WOODWORTH LOUIS E

Form 4 March 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WOODWORTH LOUIS E

2. Issuer Name and Ticker or Trading

Symbol

FRANKLIN RESOURCES INC

[BEN]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First)

(Month/Day/Year)

03/03/2008

X_ Director 10% Owner Officer (give title Other (specify

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN MATEO, CA 94403-1906

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3.

Code

(Instr. 8)

4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Code V Amount (D) Price

TransactionAcquired (A) or

Following Reported Transaction(s)

(Instr. 3 and 4)

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

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

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A	
Deferred Director's Fees (FRI)	(1)	03/03/2008		A	15.9405	04/20/2009(2)	01/21/2019(2)	Common Stock, par value \$.10	
Deferred Director's Fees (FRI)	(1)	03/03/2008		A	15.9405	04/20/2009(2)	01/21/2019(2)	Common Stock, par value \$.10	
Deferred Director's Fees (FRI)	(1)	03/03/2008		A	31.881	04/20/2009(2)	01/21/2019(2)	Common Stock, par value \$.10	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WOODWORTH LOUIS E						
C/O FRANKLIN RESOURCES, INC.	X					
ONE FRANKLIN PARKWAY	Λ					
SAN MATEO, CA 94403-1906						

Signatures

By: Maria Gray, Attorney-In-Fact

**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) 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.
- (3) 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 on the earlier of the January 20, April 20, July 20 or October 20 immediately following the director's separation from service from Franklin Resources, Inc. and its subsidiaries and continuing on each January 20, April 20, July 20 or October 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly

Reporting Owners 2

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installment shall be paid on the next business day. The reporting person may transfer the hypothetical investment account amount into an alternative investment account 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.