### Edgar Filing: WOODWORTH LOUIS E - Form 4

Form 4	RTH LOUIS E										
October 24, FORN	ЛЛ	STATES					IGE CO	OMMISSION	OMB APPF OMB Number:	ROVAL 3235-0287	
Check t if no lor subject Section Form 4 Form 5	nger to <b>STATE</b> 16. or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								anuary 31, 2005 rage per 0.5	
obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the P	ublic U	Jtility Ho		pany	Act of	1935 or Section			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> WOODWORTH LOUIS E								. Relationship of Reporting Person(s) to ssuer			
		[BEN]					(Check all applicable)				
(Last) 1505 7TH	(Mont			onth/Dav/Year) –				_X_ Director Officer (give ti pelow)	Officer (give title Other (specify		
			Filed(Month/Day/Year) Ap					. Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Π.1	LT NI.	Destanting			Person	D	<b>)</b>	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	l Pate, if	3.		Acqui (D)	_	ired, Disposed of, r 5. Amount of Securities Beneficially Ow Following Report Transaction(s) (Instr. 3 and 4)	6. Ownership	7. Nature	
Common Stock, par value \$.10	10/20/2006			М	671.4326		<u>(1)</u>	1,070,922.43	326 D		
Common Stock, par value \$.10	10/20/2006			D	671.4326	D	\$ 105.72	1,070,251	D		
Common Stock, par value \$.10								448,088	I	By IRA	

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Common Stock, par value \$.10	220,000 I	By Spouse					
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.							
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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Deferred Director's Fees (FRI)	<u>(1)</u>	10/20/2006		М	671.4326	10/20/2005 <u>(3)</u>	07/20/2015 <u>(3)</u>	Common Stock, par value \$.10

# **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							
/s/ WOODWORTH, LOUIS E.	10/2	23/2006					

\*\*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) Not Applicable
- (2) Shares are held by a member of Mr. Woodworth's family. Mr. Woodworth disclaims beneficial ownership of such shares.

(3)

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Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees based upon the performance of Issuer's stock payable in cash in forty substantially equal quarterly installments beginning on October 20, 2005 and continuing on each January 20, April 20, July 20 and October 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.

(4) Each hypothetical unit is the economic equivalent of one share of the Issuer's stock.

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.