Edgar Filing: FRANKLIN RESOURCES INC - Form 4

FRANKLIN RES Form 4 June 20, 2006	SOURCES II	NC								
FORM 4								OMB A	PPROVAL	
Check this box	Washington, D.C. 20549								3235-0287	
if no longer subject to Section 16. Form 4 or		AENT OI	F CHAN	NGES IN SECUI	WNERSHIP OF	Expires: Estimated burden hou response	urs per			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> WOODWORTH LOUIS E			2. Issue Symbol	er Name an o	d Ticker o	r Trading	5. Relationship of Reporting Person(s) to Issuer			
		FRAN [BEN]	KLIN RE	SOURC	ES INC	(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)				
1505 7TH AVENUE WEST			06/19/2	2006						
				If Amendment, Date Original led(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SEATTLE, WA	98119						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report or	a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly. spond to the colle	ction of	SEC 1474	
					inforı requi	nation con red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Deferred Director's Fee (FRI)	<u>(1)</u>	06/19/2006		А		35.5156		04/20/2009(2)	01/21/2019(2)	Common Stock, par value \$.10	3
Deferred Director's Fee (FRI)	<u>(1)</u>	06/20/2006		А		35.1329		04/20/2009 <u>(2)</u>	01/21/2019 <u>(2)</u>	Common Stock, par value \$.10	3

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
WOODWORTH LOUIS E 1505 7TH AVENUE WEST SEATTLE, WA 98119	Х							
Signatures								
By: BARBARA J. GREEN, ATTORNEY-IN-FACT			06/	/20/2006				

**Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not Applicable
- Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in (2)the January following the director's 75th birthday. See footnote below.

Represents a hypothetical investment account calculation of deferred Franklin Resources Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources Inc.'s stock (including reinvested dividends) payable in

Date

(3) cash in substantially equal quarterly installments over ten years beginning the April 20 following the director's separation from service from Franklin Resouces, Inc. and its subsidiaries and continuing on each July 20, October 20, January 20 and April 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day.

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.