FRANKLIN RESOURCES INC

Form 4

September 06, 2006

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to

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

January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON CHARLES B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FRANKLIN RESOURCES INC

(Check all applicable)

(Middle)

[BEN]

3. Date of Earliest Transaction

X Director X_ Officer (give title X__ 10% Owner _ Other (specify

C/O FRANKLIN RESOURCES,

(First)

(Street)

below)

Chairman of the Board

INC., ONE FRANKLIN **PARKWAY**

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

09/01/2006

(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SAN MATEO, CA 944031906

Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common Stock, par value \$.10	09/01/2006		S	100	D	\$ 98.61	36,799,572	D	
Common Stock, par value \$.10	09/01/2006		S	1,100	D	\$ 98.64	36,798,472	D	
Common Stock, par value \$.10	09/01/2006		S	200	D	\$ 98.65	36,798,272	D	

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Common Stock, par value \$.10	09/01/2006	S	100	D	\$ 98.67	36,798,172	D	
Common Stock, par value \$.10	09/01/2006	S	100	D	\$ 98.69	36,798,072	D	
Common Stock, par value \$.10	09/01/2006	S	100	D	\$ 98.73	36,797,972	D	
Common Stock, par value \$.10	09/01/2006	S	100	D	\$ 98.75	36,797,872	D	
Common Stock, par value \$.10	09/01/2006	S	300	D	\$ 98.78	36,797,572	D	
Common Stock, par value \$.10	09/01/2006	S	100	D	\$ 98.79	36,797,472	D	
Common Stock, par value \$.10	09/01/2006	S	100	D	\$ 98.8	36,797,372	D	
Common Stock, par value \$.10						6,958.977 <u>(1)</u>	I	By 401(k)
Common Stock, par value \$.10						3,363,675	I	By IRA
Common Stock, par value \$.10						3,000,000 (2)	I	By Shares Held By Ltd Partnership

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

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SEC 1474 (9-02)

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

			· • ·					
1. Title of Derivative Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	of Derivativ Securities Acquired	S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo
				(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Date

Expiration Title Amount or

> Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
·	Director	10% Owner	Officer	Other				
JOHNSON CHARLES B C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906	X	X	Chairman of the Board					

Signatures

/s/ JOHNSON, 09/06/2006 CHARLES B.

**Signature of Reporting Person Date

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).
- Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, **(1)** 2006.
- (2) Shares are owned indirectly by a limited partnership in which Mr. Johnson is a limited partner.

Remarks:

REMARKS: This Form 4 is one of two Form 4s filed to report transactions on September 1, 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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