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FRANKLIN RESOURCES INC

Form 4

November 01, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB APPROVAL

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if no longer subject to Section 16. 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction 1(b).

value \$.10

(Print or Type Responses)

1. Name and Address of Reporting Pers WOODWORTH LOUIS E	2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Midd	dle) 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2006	X Director 10% Owner Officer (give title Other (specify below)			
(Street) SEATTLE, WA 98119	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 Person			
(City) (State) (Zip	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
(Instr. 3) any	recution Date, if Transaction Disposed of (D)	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock, par 10/31/2006 value \$.10	S 25,000 D \$ 114.22	5 423,088 I By IRA			
Common Stock, par value \$.10		1,070,251 D			
Common Stock, par value \$.10		220,000 I By Spouse (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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nı
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Underlyi	ing	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
Derivative				Securities	1		(Instr. 3	and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Tran
				of (D)						(Inst
				(Instr. 3,						
				4, and 5)						
							Δ	mount		
							Or			
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise Price of Derivative Security Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Security Execution Date, if Code of (Month/Day/Pear) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code of (Month/Day/Year) Price of Derivative Security Securities Security Security Security Security Security Security Securities Security Securities Security Securities Security Securities Securities Security Securities Securiti	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underly Code of (Month/Day/Year) Underly Securities Price of Derivative Securities Security Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Expiration Date Amount (Month/Day/Year) Underly Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion of Exercise Price of Price of Derivative Security Securities Securitie	Conversion of Exercise of Execution Date, if any any (Month/Day/Year) or Exercise Price of Derivative Security Security Execution Date, if any (Month/Day/Year) of Exercise Price of Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities (Instr. 3 and 4) Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Underlying Security (Instr. 5) Derivative Securities (Instr. 3 and 4) Disposed of (D) (Instr. 3, 4, and 5) Amount or Disposed of (D) (Instr. 3, 4, and 5) Amount or Title Number of Number of

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WOODWORTH LOUIS E 1505 7TH AVENUE WEST X SEATTLE, WA 98119

Signatures

/s/ WOODWORTH, 11/01/2006 LOUIS E.

**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) Shares are held by a member of Mr. Woodworth's family. Mr. Woodworth disclaims 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.

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