

FRANKLIN RESOURCES INC

Form 4

September 07, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FRANKLIN RESOURCES INC
[BEN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount Price	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)
Common Stock, par value \$.10	09/05/2006		S	1,900 D \$ 98	36,795,472	D	
Common Stock, par value \$.10	09/05/2006		S	500 D \$ 98.01	36,794,972	D	
Common Stock, par value \$.10	09/05/2006		S	600 D \$ 98.02	36,794,372	D	

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Common Stock, par value \$.10	09/05/2006	S	800	D	\$ 98.03	36,793,572	D
Common Stock, par value \$.10	09/05/2006	S	1,100	D	\$ 98.04	36,792,472	D
Common Stock, par value \$.10	09/05/2006	S	200	D	\$ 98.05	36,792,272	D
Common Stock, par value \$.10	09/05/2006	S	600	D	\$ 98.06	36,791,672	D
Common Stock, par value \$.10	09/05/2006	S	1,200	D	\$ 98.07	36,790,472	D
Common Stock, par value \$.10	09/05/2006	S	500	D	\$ 98.08	36,789,972	D
Common Stock, par value \$.10	09/05/2006	S	700	D	\$ 98.09	36,789,272	D
Common Stock, par value \$.10	09/05/2006	S	1,900	D	\$ 98.1	36,787,372	D
Common Stock, par value \$.10	09/05/2006	S	200	D	\$ 98.11	36,787,172	D
Common Stock, par value \$.10	09/05/2006	S	2,000	D	\$ 98.12	36,785,172	D
Common Stock, par value \$.10	09/05/2006	S	1,000	D	\$ 98.13	36,784,172	D
Common Stock, par value \$.10	09/05/2006	S	900	D	\$ 98.14	36,783,272	D
Common Stock, par value \$.10	09/05/2006	S	900	D	\$ 98.15	36,782,372	D
Common Stock, par value \$.10	09/05/2006	S	500	D	\$ 98.16	36,781,872	D
Common Stock, par	09/05/2006	S	900	D	\$ 98.17	36,780,972	D

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value \$.10

Common Stock, par value \$.10	09/05/2006	S	1,000	D	\$ 98.18	36,779,972	D
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Common Stock, par value \$.10	09/05/2006	S	800	D	\$ 98.19	36,779,172	D
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Common Stock, par value \$.10	09/05/2006	S	1,300	D	\$ 98.2	36,777,872	D
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Common Stock, par value \$.10	09/05/2006	S	1,600	D	\$ 98.21	36,776,272	D
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Common Stock, par value \$.10	09/05/2006	S	600	D	\$ 98.22	36,775,672	D
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Common Stock, par value \$.10	09/05/2006	S	2,000	D	\$ 98.23	36,773,672	D
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Common Stock, par value \$.10	09/05/2006	S	2,400	D	\$ 98.24	36,771,272	D
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Common Stock, par value \$.10	09/05/2006	S	1,900	D	\$ 98.25	36,769,372	D
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Common Stock, par value \$.10	09/05/2006	S	1,800	D	\$ 98.26	36,767,572	D
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Common Stock, par value \$.10						6,958,977 ⁽¹⁾	I	By 401(k)
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Common Stock, par value \$.10						3,363,675	I	By IRA
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Common Stock, par value \$.10						3,000,000 ⁽²⁾	I	By Shares Held By Ltd Partnership
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	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,
CHARLES B. 09/06/2006

__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).
- (1) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, 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 four Form 4s filed to report transactions on September 5, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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