#### FRANKLIN RESOURCES INC

Form 4

October 03, 2006

## FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

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 30(h) of the Investment Company Act of 1940

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of TATLOCK ANNE		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		FRANKLIN RESOURCES INC [BEN]	(Check all applicable)			
(Last) (First	t) (Middle)	3. Date of Earliest Transaction	X Director 10% Owner			
180 RIVERSIDE D	RIVE, APT 5F	(Month/Day/Year) 09/29/2006	X Officer (give title Other (spec below) below) Vice Chairman			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW VODE NV	10024	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK, NY	10024		Person			

NEW Y	ORK, NY 10024
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(City)	(State)	(Zip) Tab	le I - No	on-I	Derivative	e Secu	rities Acqu	iired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securi n(A) or D (Instr. 3,	ispose 4 and (A) or	d 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)
Common Stock, par value \$.10								40,238.365 (4)	I	By 401(k)
Common Stock, par value \$.10								2,621 (5)	I	By Immediate Family
Common Stock, par value \$.10	08/17/2006		G	V	1,125	D	\$ 0	171,632 (1)	D	
Common Stock, par	09/29/2006		F		2,030 (2)	D	\$ 105.75	169,602 (3)	D	

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value \$.10

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	of		
				C 1 1	(A) (D)					
				Code V	(A) $(D)$				Shares	

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

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
TATLOCK ANNE M 180 RIVERSIDE DRIVE APT 5F NEW YORK, NY 10024	X		Vice Chairman					

## **Signatures**

/s/ TATLOCK, 10/03/2006 ANNE M. \*\*Signature of Reporting 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).
- Of the amount of securities beneficially owned, 6,265 shares represent unvested awards of restricted stock shares at the time of the **(1)**
- Shares were sold to Franklin Resources, Inc. in connection with the vesting of a prior award under the 2002 Universal Stock Incentive **(2)** Plan in order to make a tax payment.

Reporting Owners 2

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- (3) Of the amount of securities beneficially owned, 2,090 shares represent unvested awards of restricted stock shares at the time of the transaction.
- (4) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
- (5) Shares are held by Mrs. Tatlock's spouse as the trustee for Ms. Tatlock's child. Ms. Tatlock disclaims any beneficial ownership of such shares.

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.