	35126	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	41	1000	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	36622	900015	DEFINED
ST JUDE MEDICAL INC	COMMON SHS	790849103	1926	26713	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ST JUDE MEDICAL INC	COMMON SHS	790849103	786	10895	DEFINED
ST PAUL COMPANIES INC	COMMON SHS	792860108	34089	852000	DEFINED
ST PAUL COMPANIES INC	COMMON SHS	792860108	5492	137257	DEFINED
ST PAUL COMPANIES INC	COMMON SHS	792860108	9488	237137	DEFINED
ST PAUL COMPANIES INC	COMMON SHS	792860108	27351	683600	DEFINED
ST PAUL COMPANIES INC	CONVERT PREF	792860306	2889	39055	DEFINED
SAKS INC	COMMON SHS	79377W108	26548	1508400	DEFINED
SALISBURY BANCORP INC	COMMON SHS	795226109	358	9310	DEFINED
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	1161	40000	DEFINED
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	17058	587815	DEFINED
SAN PAOLO-IMI SPA	AMER DEP RECPT	799175104	4746	206964	DEFINED
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	218	18215	DEFINED
SANDISK CORP	COMMON SHS	80004C101	11	400	DEFINED
SANDISK CORP	COMMON SHS	80004C101	811	28602	DEFINED
SAP AG	AMER DEP RECPT	803054204	888	22592	DEFINED
SAP AG	AMER DEP RECPT	803054204	369	9380	DEFINED
SAP AG	AMER DEP RECPT	803054204	11951	304020	DEFINED
SAP AG	AMER DEP RECPT	803054204	3125	79500	DEFINED
SARA LEE CORP	COMMON SHS	803111103	24	1090	DEFINED
SARA LEE CORP	COMMON SHS	803111103	737	33700	DEFINED
SARA LEE CORP	COMMON SHS	803111103	4416	202000	DEFINED
SARA LEE CORP	COMMON SHS	803111103	5514	252258	DEFINED
SARA LEE CORP	COMMON SHS	803111103	1811	82857	DEFINED
SARA LEE CORP	COMMON SHS	803111103	4032	184432	DEFINED
SARA LEE CORP	COMMON SHS	803111103	28201	1290056	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	14135	688853	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	34054	1659548	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3069	149570	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	122	5954	DEFINED
SAXON CAPITAL INC	COMMON SHS	80556P302	76428	2690185	DEFINED
SCANA CORP	COMMON SHS	80589M102	752	21272	DEFINED
SCANA CORP	COMMON SHS	80589M102	446	12621	DEFINED
HENRY SCHEIN INC	COMMON SHS	806407102	214	3000	DEFINED
HENRY SCHEIN INC	COMMON SHS	806407102	1700	23800	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	948	58416	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	29196	1800000	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	3	197	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	4902	302217	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	38	600	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	25540	400000	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	1	10	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	35588	557365	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	9616	150600	DEFINED
SCHOLASTIC CORP	COMMON SHS	807066105	4289	157400	DEFINED
SCHOLASTIC CORP	COMMON SHS	807066105	300	11016	DEFINED
CHARLES SCHWAB CORP	COMMON SHS	808513105	744	64119	DEFINED
CHARLES SCHWAB CORP	COMMON SHS	808513105	13984	1204440	DEFINED
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	825	44056	DEFINED
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	10260	548100	DEFINED
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	58	3100	DEFINED
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1642	57899	DEFINED
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	163	5756	DEFINED
SCOTTS CO	COMMON SHS	810186106	8748	136365	DEFINED
SCOTTS CO	COMMON SHS	810186106	77	1200	DEFINED
EW SCRIPPS CO	COMMON SHS	811054204	245652	2429552	DEFINED
SCUDDER HIGH INCOME TR	CLOSE END MUT F	811153105	209	30000	DEFINED
SEALED AIR CORP	COMMON SHS	81211K100	211	4250	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SEALED AIR CORP	COMMON SHS	81211K100	2	45	DEFINED
SEARS ROEBUCK & CO	COMMON SHS	812387108	1280	29786	DEFINED
SEATTLE GENETICS INC	COMMON SHS	812578102	846	100000	DEFINED
SEATTLE GENETICS INC	COMMON SHS	812578102	4230	500000	DEFINED
AMEX INDUSTRIAL SELECT SPDR FUND	CLOSE END MUT F	81369Y704	434	16450	DEFINED
SECURE COMPUTING CORP	COMMON SHS	813705100	11185	684100	DEFINED
SECURE COMPUTING CORP	COMMON SHS	813705100	80	4900	DEFINED
SELECT MEDICAL CORP	COMMON SHS	816196109	3725	223058	DEFINED
SELECT MEDICAL CORP	COMMON SHS	816196109	20117	1204627	DEFINED
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	22796	650000	DEFINED
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	20	559	DEFINED
SEMTECH CORP	COMMON SHS	816850101	24138	1057291	DEFINED
SEMTECH CORP	COMMON SHS	816850101	14098	617500	DEFINED
SEMTECH CORP	COMMON SHS	816850101	158057	6923200	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	1	21	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	237	7465	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	177031	5567000	DEFINED
SEMPRA ENERGY	CONVERT PREF	816851208	57740	2000000	DEFINED
SENECA FOODS CORP	COMMON SHS	817070105	2330	121500	DEFINED
SENECA FOODS CORP	COMMON SHS	817070501	4802	256600	DEFINED
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	3496	179300	DEFINED
SERENA SOFTWARE INC	COMMON SHS	817492101	11488	564500	DEFINED
SEROLOGICALS CORP	COMMON SHS	817523103	6275	307600	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	2	311	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	706	94500	DEFINED
SERVICEMASTER CO	COMMON SHS	81760N109	483	40187	DEFINED
SHAW GROUP INC	COMMON SHS	820280105	18451	1702100	DEFINED
SHAW GROUP INC	COMMON SHS	820280105	2779	256400	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	124616	3122430	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	16942	424501	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	4758	119214	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	5236	131200	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	351	8789	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	29226	732300	DEFINED
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	2	50	DEFINED
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	374	9733	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	253	8590	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	20347	691385	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	15	500	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	7	250	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	30153	1024573	DEFINED
SHUFFLE MASTER INC	COMMON SHS	825549108	14152	304400	DEFINED
SHUFFLE MASTER INC	COMMON SHS	825549108	102	2200	DEFINED
SIEBEL SYSTEMS INC	COMMON SHS	826170102	186	16200	DEFINED
SIEMENS AG	AMER DEP RECPT	826197501	998	13472	DEFINED
SIEMENS AG	AMER DEP RECPT	826197501	815	11000	DEFINED
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	13760	378033	DEFINED
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	48521	1333000	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	38014	5137000	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	3	432	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	12803	1730109	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	11068	200000	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	1945	35150	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	6918	125000	DEFINED
SIGMATEL INC	COMMON SHS	82661W107	11	500	DEFINED
SIGMATEL INC	COMMON SHS	82661W107	17693	788100	DEFINED
SILICON LABORATORIES INC	COMMON SHS	826919102	148	2800	DEFINED
SILICON LABORATORIES INC	COMMON SHS	826919102	22231	420400	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SILICON VALLEY BANCSHARES	COMMON SHS	827064106	7756	239100	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	4071	69660	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	13297	227535	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	89959	1539346	DEFINED
SINCLAIR BROADCAST GROUP INC	COMMON SHS	829226109	16397	1311738	DEFINED
SIRIUS SATELLITE RADIO INC	CONVERTIBLE BD	82966UAA1	1306	500000	DEFINED
SKYWEST INC	COMMON SHS	830879102	10243	532400	DEFINED
SKYWEST INC	COMMON SHS	830879102	15	800	DEFINED
SKYWEST INC	COMMON SHS	830879102	16389	851800	DEFINED
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1178	23313	DEFINED
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1425	28200	DEFINED
SMITH INTERNATIONAL INC	COMMON SHS	832110100	300	5600	DEFINED
SMITH INTERNATIONAL INC	COMMON SHS	832110100	23843	445575	DEFINED
SMITHWAY MOTOR XPRESS CORP	COMMON SHS	832653109	1383	443187	DEFINED
SMUCKER J M CO (THE)	COMMON SHS	832696405	1	14	DEFINED
SMUCKER J M CO (THE)	COMMON SHS	832696405	2596	49189	DEFINED
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	9	500	DEFINED
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	765	43500	DEFINED
SOCIEDAD QUIMICA Y MINERA DE CHILE SA	DEP RCPT PFD	833635105	229	5600	DEFINED
SOCIEDAD QUIMICA Y MINERA DE CHILE SA	DEP RCPT PFD	833635105	3538	86400	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	33	5950	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	525	94864	DEFINED
SOLUTIA INC	COMMON SHS	834376105	579	1484900	DEFINED
SONOCO PRODUCTS CO	COMMON SHS	835495102	10198	420000	DEFINED
SONY CORP	AMER DEP RECPT	835699307	25605	612425	DEFINED
SONY CORP	AMER DEP RECPT	835699307	15783	377496	DEFINED
SONY CORP	AMER DEP RECPT	835699307	63	1500	DEFINED
SONY CORP	AMER DEP RECPT	835699307	41	975	DEFINED
SONY CORP	AMER DEP RECPT	835699307	15807	378075	DEFINED
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	394	9637	DEFINED
SOUTHERN CO	COMMON SHS	842587107	2007	65815	DEFINED
SOUTHERN CO	COMMON SHS	842587107	292864	9602100	DEFINED
SOUTHTRUST CORP	COMMON SHS	844730101	3883	117100	DEFINED
SOUTHTRUST CORP	COMMON SHS	844730101	410	12350	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	61	4310	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	926	65200	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	6226	438128	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	33072	2327400	DEFINED
SOVEREIGN BANCORP INC	COMMON SHS	845905108	245923	11481020	DEFINED
SOVEREIGN BANCORP INC	COMMON SHS	845905108	21	1000	DEFINED
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	464	11100	DEFINED
SPARTAN CORP	COMMON SHS	847235108	1366	160650	DEFINED
SPECTRASITE INC	COMMON SHS	84761M104	66003	1779054	DEFINED
SPECTRASITE INC	COMMON SHS	84761M104	11759	316948	DEFINED
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	7285	202823	DEFINED
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	38722	1078000	DEFINED
SPIRENT PLC	AMER DEP RECPT	84856M209	5328	959931	DEFINED
SPIRENT PLC	AMER DEP RECPT	84856M209	418	75400	DEFINED
SPORTS AUTHORITY INC	COMMON SHS	84917U109	650	16214	DEFINED
SPORTS AUTHORITY INC	COMMON SHS	84917U109	10445	260600	DEFINED
SPORTS AUTHORITY INC	COMMON SHS	84917U109	72	1800	DEFINED
SPRINT CORP	COMMON SHS	852061100	3	144	DEFINED
SPRINT CORP	COMMON SHS	852061100	2275	123447	DEFINED
SPRINT CORP	COMMON SHS	852061100	3050	165496	DEFINED
SPRINT CORP (PCS GROUP)	COMMON SHS	852061506	268	29138	DEFINED
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	45042	690300	DEFINED
STANDARD COMMERCIAL CORP	COMMON SHS	853258101	9785	527500	DEFINED
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	10035	376700	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

STANLEY WORKS	COMMON SHS	854616109	3214	75306	DEFINED
STANLEY WORKS	COMMON SHS	854616109	368	8630	DEFINED
STANLEY WORKS	COMMON SHS	854616109	7512	176000	DEFINED
STAPLES INC	COMMON SHS	855030102	9081	357645	DEFINED
STARBUCKS CORP	COMMON SHS	855244109	2134	56542	DEFINED
STARBUCKS CORP	COMMON SHS	855244109	1152	30517	DEFINED
STARWOOD HOTELS & RESORTS WORLDWIDE IN	COMMON SHS	85590A203	1523	37594	DEFINED
STARWOOD HOTELS & RESORTS WORLDWIDE IN	COMMON SHS	85590A203	57	1400	DEFINED
STARWOOD HOTELS & RESORTS WORLDWIDE IN	COMMON SHS	85590A203	24470	604200	DEFINED
STATE STREET CORP	COMMON SHS	857477103	17964	344600	DEFINED
STATE STREET CORP	COMMON SHS	857477103	73	1400	DEFINED
STATE STREET CORP	COMMON SHS	857477103	28295	542783	DEFINED
STATE STREET CORP	CONVERT PREF	857477202	4602	18630	DEFINED
STATION CASINOS INC	COMMON SHS	857689103	14064	318400	DEFINED
STERIS CORP	COMMON SHS	859152100	11040	427900	DEFINED
STERIS CORP	COMMON SHS	859152100	11971	463985	DEFINED
STERIS CORP	COMMON SHS	859152100	315	12200	DEFINED
STERIS CORP	COMMON SHS	859152100	42531	1648500	DEFINED
STERLING FINANCIAL CORP	COMMON SHS	859319105	371	10045	DEFINED
STEWART & STEVENSON SERVICES INC	COMMON SHS	860342104	2806	191900	DEFINED
STILLWATER MINING CO	COMMON SHS	86074Q102	3976	253246	DEFINED
STMICROELECTRONICS NV	NEW YORK SHARES	861012102	0	2	DEFINED
STMICROELECTRONICS NV	NEW YORK SHARES	861012102	624	26450	DEFINED
STORA ENSO OYJ	AMER DEP RECPT	86210M106	14598	1153972	DEFINED
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	8	300	DEFINED
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	2644	95000	DEFINED
STRYKER CORP	COMMON SHS	863667101	18396	207794	DEFINED
STRYKER CORP	COMMON SHS	863667101	12394	140000	DEFINED
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	543	16040	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	657	31960	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	17063	829490	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	21	1000	DEFINED
SUN COMMUNITIES INC	REAL EST INV TR	866674104	13	300	DEFINED
SUN COMMUNITIES INC	REAL EST INV TR	866674104	5999	140100	DEFINED
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	1881	53440	DEFINED
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	109320	3105684	DEFINED
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	154	5720	DEFINED
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6656	1600000	DEFINED
SUN MICROSYSTEMS INC	COMMON SHS	866810104	2703	649860	DEFINED
SUN HEALTHCARE GROUP INC	COMMON SHS	866933104	0	20000	DEFINED
SUNCOR ENERGY INC	COMMON SHS	867229106	336	12300	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	13700	500000	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	2946	107525	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	16	600	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	2	85	DEFINED
SUNOCO INC	COMMON SHS	86764P109	233	3735	DEFINED
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	180	150000	DEFINED
SUNTRUST BANKS INC	COMMON SHS	867914103	4150	59529	DEFINED
SUPERGEN INC	COMMON SHS	868059106	640	50000	DEFINED
SUPERGEN INC	COMMON SHS	868059106	6108	477200	DEFINED
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	11474	1138264	DEFINED
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	25073	2487355	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	72836	2055200	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	163	4600	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	525	14800	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	49201	1388300	DEFINED
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	7582	462300	DEFINED
SWIFT ENERGY CO	COMMON SHS	870738101	6603	350285	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SWIFT ENERGY CO	COMMON SHS	870738101	11135	590700	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	69694	1505276	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	44261	955960	DEFINED
SYMANTEC CORP	CONVERTIBLE BD	871503AB4	5450	2000000	DEFINED
SYMBOL TECHNOLOGIES INC	COMMON SHS	871508107	157	11350	DEFINED
SYMBOL TECHNOLOGIES INC	COMMON SHS	871508107	2	167	DEFINED
SYMS CORP	COMMON SHS	871551107	11426	1430000	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	31200	1077360	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	43020	1485488	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	12439	429520	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	1722	59452	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	7887	272334	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	35871	1238625	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	111208	3840040	DEFINED
SYSCO CORP	COMMON SHS	871829107	14817	379447	DEFINED
SYSCO CORP	COMMON SHS	871829107	3535	90523	DEFINED
TCF FINANCIAL CORP	COMMON SHS	872275102	449	8800	DEFINED
TDK CORP	AMER DEP RECPT	872351408	265	3500	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	37	2500	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	123523	8443110	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	288	19700	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	722	49370	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	417	28500	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	138254	9450000	DEFINED
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	277	6600	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	933	38000	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	7401	301350	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	506	20620	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	5301	215842	DEFINED
TTM TECHNOLOGIES INC	COMMON SHS	87305R109	495	40200	DEFINED
TXU CORP	COMMON SHS	873168108	63	2200	DEFINED
TXU CORP	COMMON SHS	873168108	1645	57409	DEFINED
TXU CORP	COMMON SHS	873168108	175660	6129100	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	1696	162463	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	3111	298000	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	72226	6918210	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	1021	97790	DEFINED
TALISMAN ENERGY INC	COMMON SHS	87425E103	14153	240000	DEFINED
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	2889	37400	DEFINED
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	12886	166830	DEFINED
TALISMAN ENERGY INC	COMMON SHS	87425E103	1280	21700	DEFINED
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	3154	240100	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	752	16604	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	1271	28050	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	8851	195300	DEFINED
TANOX INC	COMMON SHS	87588Q109	10978	737300	DEFINED
TARGET CORP	COMMON SHS	87612E106	36659	813915	DEFINED
TARGET CORP	COMMON SHS	87612E106	16004	355330	DEFINED
TARGET CORP	COMMON SHS	87612E106	24092	534905	DEFINED
TARGET CORP	COMMON SHS	87612E106	3583	79561	DEFINED
TARGET CORP	COMMON SHS	87612E106	7817	173555	DEFINED
TARGET CORP	COMMON SHS	87612E106	11186	248366	DEFINED
TARGET CORP	COMMON SHS	87612E106	5421	120356	DEFINED
TAUBMAN CENTERS INC	REAL EST INV TR	876664103	10279	408400	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TAYLOR CAP GROUP INC	COMMON SHS	876851106	3422	148456	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	12399	300000	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	32792	778900	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	8	200	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	23018	703711	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	222	6798	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	251935	7702080	DEFINED
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	260	20012	DEFINED
TELECOM ARGENTINA STET-FRANCE TELECOM	AMER DEP RECPT	879273209	22	2086	DEFINED
TELECOM ARGENTINA STET-FRANCE TELECOM	AMER DEP RECPT	879273209	18105	1700000	DEFINED
TELECOM CORPORATION OF NEW ZEALAND LTD	AMER DEP RECPT	879278208	3661	117090	DEFINED
TELECOM CORPORATION OF NEW ZEALAND LTD	AMER DEP RECPT	879278208	22	700	DEFINED
TELEFLEX INC	COMMON SHS	879369106	42407	861400	DEFINED
TELEFLEX INC	COMMON SHS	879369106	148	3000	DEFINED
TELEFLEX INC	COMMON SHS	879369106	24615	500000	DEFINED
TELEFLEX INC	COMMON SHS	879369106	177	3600	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	3035	66638	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	1129	24787	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	172355	3784687	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	19404	426096	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	92368	2028286	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	1446	31747	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	4159	91323	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	198494	5685883	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	524320	15019189	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	227857	6526989	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	21278	609517	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	85953	2462119	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	1173	33608	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	6081	174183	DEFINED
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	404	5700	DEFINED
TELEMIG CELULAR PARTICIPACOES SA	DEP RCPT PFD	87944E105	419	10710	DEFINED
TELEMIG CELULAR PARTICIPACOES SA	DEP RCPT PFD	87944E105	2013	51478	DEFINED
TELIK INC	COMMON SHS	87959M109	1074	40000	DEFINED
TELIK INC	COMMON SHS	87959M109	268	10000	DEFINED
TELIK INC	COMMON SHS	87959M109	18960	706400	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	25	400	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	78722	1242850	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	8000	126303	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	10533	166300	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	3775	59595	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	1419	22400	DEFINED
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	273	30054	DEFINED
TENARIS SA	AMER DEP RECPT	88031M109	64725	1973918	DEFINED
TENARIS SA	AMER DEP RECPT	88031M109	574	17500	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	518	46393	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	146452	13122977	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	12838	1150400	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	2460	220455	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	6666	597328	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	138	12400	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	7997	716540	DEFINED
TERADYNE INC	COMMON SHS	880770102	1	30	DEFINED
TERADYNE INC	COMMON SHS	880770102	31	1300	DEFINED
TERADYNE INC	COMMON SHS	880770102	5358	224848	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	15761	248562	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	2346	37000	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	875	13800	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	12713	200481	DEFINED
TETRA TECHNOLOGIES INC	COMMON SHS	88162F105	7316	280000	DEFINED
TETRA TECHNOLOGIES INC	COMMON SHS	88162F105	55	2100	DEFINED
TESMA INTERNATIONAL INC	ORDINARY SHS	881908107	23012	734024	DEFINED
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5093	314000	DEFINED
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5455	336300	DEFINED
TEXAS GENCO HOLDINGS	COMMON SHS	882443104	658	18400	DEFINED
TEXAS GENCO HOLDINGS	COMMON SHS	882443104	7	208	DEFINED
TEXAS INDUSTRIES INC	COMMON SHS	882491103	28920	800000	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	15048	515000	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	30628	1048196	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	71	2436	DEFINED
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	5346	125630	DEFINED
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	24079	565888	DEFINED
TEXTRON INC	COMMON SHS	883203101	27904	525000	DEFINED
TEXTRON INC	COMMON SHS	883203101	231	4340	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	38	1360	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	297	10500	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	413	14590	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	172341	6094101	DEFINED
THERMOGENESIS CORP	COMMON SHS	883623209	1094	276900	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	32403	1485000	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	774	35480	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	10910	500000	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	6339	290530	DEFINED
THOMAS INDUSTRIES INC	COMMON SHS	884425109	4797	152300	DEFINED
THOMSON CORP	ORDINARY SHS	884903105	8212	202505	DEFINED
THOMSON CORP	COMMON SHS	884903105	3352	84000	DEFINED
THOMSON CORP	COMMON SHS	884903105	1191	38597	DEFINED
THORATEC CORP	COMMON SHS	885175307	5687	455300	DEFINED
THORNBURG MORTGAGE INC	COMMON SHS	885218107	1580	50800	DEFINED
3COM CORP	COMMON SHS	885535104	92	13000	DEFINED
3COM CORP	COMMON SHS	885535104	1589	225000	DEFINED
3M CO	COMMON SHS	88579Y101	2651	32382	DEFINED
3M CO	COMMON SHS	88579Y101	23	285	DEFINED
3M CO	COMMON SHS	88579Y101	65496	800000	DEFINED
3M CO	COMMON SHS	88579Y101	3683	44986	DEFINED
3M CO	COMMON SHS	88579Y101	48951	597912	DEFINED
3M CO	COMMON SHS	88579Y101	326	3981	DEFINED
TIDEWATER INC	COMMON SHS	886423102	7612	270600	DEFINED
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	8187	765900	DEFINED
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	60	5600	DEFINED
TIFFANY & CO	COMMON SHS	886547108	1401	36701	DEFINED
TIFFANY & CO	COMMON SHS	886547108	43112	1129478	DEFINED
TIFFANY & CO	COMMON SHS	886547108	50297	1317710	DEFINED
TIMBERLAND COMPANY	COMMON SHS	887100105	12978	218300	DEFINED
TIME WARNER INC	COMMON SHS	887317105	3881	230194	DEFINED
TIME WARNER INC	COMMON SHS	887317105	146726	8702600	DEFINED
TIME WARNER INC	COMMON SHS	887317105	6641	393900	DEFINED
TIME WARNER INC	COMMON SHS	887317105	22761	1350000	DEFINED
TIME WARNER INC	COMMON SHS	887317105	1	80	DEFINED
TIME WARNER INC	COMMON SHS	887317105	11944	708405	DEFINED
TIME WARNER INC	COMMON SHS	887317105	4725	280240	DEFINED
TIME WARNER TELECOM INC	COMMON SHS	887319101	1384	212000	DEFINED
TIMKEN CO	COMMON SHS	887389104	34055	1466000	DEFINED
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	2510	500000	DEFINED
TOLL BROTHERS INC	COMMON SHS	889478103	4529	99695	DEFINED
TOO INC	COMMON SHS	890333107	14864	709500	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	798	21834	DEFINED
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	2011	55000	DEFINED
TORCHMARK CORP	COMMON SHS	891027104	1246	23160	DEFINED
TORCHMARK CORP	COMMON SHS	891027104	878	16328	DEFINED
TORO CO	COMMON SHS	891092108	25569	412400	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	182	3942	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	2074	44944	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	22396	485286	DEFINED
TORONTO DOMINION BANK	COMMON SHS	891160509	234	6666	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	20085	218318	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	7967	86600	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	5037	54752	DEFINED
TOUCH AMERICA HOLDINGS, INC.	COMMON SHS	891539108	0	28000	DEFINED
TOWER AUTOMOTIVE INC	COMMON SHS	891707101	1321	262200	DEFINED
TOWN & COUNTRY TRUST	REAL EST INV TR	892081100	881	32400	DEFINED
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	2362	31700	DEFINED
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	15	200	DEFINED
TOYS R US INC	COMMON SHS	892335100	707	42068	DEFINED
TOYS R US INC	COMMON SHS	892335100	95631	5692341	DEFINED
TOYS R US INC	COMMON SHS	892335100	7855	467580	DEFINED
TOYS R US INC	COMMON SHS	892335100	7	445	DEFINED
TOYS R US INC	COMMON SHS	892335100	47292	2815000	DEFINED
TOYS R US INC	COMMON SHS	892335100	1732	103120	DEFINED
TOYS R US INC	COMMON SHS	892335100	1265	75321	DEFINED
TPG NV	AMER DEP RECPT	892339102	12937	610537	DEFINED
TRACTOR SUPPLY CO	COMMON SHS	892356106	74	1900	DEFINED
TRACTOR SUPPLY CO	COMMON SHS	892356106	14330	370100	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	469	70066	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	6888	1028000	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	47	7000	DEFINED
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	5566	63827	DEFINED
TRANSCANADA CORP	COMMON SHS	89353D107	3036	141200	DEFINED
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	38	11650	DEFINED
TRANSMETA CORP	COMMON SHS	89376R109	19034	4806600	DEFINED
TRANSPRO INC	COMMON SHS	893885103	1421	284200	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	COMMON SHS	89420G109	228856	13344387	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	COMMON SHS	89420G109	0	6	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	COMMON SHS	89420G109	774	45110	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	557	22800	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	30665	1254200	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	COMMON SHS	89420G406	287	16599	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	COMMON SHS	89420G406	0	13	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	COMMON SHS	89420G406	403	23348	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	47	3200	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	4705	321600	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	780	53300	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	7081	229764	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	17592	570800	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	3376	109533	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	37	1200	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	14569	472700	DEFINED
TRIBUNE CO	COMMON SHS	896047107	8134	161256	DEFINED
TRIBUNE CO	COMMON SHS	896047107	4625	91700	DEFINED
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	48	2100	DEFINED
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	50326	2194750	DEFINED
TRIMERIS INC	COMMON SHS	896263100	21640	1467135	DEFINED
TRINITY INDUSTRIES INC	COMMON SHS	896522109	50232	1806900	DEFINED
TRINITY INDUSTRIES INC	COMMON SHS	896522109	103	3698	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	600	34975	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	9	500	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	27332	1593700	DEFINED
TRIZEC HAHN CORP	CONVERTIBLE BD	896938AB3	8069	9900000	DEFINED
TRIPATH IMAGING INC	COMMON SHS	896942109	314	34310	DEFINED
TRUSTCO BANK CORP NY	COMMON SHS	898349105	13550	1006709	DEFINED
TRUSTCO BANK CORP NY	COMMON SHS	898349105	175	12985	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	16894	490239	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	34	1000	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	163695	4750295	DEFINED
TULARIK INC	COMMON SHS	899165104	43	1758	DEFINED
TULARIK INC	COMMON SHS	899165104	16498	672000	DEFINED
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	451	64370	DEFINED
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	38	5400	DEFINED
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	8720	1243900	DEFINED
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	730	500000	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	7171	250298	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	591	20630	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	3344	116735	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	44409	1550052	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	21292	743161	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	5877	205126	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	2884	100649	DEFINED
UCBH HOLDINGS INC	COMMON SHS	90262T308	7916	197700	DEFINED
UCBH HOLDINGS INC	COMMON SHS	90262T308	43487	1086100	DEFINED
UMB FINANCIAL CORP	COMMON SHS	902788108	4735	93400	DEFINED
UMB FINANCIAL CORP	COMMON SHS	902788108	142	2797	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	546	29142	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	525	28006	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	17048	909700	DEFINED
US BANCORP	COMMON SHS	902973304	7361	266217	DEFINED
US BANCORP	COMMON SHS	902973304	68120	2463652	DEFINED
US BANCORP	COMMON SHS	902973304	5373	194321	DEFINED
US BANCORP	COMMON SHS	902973304	7018	253810	DEFINED
US BANCORP	COMMON SHS	902973304	7244	261986	DEFINED
US BANCORP	COMMON SHS	902973304	25650	927677	DEFINED
URS CORP	COMMON SHS	903236107	3626	126000	DEFINED
URS CORP	COMMON SHS	903236107	14	500	DEFINED
UBIQUITEL INC	COMMON SHS	903474302	35	10000	DEFINED
ULTRAPAR PARTICIPACOES SA	AMER DEP RECPT	90400P101	1736	146490	DEFINED
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	16551	819750	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	71356	2916060	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	969	39600	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	37	1500	DEFINED
UNILEVER PLC	AMER DEP RECPT	904767704	1040	25812	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	176	2540	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	11631	167503	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	149	2142	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	403	5799	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	1685	24264	DEFINED
UNION ACCEPTANCE CORP	COMMON SHS	904832102	336	4794594	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	17946	300000	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	16903	282560	DEFINED
UNIONBANCAL CORP	COMMON SHS	908906100	45202	862800	DEFINED
UNIONBANCAL CORP	COMMON SHS	908906100	26	500	DEFINED
UNISOURCE ENERGY CORP	COMMON SHS	909205106	2302	93700	DEFINED
UNISYS CORP	COMMON SHS	909214108	1897	132811	DEFINED
UNISYS CORP	COMMON SHS	909214108	1	78	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	118	3700	DEFINED
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	15135	476102	DEFINED
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	263	13417	DEFINED
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	2054	104700	DEFINED
UNITED FIRE & CASUALTY CO	COMMON SHS	910331107	3283	77675	DEFINED
UNITED FIRE & CASUALTY CO	CONVERT PREF	910331305	3899	130000	DEFINED
UNITED MICROELECTRONICS CORP	AMER DEP RECPT	910873207	366	70403	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	855	17770	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	14646	304560	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	10604	220500	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	502	30136	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	10769	646400	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	78	4700	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	709	10155	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	90359	1293793	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	12894	184616	DEFINED
UNITED RETAIL GROUP INC	COMMON SHS	911380103	2166	678900	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	86224	2313500	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	354	9492	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	636	17063	DEFINED
UNITED STATES STEEL CORP	CONVERT PREF	912909207	620	5000	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	605	17819	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	14347	422722	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	5115	150700	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	36	420	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	36298	420600	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	101	1176	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	34520	400000	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	12508	144935	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	41940	485974	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	50671	587144	DEFINED
UNITED THERAPEUTICS CORP	COMMON SHS	91307C102	7280	305504	DEFINED
UNITED THERAPEUTICS CORP	COMMON SHS	91307C102	39234	1646400	DEFINED
UNITEDGLOBALCOM INC	COMMON SHS	913247508	307	36194	DEFINED
UNITEDGLOBALCOM INC	COMMON SHS	913247508	2608	307200	DEFINED
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	39561	613917	DEFINED
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	22193	344397	DEFINED
UNITRIN INC	COMMON SHS	913275103	12504	291462	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	7291	221600	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	56	1700	DEFINED
UNIVERSAL CORP	COMMON SHS	913456109	10337	203400	DEFINED
UNIVERSAL HEALTH REALTY INCOME TRUST	REAL EST INV TR	91359E105	502	14900	DEFINED
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	198	4300	DEFINED
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	58027	1259541	DEFINED
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	6100	10000000	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	27	830	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	989	29971	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	145533	4408763	DEFINED
UNOCAL CORP	COMMON SHS	915289102	830	22254	DEFINED
UNOCAL CORP	COMMON SHS	915289102	1282	34386	DEFINED
UNOVA INC	COMMON SHS	91529B106	11825	547214	DEFINED
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2	150	DEFINED
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2136	145975	DEFINED
UNUMPROVIDENT CORP	CONVERT PREF	91529Y403	4735	150000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UPM-KYMMENE CORP	AMER DEP RECPT	915436109	17784	962348	DEFINED
VCA ANTECH INC	COMMON SHS	918194101	53	1500	DEFINED
VCA ANTECH INC	COMMON SHS	918194101	72243	2027600	DEFINED
V F CORP	COMMON SHS	918204108	23350	500000	DEFINED
V F CORP	COMMON SHS	918204108	577	12350	DEFINED
VAIL RESORTS INC	COMMON SHS	91879Q109	19936	1265000	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	14	600	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	711	29800	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	134580	5638053	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	11886	497930	DEFINED
VALERO ENERGY CORP	COMMON SHS	91913Y100	421	7015	DEFINED
VALSPAR CORP	COMMON SHS	920355104	19	390	DEFINED
VALSPAR CORP	COMMON SHS	920355104	17336	352135	DEFINED
VALSPAR CORP	COMMON SHS	920355104	73555	1494109	DEFINED
VALUECLICK INC	COMMON SHS	92046N102	3351	310300	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	3607	200300	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	41244	2290070	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	11285	626572	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	88247	4899881	DEFINED
VARIAN INC	COMMON SHS	922206107	18888	470190	DEFINED
VARIAN INC	COMMON SHS	922206107	142873	3556700	DEFINED
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA	COMMON SHS	922207105	24216	576565	DEFINED
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA	COMMON SHS	922207105	158941	3784300	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	39	450	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	200	2320	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	193050	2236700	DEFINED
VECTREN CORP	COMMON SHS	92240G101	39	1598	DEFINED
VECTREN CORP	COMMON SHS	92240G101	22203	900000	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	938	34119	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	135579	4933730	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	1439	52348	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	7561	275150	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	34523	1256300	DEFINED
VENTANA MEDICAL SYSTEMS INC	COMMON SHS	92276H106	41	1000	DEFINED
VENTANA MEDICAL SYSTEMS INC	COMMON SHS	92276H106	3629	88600	DEFINED
VERITAS SOFTWARE CORP	COMMON SHS	923436109	396	14704	DEFINED
VERITAS SOFTWARE CORP	COMMON SHS	923436109	9445	351000	DEFINED
VERITY INC	COMMON SHS	92343C106	53529	3915800	DEFINED
VERISIGN INC	COMMON SHS	92343E102	8295	500000	DEFINED
VERISIGN INC	COMMON SHS	92343E102	1388	83680	DEFINED
VERISIGN INC	COMMON SHS	92343E102	24045	1449381	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1352	37000	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	5556	152056	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	14659	401187	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	63710	1743582	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	262450	7182546	DEFINED
VERINT SYSTEMS INC	COMMON SHS	92343X100	4125	133500	DEFINED
VIACOM INC	COMMON SHS	925524100	7908	200000	DEFINED
VIACOM INC	COMMON SHS	925524100	6617	167349	DEFINED
VIACOM INC	COMMON SHS	925524100	467	11800	DEFINED
VIACOM INC	COMMON SHS	925524308	2461	62757	DEFINED
VIACOM INC	COMMON SHS	925524308	3921	100000	DEFINED
VIACOM INC	COMMON SHS	925524308	1	25	DEFINED
VIACOM INC	COMMON SHS	925524308	67566	1723178	DEFINED
VIACOM INC	COMMON SHS	925524308	45753	1166866	DEFINED
VIASYS HEALTHCARE INC	COMMON SHS	92553Q209	3600	159156	DEFINED
VIASYS HEALTHCARE INC	COMMON SHS	92553Q209	20	900	DEFINED
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	455	20000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	5920	260200	DEFINED
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	3625	110675	DEFINED
VISHAY INTERTECHNOLOGY INC	COMMON SHS	928298108	27	1281	DEFINED
VISHAY INTERTECHNOLOGY INC	COMMON SHS	928298108	3197	149800	DEFINED
VISTEON CORP	COMMON SHS	92839U107	100	10478	DEFINED
VISTACARE INC	COMMON SHS	92839Y109	8020	296800	DEFINED
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	24443	3447500	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	1313	54921	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	131	5500	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	1	45	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	19590	819655	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	23594	987200	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	1501	45353	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	16951	512117	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	66	2000	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	4644	76791	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	3360	55550	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	92686	1532500	DEFINED
WFS FINANCIAL INC	COMMON SHS	92923B106	6143	141800	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	1210	23771	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	3055	60000	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	528	10375	DEFINED
WABASH NATIONAL CORP	COMMON SHS	929566107	5107	216400	DEFINED
WABASH NATIONAL CORP	COMMON SHS	929566107	38	1600	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	4465	95000	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	5598	119100	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	21793	463673	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	15	309	DEFINED
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	29	1200	DEFINED
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	7322	298600	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	28	470	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	167	2805	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	19265	322745	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	53611	898163	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	141456	2369849	DEFINED
WALGREEN CO	COMMON SHS	931422109	2178	66100	DEFINED
WALGREEN CO	COMMON SHS	931422109	57980	1759642	DEFINED
WALGREEN CO	COMMON SHS	931422109	14	418	DEFINED
WALTER INDUSTRIES INC	COMMON SHS	93317Q105	2263	189505	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	93631	2192250	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6322	148015	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	11284	264197	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	12361	289428	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	47044	1101471	DEFINED
WASHINGTON POST CO	COMMON SHS	939640108	490399	554493	DEFINED
WASHINGTON POST CO	COMMON SHS	939640108	1730	1956	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	192	5912	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	262	8081	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	4390	135300	DEFINED
WASTE CONNECTIONS INC	COMMON SHS	941053100	12329	309767	DEFINED
WASTE CONNECTIONS INC	COMMON SHS	941053100	62968	1582100	DEFINED
WASTE CONNECTIONS INC	CONVERTIBLE BD	941053AB6	4250	4000000	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	22786	755000	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	81478	2699744	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2	54	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	354	11745	DEFINED
WATERS CORP	COMMON SHS	941848103	16	381	DEFINED
WATERS CORP	COMMON SHS	941848103	20420	500000	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WATERS CORP	COMMON SHS	941848103	1274	31200	DEFINED
WATERS CORP	COMMON SHS	941848103	124587	3050600	DEFINED
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	54630	1276700	DEFINED
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	6846	292700	DEFINED
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	37	1600	DEFINED
WAYPOINT FINANCIAL CORP	COMMON SHS	946756103	5330	198730	DEFINED
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	446	15000	DEFINED
WEBSense INC	COMMON SHS	947684106	6932	234100	DEFINED
WEBSense INC	COMMON SHS	947684106	47	1600	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	10580	1125482	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	8706	926200	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	9902	1053400	DEFINED
WEBMD CORP	COMMON SHS	94769M105	140	15748	DEFINED
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	51	1200	DEFINED
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	100976	2388822	DEFINED
WEINGARTEN REALTY INVESTORS	REAL EST INV TR	948741103	474	13688	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	273	2400	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	5701	50132	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	1215	10680	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	3997	35151	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	36	630	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	4642	81914	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	15374	271284	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	49473	872994	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	100994	1782140	DEFINED
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	2381	58505	DEFINED
WESCAST INDUSTRIES INC	ORDINARY SHS	950813105	9194	232770	DEFINED
WEST MARINE INC	COMMON SHS	954235107	13116	411800	DEFINED
WEST MARINE INC	COMMON SHS	954235107	13919	437025	DEFINED
WEST MARINE INC	COMMON SHS	954235107	76	2400	DEFINED
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	62993	1684300	DEFINED
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	22	600	DEFINED
WESTCORP	COMMON SHS	957907108	3	62	DEFINED
WESTCORP	COMMON SHS	957907108	5355	121500	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	36115	3215900	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	4612	410710	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	8594	765260	DEFINED
WESTERN WIRELESS CORP	COMMON SHS	95988E204	7977	341320	DEFINED
WESTERN WIRELESS CORP	COMMON SHS	95988E204	3431	146820	DEFINED
WESTPAC BANKING CORP	AMER DEP RECPT	961214301	300	4487	DEFINED
WESTPORT RESOURCES CORP	COMMON SHS	961418100	9897	299990	DEFINED
WESTPORT RESOURCES CORP	COMMON SHS	961418100	5331	161600	DEFINED
WESTPORT RESOURCES CORP	COMMON SHS	961418100	1461	44300	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	18	270	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	1949	29763	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	1584	24177	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	4	55	DEFINED
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	37269	8319014	DEFINED
WHEATON RIV MINERALS LTD	COMMON SHS	962902102	22434	5087438	DEFINED
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	13005	4499999	DEFINED
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	2637	912500	DEFINED
WHITING PETROLEUM CORP	COMMON SHS	966387102	606	25700	DEFINED
WHITNEY HOLDING CORP	COMMON SHS	966612103	204	4887	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	2319	30944	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	37364	498515	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	367	4900	DEFINED
WILD OATS MARKETS INC	COMMON SHS	96808B107	123	10400	DEFINED
WILEY (JOHN) & SONS INC	COMMON SHS	968223206	227	7600	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WILLIAMS COMMUNICATIONS GROUP INC	COMMON SHS	969455104	0	28342	DEFINED
WILLIAMS-SONOMA INC	COMMON SHS	969904101	4289	125400	DEFINED
WILLIAMS-SONOMA INC	COMMON SHS	969904101	4217	123300	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	9656	258400	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	142	3800	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	591	15802	DEFINED
WILSHIRE FINANCIAL SERVICES GROUP INC	COMMON SHS	971867205	8172	828000	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	9636	265590	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	6781	186900	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	26448	729000	DEFINED
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	74	5920	DEFINED
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	5214	419100	DEFINED
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	8587	275500	DEFINED
WIPRO LTD	AMER DEP RECPT	97651M109	839	19900	DEFINED
WIRELESS FACILITIES INC	COMMON SHS	97653A103	501	45502	DEFINED
WIRELESS FACILITIES INC	COMMON SHS	97653A103	5744	521700	DEFINED
WIRELESS FACILITIES INC	COMMON SHS	97653A103	43	3900	DEFINED
WISCONSIN ENERGY CORP	COMMON SHS	976657106	2354	73225	DEFINED
WORLDCOM INC	COMMON SHS	98157D106	0	17625	DEFINED
WM WRIGLEY JR CO	COMMON SHS	982526105	1576	26660	DEFINED
WM WRIGLEY JR CO	COMMON SHS	982526105	5149	87100	DEFINED
WYETH	COMMON SHS	983024100	69	1850	DEFINED
WYETH	COMMON SHS	983024100	115713	3081580	DEFINED
WYETH	COMMON SHS	983024100	4356	116016	DEFINED
WYETH	COMMON SHS	983024100	22530	600000	DEFINED
WYETH	COMMON SHS	983024100	12363	329245	DEFINED
WYETH	COMMON SHS	983024100	18054	480792	DEFINED
WYETH	COMMON SHS	983024100	93921	2501225	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	283	10100	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	25712	918300	DEFINED
XTO ENERGY INC	COMMON SHS	98385X106	533	21125	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	15637	878000	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	219	12310	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	103513	5812050	DEFINED
XANSER CORP	COMMON SHS	98389J103	7140	2800000	DEFINED
XILINX INC	COMMON SHS	983919101	27	710	DEFINED
XILINX INC	COMMON SHS	983919101	868	22840	DEFINED
XILINX INC	COMMON SHS	983919101	55890	1470800	DEFINED
XEROX CORP	COMMON SHS	984121103	709	48689	DEFINED
XEROX CORP	COMMON SHS	984121103	4	276	DEFINED
YAHOO INC	COMMON SHS	984332106	38872	800000	DEFINED
YAHOO INC	COMMON SHS	984332106	306	6292	DEFINED
YAHOO INC	COMMON SHS	984332106	45990	946497	DEFINED
YAMANA GOLD INC	ORDINARY SHS	98462Y100	10120	2300000	DEFINED
XICOR INC	COMMON SHS	984903104	4009	263394	DEFINED
XICOR INC	COMMON SHS	984903104	43470	2856128	DEFINED
YORK INTERNATIONAL CORP	COMMON SHS	986670107	17355	441500	DEFINED
YUM! BRANDS INC	COMMON SHS	988498101	1111	29247	DEFINED
ZALE CORP	COMMON SHS	988858106	47043	764300	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	4722	64000	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	15923	215823	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	10338	140117	DEFINED
CELANESE AG	ORDINARY SHS	D1497A101	15473	381100	DEFINED
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	2673	64038	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DEUTSCHE BANK AG	ORDINARY SHS	D18190898	334	4000	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	14984	351236	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	604676	14174309	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	222066	5205480	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	4048	94885	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	1027	24070	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	70	1650	DEFINED
AMDOCS LTD	COMMON SHS	G02602103	56	2000	DEFINED
AMDOCS LTD	COMMON SHS	G02602103	93138	3351500	DEFINED
ARCH CAPITAL GROUP LTD	COMMON SHS	G0450A105	210	5000	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	390	13188	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	4257	144070	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	15	500	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	62	2500	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	1926	77649	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	27626	1113965	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	8624	347761	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	41820	1686310	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	41453	1671500	DEFINED
BUNGE LTD	COMMON SHS	G16962105	39	980	DEFINED
BUNGE LTD	COMMON SHS	G16962105	81948	2037500	DEFINED
BUNGE LTD	COMMON SHS	G16962105	2614	65000	DEFINED
BUNGE LTD	COMMON SHS	G16962105	202778	5041719	DEFINED
CREDICORP LTD	ORDINARY SHS	G2519Y108	4721	367100	DEFINED
CREDICORP LTD	ORDINARY SHS	G2519Y108	3139	244100	DEFINED
ENDURANCE SPECIALTY HOLDINGS	ORDINARY SHS	G30397106	6987	196600	DEFINED
ENDURANCE SPECIALTY HOLDINGS	ORDINARY SHS	G30397106	43	1200	DEFINED
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	1042	12200	DEFINED
GARMIN LTD	ORDINARY SHS	G37260109	1747	40900	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	2235	80500	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	371	13360	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	39934	1438042	DEFINED
HELEN OF TROY LTD	COMMON SHS	G4388N106	310	10000	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	291	4300	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	33893	501000	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	6947	102689	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	4022	59460	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	55244	1402500	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	20849	529300	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	11548	293166	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	15205	386000	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	3810	84582	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	20970	563100	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	48446	1300921	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	1773	47600	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	93026	2498000	DEFINED
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	1156	25275	DEFINED
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	1768	38634	DEFINED
NOBLE CORP	COMMON SHS	G65422100	34	876	DEFINED
NOBLE CORP	COMMON SHS	G65422100	283269	7372950	DEFINED
NOBLE CORP	COMMON SHS	G65422100	444	11560	DEFINED
NOBLE CORP	COMMON SHS	G65422100	2030	52838	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	182	3220	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	604	10700	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	2783	49300	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	329	5825	DEFINED
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	776	14932	DEFINED
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	21	400	DEFINED

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SCOTTISH RE GROUP LTD	ORDINARY SHS	G7885T104	5781	239000	DEFINED
SCOTTISH RE GROUP LTD	ORDINARY SHS	G7885T104	7959	329000	DEFINED
SCOTTISH RE GROUP LTD	ORDINARY SHS	G7885T104	53	2200	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	333	20675	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	39024	2419330	DEFINED
TOMMY HILFINGER CORP	COMMON SHS	G8915Z102	47600	2800000	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	5648	202500	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	106	3805	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	2160	77440	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	3228	115755	DEFINED
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	130	3090	DEFINED
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	6799	161775	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	22658	43200	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	678161	1292967	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	765	1459	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2015	54160	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	312620	8403758	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2863	76960	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	98959	2660200	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	4352	117000	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	192	5150	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2163	58150	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	28829	379125	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	576524	7581849	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	182605	2401433	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	19161	251981	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	11102	146000	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	2147	28233	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	3121	41050	DEFINED
XOMA LTD	COMMON SHS	G9825R107	6452	1255300	DEFINED
XOMA LTD	COMMON SHS	G9825R107	43	8400	DEFINED
ALCON INC	ORDINARY SHS	H01301102	222	3500	DEFINED
ALCON INC	ORDINARY SHS	H01301102	9495	150000	DEFINED
UBS AG	ORDINARY SHS	H8920M855	1088	14608	DEFINED
UBS AG	ORDINARY SHS	H8920M855	1052	14125	DEFINED
UBS AG	ORDINARY SHS	H8920M855	22408	300816	DEFINED
UBS AG	ORDINARY SHS	H8920M855	847	11366	DEFINED
MILLICOM INTERNATIONAL CELLULAR SA	ORDINARY SHS	L6388F110	0	16	DEFINED
MILLICOM INTERNATIONAL CELLULAR SA	ORDINARY SHS	L6388F110	41836	1901637	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	17559	771154	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	317302	13935111	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	182392	8010190	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	16300	715866	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	23296	1023095	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	1824	80125	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	6257	274782	DEFINED
ORBOTECH LTD	ORDINARY SHS	M75253100	18873	784755	DEFINED
RADVIEW SOFTWARE LTD	COMMON SHS	M81867109	93	143000	DEFINED
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	849	38421	DEFINED
ASML HOLDING NV	NEW YORK SHARES	N07059111	87406	4768459	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	21017	1122719	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	36382	1943500	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	11372	607500	DEFINED
CORE LABORATORIES NV	COMMON SHS	N22717107	21200	1000000	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	207	4685	DEFINED
STELMAR SHIPPING LTD	ORDINARY SHS	V8726M103	6924	240000	DEFINED
ASE TEST LTD	ORDINARY SHS	Y02516105	2570	233620	DEFINED
ASE TEST LTD	ORDINARY SHS	Y02516105	7167	651500	DEFINED



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CREATIVE TECHNOLOGY LTD	ORDINARY SHS	Y1775U107	2558	235540	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1349	78350	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1722	100000	DEFINED
OMI CORP	COMMON SHS	Y6476W104	19819	1732400	DEFINED
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	76252	1106700	DEFINED
			-----		
GRAND TOTAL				95879983	

\*\*\* RECORD TOTALS \*\*\*

RECS READ:	227,218
RECS SELECTED:	109,769
LINE ITEMS:	4,022