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FRANKLIN RESOURCES INC

Form 3

September 19, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FRANKLIN RESOURCES INC [BEN] Yun William Young (Month/Day/Year) 09/08/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) FIDUCIARY TRUST (Check all applicable) **COMPANY** INTERNATIONAL. 600 10% Owner Director FIFTH AVE. _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group President-Fiduciary Trust Co. Filing(Check Applicable Line) _X_ Form filed by One Reporting Person NEW YORK, NYÂ 10020-Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â Common Stock, par value \$.10 100,882.8434 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

6. Nature of Indirect 1. Title of Derivative 3. Title and Amount of 2. Date Exercisable and 5. Security **Expiration Date** Securities Underlying Beneficial Conversion Ownership (Month/Day/Year) (Instr. 4) **Derivative Security** or Exercise Form of Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	09/30/2003(2)	11/09/2012	Common Stock, par value \$.10	16,189	\$ 31.95	D	Â
Employee Stock Option (Right to Buy)	09/30/2004(3)	11/11/2013	Common Stock, par value \$.10	20,594	\$ 47.57	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Yun William Young FIDUCIARY TRUST COMPANY INTERNATIONAL 600 FIFTH AVE. NEW YORK, NY 10020-	Â	Â	President-Fiduciary Trust Co.	Â		

Signatures

Reporting Person

/s/ YUN, WILLIAM Y. 09/15/2005

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the amount of securities beneficially owned, 17,909 shares represent unvested awards of restricted stock shares.
- (2) The option becomes exercisable in three approximately equal increments on each of September 30, 2003, September 30, 2004, and September 30, 2005.
- (3) The option becomes exercisable in three approximately equal increments on each of September 30, 2004, September 30, 2005, and September 29, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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