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FRANKLIN Form 4 October 03,	RESOURCES I	NC									
FORM	ЛЛ									PPROVAL	
-	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger STATEN o STATEN 16. or	STATEMENT OF CHANGES IN BENEFIC SECURITIES Filed pursuant to Section 16(a) of the Securitie							Estimated a burden hou response	ours per	
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	a) of the Pu	ublic U		ding C	ompan	y Act	of 1935 or Secti			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> WOODWORTH LOUIS E			2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC					5. Relationship of Reporting Person(s) to Issuer			
			[BEN]					(Check all applicable)			
(Last) (First) (Middle) 1505 7TH AVENUE WEST			3. Date of Earliest Transaction (Month/Day/Year) 09/29/2006					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	4. If Amendment, Date Original Filed(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-I	Derivati	ve Secui	rities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price) 5)	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)		
D · · · ·			c								
Reminder: Rej	port on a separate line	e for each clas	ss of secu	urities benef	Pers info requ disp	sons wi rmatior uired to	ho res n cont o respo	or indirectly. Spond to the collectained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date	Underlying Se
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	(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Director's Fee (FRI)	<u>(1)</u>	09/29/2006		А		165.4846		04/20/2009(2)	01/21/2019(2)	Common Stock, par value \$.10

Reporting Owners

Reporting Owner Name / Address	Relationships								
I O O O O O O O O O O O O O O O O O O O	Director	10% Owner	Officer	Other					
WOODWORTH LOUIS E 1505 7TH AVENUE WEST SEATTLE, WA 98119	X								
Signatures									
By: BARBARA J. GREEN, ATTORNEY-IN-FACT			10/	/02/2006					
<u>**</u> Signature of Reporting Pe	erson			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) Not Applicable
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in 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 cash in substantially equal quarterly installments over ten years beginning the April 20 following the director's separation from service

(3) from Franklin Resources, 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. The reporting person may transfer the hypothetical investment account amount into an alternative investment account(s) not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

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.