Advani Vijay Chandur Form 4 November 01, 2006

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Advani Vijay Chandur

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FRANKLIN RESOURCES INC [BEN]

(Check all applicable)

10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Other (specify X\_ Officer (give title below)

10/30/2006

**EVP - Global Advisor Services** 

Director

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

(Street)

(State)

(Zip)

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 Form filed by More than One Reporting

SAN MATEO, CA 94403-1906

(City)

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. Transactic Code (Instr. 8)		esed of 4 and (A) or	` ′	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	10/05/2006		G V	4,434	D	\$ 0	19,718.7919 (1)	D	
Common Stock, par value \$.10	10/30/2006		M	8,581	A	\$ 47.57	28,299.7919 (1)	D	
Common Stock, par value \$.10	10/30/2006		S	8,581	D	\$ 112.2057	19,718.7919 (1)	D	

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Common Stock, par 10/05/2006 value \$.10	G V 4,434 A \$0	20,831.95	I	By Trust
Common Stock, par value \$.10		308.402 (2)	I	By 401(k)
	1 6 11 11 1			

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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 op for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) cquired A) or bisposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 47.57 ( <u>3)</u>	10/30/2006		M	8,581 (3) (4)	09/30/2004	11/11/2013	Common Stock, par value \$.10	8,581 (3)

# **Reporting Owners**

VIJAY C.

Reporting Owner	Reporting Owner Name / Address		Relationships						
Transfer de		Director	10% Owner	Officer EVP - Global Advisor Services	Other				
Advani Vijay Chandur	•			EVP -					
C/O FRANKLIN RES			Global						
ONE FRANKLIN PA	RKWAY			Advisor					
SAN MATEO, CA 94	403-1906			Services					
Signatures									
/s/ ADVANI,	11/01/2006								

Date

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\*\*Signature of Reporting
Person

## **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) Of the amount of securities beneficially owned, 16,954 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
- (3) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
- (4) This report reflects the exercise of options originally granted on November 12, 2003.

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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