

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN RESOURCES INC  
Form 13F-HR  
November 12, 2009

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

Form 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2009

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.  
Address: One Franklin Parkway  
San Mateo, CA, US 94403-1906

Form 13F File Number: 028-00734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Maria Gray  
Title: Secretary  
Phone: 800-632-2350

Signature, Place, and Date of Signing:

/s/MARIA GRAY                      San Mateo, CA                      November 4, 2009  
[Signature]                              [City,State]                              [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

Report Summary:

Number of Other Included Managers: 14  
 Form 13F Information Table Entry Total: 3697  
 Form 13F Information Table Value Total: 106,697,759  
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-03877	Fiduciary Trust Company International
4	028-12948	Fiduciary International, Inc.
5	028-06154	Franklin Mutual Advisers, LLC
6	028-11855	Franklin Templeton Investments (Asia) Ltd.
7	028-11753	Franklin Templeton Investments Australia Limited
8	028-06143	Franklin Templeton Investments Corp.
9	028-12310	Franklin Templeton Institutional, LLC
10	028-11761	Franklin Templeton Investment Management Limited
11	028-06174	Franklin Templeton Portfolio Advisors, Inc.
12	028-11763	Templeton Asset Management Ltd.
13	028-05454	Templeton Global Advisors Limited
14	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE  
 FOR THE PERIOD ENDED 09/30/2009  
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL INVESTMENT DISCRETION
3COM CORP	COM	885535104	98	18800 SH	DEFINE
3M CO	COM	88579Y101	3232	43800 SH	DEFINE
3M CO	COM	88579Y101	91739	1243070 SH	DEFINE
3M CO	COM	88579Y101	24718	334934 SH	DEFINE
3M CO	COM	88579Y101	17237	233321 SH	DEFINE
3M CO	COM	88579Y101	1248	16911 SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

3SBIO INC	SPONSORED ADR	88575Y105	1329	120800	SH	DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	587	70362	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	33957	1694440	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	15281	762539	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	958	47820	SH	DEFINE
ABBOTT LABS	COM	002824100	109727	2218050	SH	DEFINE
ABBOTT LABS	COM	002824100	180157	3641746	SH	DEFINE
ABBOTT LABS	COM	002824100	42834	865850	SH	DEFINE
ABBOTT LABS	COM	002824100	757	15300	SH	DEFINE
ABBOTT LABS	COM	002824100	65	1320	SH	DEFINE
ABBOTT LABS	COM	002824100	18493	373832	SH	DEFINE
ABBOTT LABS	COM	002824100	4910	99261	SH	DEFINE
ABBOTT LABS	COM	002824100	947	19137	SH	DEFINE
ABBOTT LABS	COM	002824100	3210	64880	SH	DEFINE
ABBOTT LABS	COM	002824100	76715	1550740	SH	DEFINE
ABBOTT LABS	COM	002824100	2445	49426	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	4854	147620	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	99	3000	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	4905	633742	SH	DEFINE
ABM INDS INC	COM	000957100	88261	4194934	SH	DEFINE
ABOVENET INC	COM	00374N107	229326	4703150	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3840	103036	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14059	377210	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	26586	713340	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	7049	189145	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2010	53930	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	142661	3827776	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2448	65686	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3699	99250	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1023313	27456746	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	42754	1147144	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	154	4120	SH	DEFINE
ACE LTD	SHS	H0023R105	808	15110	SH	DEFINE
ACE LTD	SHS	H0023R105	3794	70974	SH	DEFINE
ACE LTD	SHS	H0023R105	914	17100	SH	DEFINE
ACE LTD	SHS	H0023R105	351824	6581067	SH	DEFINE
ACE LTD	SHS	H0023R105	10775	201560	SH	DEFINE
ACE LTD	SHS	H0023R105	6895	128975	SH	DEFINE
ACE LTD	SHS	H0023R105	9896	185110	SH	DEFINE
ACE LTD	SHS	H0023R105	75173	1406147	SH	DEFINE
ACE LTD	SHS	H0023R105	16844	315143	SH	DEFINE
ACE LTD	SHS	H0023R105	2118	39610	SH	DEFINE
ACE LTD	SHS	H0023R105	282617	5286512	SH	DEFINE
ACE LTD	SHS	H0023R105	216180	4043780	SH	DEFINE
ACE LTD	SHS	H0023R105	138	2590	SH	DEFINE
ACTEL CORP	COM	004934105	9906	814005	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	98225	7927744	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	5979	482542	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	555	44800	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	781	63025	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	782	63143	SH	DEFINE
ADOBE SYS INC	COM	00724F101	77595	2348513	SH	DEFINE
ADOBE SYS INC	COM	00724F101	13623	412312	SH	DEFINE
ADOBE SYS INC	COM	00724F101	359	10858	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	32740	833500	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	491	12491	SH	DEFINE
ADVANCED MICRO DEVICES INC	NOTE 5.750% 8/1007903AN7		4219	5000000	PRN	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	2226	314600	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	757	27900	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	4635	206000	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	4197	149400	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	348	12400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AEROVIRONMENT INC	COM	008073108	963	34300	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	1405	50024	SH	DEFINE
AES CORP	COM	00130H105	1491	100610	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	1860	1524915	SH	DEFINE
AETNA INC NEW	COM	00817Y108	86687	3114850	SH	DEFINE
AETNA INC NEW	COM	00817Y108	1473	52941	SH	DEFINE
AETNA INC NEW	COM	00817Y108	32	1160	SH	DEFINE
AETNA INC NEW	COM	00817Y108	368	13230	SH	DEFINE
AETNA INC NEW	COM	00817Y108	182	6550	SH	DEFINE
AETNA INC NEW	COM	00817Y108	723	25962	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	48163	889100	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	72	1331	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	935	17254	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	71371	1097840	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	897	13795	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2184	33600	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	901	13856	SH	DEFINE
AFLAC INC	COM	001055102	106480	2491350	SH	DEFINE
AFLAC INC	COM	001055102	81723	1912100	SH	DEFINE
AFLAC INC	COM	001055102	19126	447490	SH	DEFINE
AFLAC INC	COM	001055102	4051	94510	SH	DEFINE
AFLAC INC	COM	001055102	2395	56031	SH	DEFINE
AGCO CORP	COM	001084102	549	19885	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	56472	2029169	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	3880	139425	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	19	700	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1169	42000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	32	1160	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	389	13990	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	175	6300	SH	DEFINE
AGL RES INC	COM	001204106	139493	3955000	SH	DEFINE
AGL RES INC	COM	001204106	35	1000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	56994	840000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	3	40	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	4690	69300	SH	DEFINE
AGRIUM INC	COM	008916108	22	445	SH	DEFINE
AGRIUM INC	COM	008916108	24341	486750	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	81032	1044500	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	38790	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	13671	176224	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	155	2000	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	636	8200	SH	DEFINE
AIRGAS INC	COM	009363102	41992	868150	SH	DEFINE
ALAMO GROUP INC	COM	011311107	5056	320000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	36183	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	13395	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	63041	2277499	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	7	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	62	2250	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	238	52943	SH	DEFINE
ALCOA INC	COM	013817101	3472	264600	SH	DEFINE
ALCOA INC	COM	013817101	768	58500	SH	DEFINE
ALCOA INC	COM	013817101	1088	82933	SH	DEFINE
ALCOA INC	COM	013817101	6056	461590	SH	DEFINE
ALCOA INC	COM	013817101	19164	1460690	SH	DEFINE
ALCOA INC	COM	013817101	34149	2602850	SH	DEFINE
ALCOA INC	COM	013817101	3098	236150	SH	DEFINE
ALCOA INC	COM	013817101	198385	15120800	SH	DEFINE
ALCOA INC	COM	013817101	713	54340	SH	DEFINE
ALCOA INC	COM	013817101	121	9250	SH	DEFINE
ALCON INC	COM SHS	H01301102	6934	50000	SH	DEFINE
ALCON INC	COM SHS	H01301102	288	2075	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALEXANDER & BALDWIN INC	COM		014482103	3468	108065	SH	DEFINE
ALEXANDERS INC	COM		014752109	172699	583678	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM		015271109	1419	26100	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM		015271109	10944	201360	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM		015271109	185	3400	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM		015351109	4374	98200	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM		015351109	606	13600	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM		015351109	1657	37200	SH	DEFINE
ALLEGHANY CORP DEL	COM		017175100	27	106	SH	DEFINE
ALLEGHANY CORP DEL	COM		017175100	216519	835820	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	34521	1301679	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	117	4417	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	16	600	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	220	8300	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	93	3500	SH	DEFINE
ALLEGiant TRAVEL CO	COM		01748X102	27388	719025	SH	DEFINE
ALLEGiant TRAVEL CO	COM		01748X102	641	16822	SH	DEFINE
ALLEGiant TRAVEL CO	COM		01748X102	1764	46300	SH	DEFINE
ALLEGiant TRAVEL CO	COM		01748X102	5164	135593	SH	DEFINE
ALLERGAN INC	COM		018490102	77589	1366953	SH	DEFINE
ALLERGAN INC	COM		018490102	21876	385412	SH	DEFINE
ALLERGAN INC	COM		018490102	529	9320	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	122246	2001390	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	112	1839	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	79044	1294114	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	1383	22637	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE	1.750% 8/01	018581AD0	16448	17000000	PRN	DEFINE
ALLIANCE ONE INTL INC	COM		018772103	15568	3475000	SH	DEFINE
ALLIANCE ONE INTL INC	COM		018772103	2693	601060	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT	LTD PARTN	01881G106	1703	62435	SH	DEFINE
ALLIANT ENERGY CORP	COM		018802108	35787	1285000	SH	DEFINE
ALLIANT ENERGY CORP	COM		018802108	45	1600	SH	DEFINE
ALLIED CAP CORP NEW	COM		01903Q108	47	15300	SH	DEFINE
ALLSCRIPT MISYS HEALTCAR SOL	COM		01988P108	28000	1381370	SH	DEFINE
ALLSCRIPT MISYS HEALTCAR SOL	COM		01988P108	424	20905	SH	DEFINE
ALLSTATE CORP	COM		020002101	2643	86300	SH	DEFINE
ALLSTATE CORP	COM		020002101	15543	507609	SH	DEFINE
ALLSTATE CORP	COM		020002101	8119	265151	SH	DEFINE
ALLSTATE CORP	COM		020002101	36	1160	SH	DEFINE
ALLSTATE CORP	COM		020002101	469	15320	SH	DEFINE
ALLSTATE CORP	COM		020002101	196	6400	SH	DEFINE
ALLSTATE CORP	COM		020002101	61	2000	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM		02076X102	5293	150800	SH	DEFINE
ALTERA CORP	COM		021441100	28220	1375900	SH	DEFINE
ALTERA CORP	COM		021441100	87	4245	SH	DEFINE
ALTERA CORP	COM		021441100	198	9650	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	5034	282644	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	674172	37853592	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	3391	190400	SH	DEFINE
ALZA CORP	SDCV	7/2022	261WAB5	13350	15000000	PRN	DEFINE
AMAZON COM INC	COM		023135106	63853	683940	SH	DEFINE
AMAZON COM INC	COM		023135106	6164	66020	SH	DEFINE
AMAZON COM INC	COM		023135106	8292	88820	SH	DEFINE
AMAZON COM INC	COM		023135106	1027	11000	SH	DEFINE
AMAZON COM INC	COM		023135106	2474	26500	SH	DEFINE
AMAZON COM INC	COM		023135106	259	2773	SH	DEFINE
AMAZON COM INC	COM		023135106	1354	14500	SH	DEFINE
AMB PROPERTY CORP	COM		00163T109	1212	52800	SH	DEFINE
AMB PROPERTY CORP	COM		00163T109	10592	461520	SH	DEFINE
AMB PROPERTY CORP	COM		00163T109	158	6900	SH	DEFINE
AMBAC FINL GROUP INC	COM		023139108	125	74600	SH	DEFINE
AMDOCS LTD	ORD		G02602103	316	11750	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMEREN CORP	COM	023608102	408525	16160000	SH	DEFINE
AMEREN CORP	COM	023608102	483	19115	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	14183	323600	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	26749	610288	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	5260	120000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	855	19500	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	24795	565700	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	429293	9794507	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	855	19500	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	4427	101000	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	11682	1650000	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	455176	14687850	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	5549	179065	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	62	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM	025537101	93	3000	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	11	350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	12708	374870	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	18275	539085	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8960	264320	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	3911	115360	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	641	18900	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	43765	1291012	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	1105	32610	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	281412	8301233	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	9893	291840	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	57	1690	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	202	4578	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	748	16957	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	7551	446300	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	1271	75100	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	3807	225000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	8454	499672	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/00	02744MAA6	2171	2048000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	82469	967950	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	6089	784700	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	141715	3893270	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	16375	449869	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	6006	165000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1056	29000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	2137	58700	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1110	30495	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1347	37000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	20253	1047210	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	41874	2100000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	658	32990	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	1105	30414	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	179	8000	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	1777	79380	SH	DEFINE
AMETEK INC NEW	COM	031100100	50043	1433470	SH	DEFINE
AMETEK INC NEW	COM	031100100	950	27211	SH	DEFINE
AMGEN INC	COM	031162100	109329	1815190	SH	DEFINE
AMGEN INC	COM	031162100	10561	175346	SH	DEFINE
AMGEN INC	COM	031162100	15	250	SH	DEFINE
AMGEN INC	COM	031162100	25365	421140	SH	DEFINE
AMGEN INC	COM	031162100	10856	180249	SH	DEFINE
AMGEN INC	COM	031162100	47917	795570	SH	DEFINE
AMGEN INC	COM	031162100	163142	2708654	SH	DEFINE
AMGEN INC	COM	031162100	4660	77364	SH	DEFINE
AMGEN INC	COM	031162100	3119	51780	SH	DEFINE
AMGEN INC	COM	031162100	955594	15865747	SH	DEFINE
AMGEN INC	COM	031162100	68254	1133225	SH	DEFINE
AMGEN INC	COM	031162100	205	3400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMR CORP	COM	001765106	15900	2000000	SH	DEFINE
AMR CORP	COM	001765106	2	288	SH	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	7675	672661	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	5577	88900	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	6102	97277	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	1232	468500	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	45124	1636100	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	186	6736	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	188	6812	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	6272	3625399	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	250969	6157237	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	128	3150	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	254	14000	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	834	45950	SH	DEFINE
ANSYS INC	COM	03662Q105	72999	1948200	SH	DEFINE
ANSYS INC	COM	03662Q105	1114	29741	SH	DEFINE
ANSYS INC	COM	03662Q105	2980	79528	SH	DEFINE
ANSYS INC	COM	03662Q105	817	21812	SH	DEFINE
AON CORP	COM	037389103	456	11200	SH	DEFINE
AON CORP	COM	037389103	41	1000	SH	DEFINE
AON CORP	COM	037389103	26934	661920	SH	DEFINE
AON CORP	COM	037389103	81412	2000793	SH	DEFINE
AON CORP	COM	037389103	1446	35525	SH	DEFINE
AON CORP	COM	037389103	1888	46410	SH	DEFINE
AON CORP	COM	037389103	15053	369943	SH	DEFINE
AON CORP	COM	037389103	51	1260	SH	DEFINE
APACHE CORP	COM	037411105	3416	37200	SH	DEFINE
APACHE CORP	COM	037411105	23912	260397	SH	DEFINE
APACHE CORP	COM	037411105	1001	10900	SH	DEFINE
APACHE CORP	COM	037411105	953	10375	SH	DEFINE
APACHE CORP	COM	037411105	624	6800	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	37723	2511550	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	1252	17000	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	41992	570000	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	127	1723	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	481	6526	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	2446	256086	SH	DEFINE
APPLE INC	COM	037833100	366597	1977640	SH	DEFINE
APPLE INC	COM	037833100	85886	463323	SH	DEFINE
APPLE INC	COM	037833100	6493	35025	SH	DEFINE
APPLE INC	COM	037833100	24	130	SH	DEFINE
APPLE INC	COM	037833100	927	5000	SH	DEFINE
APPLE INC	COM	037833100	345	1860	SH	DEFINE
APPLE INC	COM	037833100	2039	11000	SH	DEFINE
APPLE INC	COM	037833100	148	800	SH	DEFINE
APPLE INC	COM	037833100	838	4519	SH	DEFINE
APPLE INC	COM	037833100	1020	5500	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	44251	2091250	SH	DEFINE
APPLIED MATLS INC	COM	038222105	1179	87990	SH	DEFINE
APTARGROUP INC	COM	038336103	25687	687550	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	966	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	6219	167454	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/10	103938LAK0	26022	18000000	PRN	DEFINE
ARCH CAPITAL GROUP LTD	ORD	G0450A105	1371	20300	SH	DEFINE
ARCH CAPITAL GROUP LTD	ORD	G0450A105	1067	15800	SH	DEFINE
ARCH COAL INC	COM	039380100	8281	374200	SH	DEFINE
ARCH COAL INC	COM	039380100	4	200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	3693	126375	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	15960	400000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	5185	283000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	178	9700	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	504	27500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ARGO GROUP INTL HLDGS LTD	COM	G0464B107	9276	275412	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	410	184800	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	SHS	G0474B105	305	417900	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	14970	500000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	27568	800000	SH	DEFINE
ARQULE INC	COM	04269E107	2842	626000	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	3452	122620	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1217	43220	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	4589	1188928	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	1205	312180	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3521	912300	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3566	924378	SH	DEFINE
ARYX THERAPEUTICS INC	COM	043387109	1095	350000	SH	DEFINE
ASHLAND INC NEW	COM	044209104	15166	350900	SH	DEFINE
ASHLAND INC NEW	COM	044209104	46	1066	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	1943	65700	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	509	17210	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	51133	1931750	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	4491	169680	SH	DEFINE
ASSURANT INC	COM	04621X108	25670	800700	SH	DEFINE
ASSURANT INC	COM	04621X108	27764	866000	SH	DEFINE
ASSURANT INC	COM	04621X108	209	6524	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	7207	371122	SH	DEFINE
ASTEC INDS INC	COM	046224101	8628	338750	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	333	30153	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	2466	54867	SH	DEFINE
AT&T INC	COM	00206R102	554397	20525619	SH	DEFINE
AT&T INC	COM	00206R102	51214	1896117	SH	DEFINE
AT&T INC	COM	00206R102	127	4700	SH	DEFINE
AT&T INC	COM	00206R102	24	906	SH	DEFINE
AT&T INC	COM	00206R102	20318	751404	SH	DEFINE
AT&T INC	COM	00206R102	32208	1192434	SH	DEFINE
AT&T INC	COM	00206R102	3033	112293	SH	DEFINE
AT&T INC	COM	00206R102	751	27820	SH	DEFINE
AT&T INC	COM	00206R102	90811	3362110	SH	DEFINE
AT&T INC	COM	00206R102	9698	359070	SH	DEFINE
AT&T INC	COM	00206R102	48	1780	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	38657	1007450	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	1672	43570	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	2314	60300	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	468	12194	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	7940	299270	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	785	29600	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	2144	80800	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	10011	187411	SH	DEFINE
ATMEL CORP	COM	049513104	45	10800	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	41784	1482750	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1268	45000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	25	900	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	26624	754850	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	85	2400	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	4392	1000000	SH	DEFINE
AUTODESK INC	COM	052769106	47098	1978900	SH	DEFINE
AUTODESK INC	COM	052769106	4093	171990	SH	DEFINE
AUTODESK INC	COM	052769106	5236	220000	SH	DEFINE
AUTODESK INC	COM	052769106	785	33000	SH	DEFINE
AUTODESK INC	COM	052769106	1752	73600	SH	DEFINE
AUTODESK INC	COM	052769106	150	6317	SH	DEFINE
AUTODESK INC	COM	052769106	1035	43500	SH	DEFINE
AUTOLIV INC	COM	052800109	37995	1130800	SH	DEFINE
AUTOLIV INC	COM	052800109	87	2585	SH	DEFINE
AUTOLIV INC	COM	052800109	580	17260	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AUTOLIV INC	UNIT	99/99/9999	052800208	9552	200000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM		053015103	27510	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM		053015103	10491	266955	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM		053015103	165	4210	SH	OTHER
AVAGO TECHNOLOGIES LTD	SHS		Y0486S104	22951	1344500	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS		Y0486S104	1286	75320	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS		Y0486S104	46	2700	SH	DEFINE
AVALONBAY CMNTYS INC	COM		053484101	173	2372	SH	DEFINE
AVALONBAY CMNTYS INC	COM		053484101	186	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM		053484101	1924	26449	SH	DEFINE
AVALONBAY CMNTYS INC	COM		053484101	16313	224301	SH	DEFINE
AVALONBAY CMNTYS INC	COM		053484101	256	3526	SH	DEFINE
AVERY DENNISON CORP	COM		053611109	17177	477000	SH	DEFINE
AVERY DENNISON CORP	COM		053611109	11	300	SH	DEFINE
AVISTA CORP	COM		05379B107	15375	760400	SH	DEFINE
AVON PRODS INC	COM		054303102	15165	446564	SH	DEFINE
AVON PRODS INC	COM		054303102	16445	484257	SH	DEFINE
AVON PRODS INC	COM		054303102	51156	1506358	SH	DEFINE
AXA	SPONSORED ADR		054536107	223	8252	SH	DEFINE
AXA	SPONSORED ADR		054536107	19627	731720	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS		G0692U109	1181	39140	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS		G0692U109	3128	103630	SH	DEFINE
BAIDU INC	SPON ADR REP A		056752108	11966	30600	SH	DEFINE
BAIDU INC	SPON ADR REP A		056752108	1884	4817	SH	DEFINE
BAKER HUGHES INC	COM		057224107	3874	90800	SH	DEFINE
BAKER HUGHES INC	COM		057224107	365	8546	SH	DEFINE
BAKER HUGHES INC	COM		057224107	68474	1605101	SH	DEFINE
BALDWIN & LYONS INC	CL B		057755209	6774	288875	SH	DEFINE
BALL CORP	COM		058498106	433	8800	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW		059460303	389111	19563165	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW		059460303	21381	1074954	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW		059460303	2734	137478	SH	DEFINE
BANCO LATINOAMERICANO DE COM	SHS E		P16994132	11251	791240	SH	DEFINE
BANK HAWAII CORP	COM		062540109	249	6000	SH	DEFINE
BANK MONTREAL QUE	COM		063671101	30	600	SH	DEFINE
BANK MONTREAL QUE	COM		063671101	566	11184	SH	DEFINE
BANK MONTREAL QUE	COM		063671101	116875	2309605	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM		064149107	64	1400	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM		064149107	547	12006	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM		064149107	249321	5457687	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	1665	98400	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	938164	55447018	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	4313	254934	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	70691	4177971	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	1895	111986	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	2977	175974	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	9612	568090	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	61742	3649081	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	1048	61960	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	52529	3104543	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	9886	584275	SH	DEFINE
BANK OF AMERICA CORPORATION	COM		060505104	42	2460	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	2598	89600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	947	32670	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	19994	689686	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	622	21450	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	12086	416910	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	5176	178540	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	26736	922233	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	83081	2865847	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	1850	63831	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM		064058100	2345	80890	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BANK OF NEW YORK MELLON CORP	COM	064058100	49088	1693269	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	32956	1136809	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	96	3310	SH	DEFINE
BANRO CORP	COM	066800103	12951	4857000	SH	DEFINE
BANRO CORP	-W EXP 09/17/201	066800111	660	600000	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	30	1250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	1480	62585	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	2173	91930	SH	DEFINE
BARD C R INC	COM	067383109	80733	1027010	SH	DEFINE
BARD C R INC	COM	067383109	1832	23303	SH	DEFINE
BARD C R INC	COM	067383109	1132	14398	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	9104	765314	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	8322	253800	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	416	12700	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	1167	35600	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3944	120350	SH	DEFINE
BARRETT BILL CORP	NOTE 5.000% 3/1	06846NAA2	261	275000	PRN	DEFINE
BARRICK GOLD CORP	COM	067901108	116963	3086083	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	563	14849	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	20574	543050	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	26178	690961	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	2722	635900	SH	DEFINE
BAXTER INTL INC	COM	071813109	78452	1376100	SH	DEFINE
BAXTER INTL INC	COM	071813109	4775	83756	SH	DEFINE
BAXTER INTL INC	COM	071813109	13	220	SH	DEFINE
BAXTER INTL INC	COM	071813109	239	4190	SH	DEFINE
BAXTER INTL INC	COM	071813109	604	10600	SH	DEFINE
BAXTER INTL INC	COM	071813109	68	1200	SH	DEFINE
BAXTER INTL INC	COM	071813109	266	4658	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	18	825	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	28398	1286388	SH	DEFINE
BB&T CORP	COM	054937107	206	7560	SH	DEFINE
BCE INC	COM NEW	05534B760	300	12166	SH	DEFINE
BCE INC	COM NEW	05534B760	65229	2644650	SH	DEFINE
BE AEROSPACE INC	COM	073302101	3520	174800	SH	DEFINE
BE AEROSPACE INC	COM	073302101	572	28400	SH	DEFINE
BE AEROSPACE INC	COM	073302101	1593	79100	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	393	5700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	187184	2683638	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	15191	217794	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	907	13000	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	166588	2388364	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	2114	30310	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	91	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	289	7700	SH	DEFINE
BEMIS INC	COM	081437105	76859	2966389	SH	DEFINE
BEMIS INC	COM	081437105	4804	185425	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	89375	4965300	SH	DEFINE
BERKLEY W R CORP	COM	084423102	8186	323800	SH	DEFINE
BERKLEY W R CORP	COM	084423102	865	34228	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1111	11	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	18584	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4242	42	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	404707	4007	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	27833	8376	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	24810	7466	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	33	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	542543	163269	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	33	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	549	165	SH	DEFINE
BEST BUY INC	COM	086516101	16445	438300	SH	DEFINE
BEST BUY INC	COM	086516101	15207	405301	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BEST BUY INC	COM	086516101	638	17000	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/1	1086516AF8	16680	16000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	6620	100293	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	20	300	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	12122	220000	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	8	147	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	2151	39040	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	10685	706757	SH	DEFINE
BIG LOTS INC	COM	089302103	17672	706300	SH	DEFINE
BIODEL INC	COM	09064M105	1173	218500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	6388	1784400	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	35865	709922	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1176	23280	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	8547	169180	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2300	45520	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	3559	70450	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	13852	274196	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	938	18566	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	966	19120	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	829	16410	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6297	124640	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	52221	2888320	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	893	49410	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	2339	129380	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	556	30760	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	10841	10300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	1761	55000	SH	DEFINE
BIOVAIL CORP	COM	09067J109	151	9770	SH	DEFINE
BIOVAIL CORP	COM	09067J109	68	4400	SH	DEFINE
BIOVAIL CORP	COM	09067J109	65423	4237740	SH	DEFINE
BIOVAIL CORP	COM	09067J109	2313	149818	SH	DEFINE
BIOVAIL CORP	COM	09067J109	616	39900	SH	DEFINE
BIOVAIL CORP	COM	09067J109	60743	3934490	SH	DEFINE
BIOVAIL CORP	COM	09067J109	17903	1159600	SH	DEFINE
BJ SVCS CO	COM	055482103	847	43590	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	1585	34250	SH	DEFINE
BLACKROCK INC	COM	09247X101	108769	501650	SH	DEFINE
BLACKROCK INC	COM	09247X101	10549	48652	SH	DEFINE
BLACKROCK INC	COM	09247X101	2542	11725	SH	DEFINE
BLACKROCK INC	COM	09247X101	477	2200	SH	DEFINE
BLACKROCK INC	COM	09247X101	295	1362	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	167	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	147	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	528	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	614	33400	SH	DEFINE
BLOCK H & R INC	COM	093671105	41847	2276788	SH	DEFINE
BMB MUNAI INC	COM	09656A105	94	97749	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	373	9930	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	4307	173512	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	1215	48960	SH	DEFINE
BOEING CO	COM	097023105	65844	1215960	SH	DEFINE
BOEING CO	COM	097023105	9927	183328	SH	DEFINE
BOEING CO	COM	097023105	19	350	SH	DEFINE
BOEING CO	COM	097023105	1582	28778	SH	DEFINE
BOEING CO	COM	097023105	92	1700	SH	DEFINE
BOEING CO	COM	097023105	1922	35490	SH	DEFINE
BORGWARNER INC	COM	099724106	41273	1363930	SH	DEFINE
BORGWARNER INC	COM	099724106	1775	58655	SH	DEFINE
BORGWARNER INC	COM	099724106	1111	36700	SH	DEFINE
BORGWARNER INC	COM	099724106	646	21335	SH	DEFINE
BORGWARNER INC	NOTE 3.500% 4/10	099724AF3	8252	6750000	PRN	DEFINE
BOSTON PROPERTIES INC	COM	101121101	315	4800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BOSTON PROPERTIES INC	COM	101121101	66	1000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	3723	56800	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	32137	490263	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	492	7500	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	182	17203	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2775	262024	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	7713	728340	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	9426	890124	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	949	89620	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	645	60950	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	270845	25575501	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	11647	1099840	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	8884	688704	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1304	101100	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	3416	264800	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	14799	1147523	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	18641	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	47669	895537	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	4265	80131	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20360	381854	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	10	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20325	381840	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	1	15	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	7703	103187	SH	DEFINE
BRADY CORP	CL A	104674106	171043	5955552	SH	DEFINE
BRADY CORP	CL A	104674106	57	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	267	8538	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	24909	1283300	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	7	365	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	102	4520	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	16406	728494	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2440	108359	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	20587	914171	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	87329	3877831	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	1902	84476	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3383	150200	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	236053	10481920	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	24119	1070992	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	67	2980	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	60675	2043608	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	413	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	21	330	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	5379	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	13728	375749	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	281	13958	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	728	36200	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	48	2100	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	123027	5386655	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	33896	663720	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	30	625	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	115799	2401467	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	24784	3090274	SH	DEFINE
BRUNSWICK CORP	COM	117043109	22840	1906500	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	259	5352	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	36966	888400	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	487	11700	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	1352	32500	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	470	11295	SH	DEFINE
BUNGE LIMITED	COM	G16962105	5534	88394	SH	DEFINE
BUNGE LIMITED	COM	G16962105	25037	399890	SH	DEFINE
BUNGE LIMITED	COM	G16962105	13811	220582	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	14201	807320	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BURGER KING HLDGS INC	COM	121208201	18	1000	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	36	2070	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	374	21250	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	215	12200	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	28100	352000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	32792	410772	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	111300	1927265	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1305	22600	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	814	14100	SH	DEFINE
CA INC	COM	12673P105	249	11336	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1086	45725	SH	DEFINE
CABOT CORP	COM	127055101	27281	1180500	SH	DEFINE
CABOT CORP	COM	127055101	233	10065	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	4830	94309	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	16743	327621	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	366	49900	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	350	47691	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	16632	2265978	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	103	14080	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	4126	562109	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	57	7800	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	5966	539463	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	620	56095	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1740	157310	SH	DEFINE
CAE INC	COM	124765108	2481	293396	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	8838	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	11449	732860	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	7268	955000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	151	19900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	55	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	830	20600	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	7224	179250	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	109	2700	SH	DEFINE
CAMECO CORP	COM	13321L108	484	17425	SH	DEFINE
CAMECO CORP	COM	13321L108	12096	435650	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	66756	1765100	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	38	1000	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	819	21648	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	383	11751	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	54	800	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	339	5040	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	175233	2592230	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	24549	501100	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	7722	157633	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	64	1300	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	156622	3173145	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	23375	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	1903	40711	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	14835	316817	SH	DEFINE
CANON INC	ADR	138006309	3916	97923	SH	DEFINE
CANON INC	ADR	138006309	4114	102886	SH	DEFINE
CAPE BANCORP INC	COM	139209100	31	4000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2033	264663	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	40944	608020	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	1437	21340	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	3805	56500	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	509	7553	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	93924	2628702	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	348	9740	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1530	352620	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	140	32200	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	0	110	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CAPITALSOURCE INC	DBCV	4.000%	7/114055XAE2	9818	11500000	PRN	DEFINE
CARBO CERAMICS INC	COM		140781105	3547	68800	SH	DEFINE
CARBO CERAMICS INC	COM		140781105	4	81	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	8040	300000	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	394	14709	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	2709	101100	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	903	33700	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	1090	40690	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW		14159U202	3230	745928	SH	DEFINE
CAREER EDUCATION CORP	COM		141665109	265	10875	SH	DEFINE
CAREFUSION CORP	COM		14170T101	3270	150000	SH	DEFINE
CAREFUSION CORP	COM		14170T101	193	8849	SH	DEFINE
CAREFUSION CORP	COM		14170T101	1102	50550	SH	DEFINE
CAREFUSION CORP	COM		14170T101	327	14990	SH	DEFINE
CAREFUSION CORP	COM		14170T101	444	20345	SH	DEFINE
CARLISLE COS INC	COM		142339100	102018	3008494	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	35443	1065000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	64	1920	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	4638	139350	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	6158	185022	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	546	16420	SH	DEFINE
CARNIVAL CORP	DBCV	2.000%	4/1143658AN2	29356	27500000	PRN	DEFINE
CASELLA WASTE SYS INC	CL A		147448104	9357	3181187	SH	DEFINE
CASEYS GEN STORES INC	COM		147528103	40595	1293650	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM		14888B103	336	11530	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	30213	588600	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	10459	203752	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	1050	20100	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	942	18357	SH	DEFINE
CATO CORP NEW	CL A		149205106	8116	400000	SH	DEFINE
CAVIUM NETWORKS INC	COM		14965A101	7930	369340	SH	DEFINE
CAVIUM NETWORKS INC	COM		14965A101	43	2000	SH	DEFINE
CBL & ASSOC PPTYS INC	COM		124830100	184	19000	SH	DEFINE
CBL & ASSOC PPTYS INC	COM		124830100	1570	161900	SH	DEFINE
CBL & ASSOC PPTYS INC	COM		124830100	25	2600	SH	DEFINE
CBS CORP NEW	CL B		124857202	12583	1044230	SH	DEFINE
CBS CORP NEW	CL B		124857202	93	7699	SH	DEFINE
CBS CORP NEW	CL B		124857202	21	1770	SH	DEFINE
CBS CORP NEW	CL B		124857202	288	23880	SH	DEFINE
CBS CORP NEW	CL B		124857202	112	9300	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	49	800	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	519	8512	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	177755	2908764	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	1613	64500	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	63253	2530100	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	613	24502	SH	DEFINE
CELANESE CORP DEL	PFD	4.25% CONV	150870202	16776	514700	SH	DEFINE
CELANESE CORP DEL	PFD	4.25% CONV	150870202	1041	31950	SH	DEFINE
CELESTICA INC	SUB	VTG SHS	15101Q108	1676	175800	SH	DEFINE
CELGENE CORP	COM		151020104	162253	2902530	SH	DEFINE
CELGENE CORP	COM		151020104	68661	1228275	SH	DEFINE
CELGENE CORP	COM		151020104	45	800	SH	OTHER
CELGENE CORP	COM		151020104	8301	148500	SH	DEFINE
CELGENE CORP	COM		151020104	27	480	SH	DEFINE
CELGENE CORP	COM		151020104	1006	18000	SH	DEFINE
CELGENE CORP	COM		151020104	310	5550	SH	DEFINE
CELGENE CORP	COM		151020104	2286	40900	SH	DEFINE
CELGENE CORP	COM		151020104	145	2600	SH	DEFINE
CELGENE CORP	COM		151020104	459	8217	SH	DEFINE
CELGENE CORP	COM		151020104	1286	23000	SH	DEFINE
CEMEX SAB DE CV	SPON	ADR NEW	151290889	253	19572	SH	DEFINE
CEMEX SAB DE CV	SPON	ADR NEW	151290889	1253	97020	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CENTERPOINT ENERGY INC	COM	15189T107	130807	10523500	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	12	1000	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	14	1100	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	169	13600	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	78	6300	SH	DEFINE
CENTRAL EUROPEAN DIST CORP	COM	153435102	962	29373	SH	DEFINE
CENTURYTEL INC	COM	156700106	9770	290767	SH	DEFINE
CEPHALON INC	COM	156708109	14717	252700	SH	DEFINE
CEPHALON INC	NOTE	2.500% 5/0156708AR0	15844	15000000	PRN	DEFINE
CERNER CORP	COM	156782104	56668	757600	SH	DEFINE
CERNER CORP	COM	156782104	1294	17295	SH	DEFINE
CERNER CORP	COM	156782104	559	7471	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	873	10125	SH	DEFINE
CGI GROUP INC	CL A SUB VTG	39945C109	21664	1848625	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	25532	5200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	119	4180	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	11273	397640	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2544	89740	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	44240	1560486	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2515	88730	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	24105	853507	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	347	12230	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	155464	5483748	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	193991	6842702	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	968	385600	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	29588	1357859	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2391	84200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	6	200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	4031	141933	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	17411	613060	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	59741	2103546	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3148	110860	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	446	15700	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	103	3630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	43965	624240	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	35495	503978	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	19508	276980	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6395	90801	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	25100	356113	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	87478	1242050	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	3079	43711	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5906	83860	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	195440	2774950	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	15475	219720	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	159	2260	SH	DEFINE
CHICOPEE BANCORP INC	COM	168565109	3787	286714	SH	DEFINE
CHICOS FAS INC	COM	168615102	54807	4215900	SH	DEFINE
CHICOS FAS INC	COM	168615102	56298	4330626	SH	DEFINE
CHIMERA INVT CORP	COM	16934Q109	1627	426000	SH	DEFINE
CHINA DIGITAL TV HLDG CO LTD	SPONSORED ADR	16938G107	87	12100	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	348	5300	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1	20	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	14054	286183	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10	200	SH	OTHER
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	123	2500	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	5077	103142	SH	DEFINE
CHINA SEC & SURVE TECH INC	COM	16942J105	13185	1846700	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	807	51025	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	23720	499282	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	38593	815930	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	33273	342840	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	214	2210	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHIPOTLE MEXICAN GRILL INC	CL B	169656204	15737	189100	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	653	7850	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	1448	17400	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	673	8082	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	27185	4015550	SH	DEFINE
CHUBB CORP	COM	171232101	20063	398000	SH	DEFINE
CHUBB CORP	COM	171232101	15483	307136	SH	DEFINE
CHUBB CORP	COM	171232101	50	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	977	54130	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	130	7224	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	27	1501	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	16306	903865	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	6	330	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	112440	6232801	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	22416	1242552	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	726	12790	SH	DEFINE
CIGNA CORP	COM	125509109	1310	46649	SH	DEFINE
CIGNA CORP	COM	125509109	878	31255	SH	DEFINE
CIGNA CORP	COM	125509109	2655	94500	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	12210	469800	SH	DEFINE
CINTAS CORP	COM	172908105	43313	1428998	SH	DEFINE
CINTAS CORP	COM	172908105	212	7000	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	15126	535250	SH	DEFINE
CISCO SYS INC	COM	17275R102	215943	9173430	SH	DEFINE
CISCO SYS INC	COM	17275R102	68665	2916943	SH	DEFINE
CISCO SYS INC	COM	17275R102	52	2200	SH	OTHER
CISCO SYS INC	COM	17275R102	2112	89720	SH	DEFINE
CISCO SYS INC	COM	17275R102	26080	1107900	SH	DEFINE
CISCO SYS INC	COM	17275R102	7300	310100	SH	DEFINE
CISCO SYS INC	COM	17275R102	42237	1794250	SH	DEFINE
CISCO SYS INC	COM	17275R102	521	22140	SH	DEFINE
CISCO SYS INC	COM	17275R102	140512	5969059	SH	DEFINE
CISCO SYS INC	COM	17275R102	3635	154408	SH	DEFINE
CISCO SYS INC	COM	17275R102	994	42230	SH	DEFINE
CISCO SYS INC	COM	17275R102	526716	22375358	SH	DEFINE
CISCO SYS INC	COM	17275R102	52273	2220608	SH	DEFINE
CISCO SYS INC	COM	17275R102	191	8120	SH	DEFINE
CITIGROUP INC	COM	172967101	457	94500	SH	DEFINE
CITIGROUP INC	COM	172967101	164457	33978686	SH	DEFINE
CITIGROUP INC	COM	172967101	354	73070	SH	DEFINE
CITRIX SYS INC	COM	177376100	36751	936800	SH	DEFINE
CITRIX SYS INC	COM	177376100	368	9380	SH	DEFINE
CITRIX SYS INC	COM	177376100	510	13011	SH	DEFINE
CLARCOR INC	COM	179895107	3758	119818	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	4827	85800	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1255	22300	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	3471	61700	SH	DEFINE
CLECO CORP NEW	COM	12561W105	25080	1000000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	5223	161400	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	66	2050	SH	DEFINE
CLOROX CO DEL	COM	189054109	56856	966610	SH	DEFINE
CLOROX CO DEL	COM	189054109	4767	81042	SH	DEFINE
CLOROX CO DEL	COM	189054109	935	15891	SH	DEFINE
CME GROUP INC	COM	12572Q105	6164	20000	SH	DEFINE
CME GROUP INC	COM	12572Q105	1191	3865	SH	DEFINE
CME GROUP INC	COM	12572Q105	565	1834	SH	DEFINE
CMS ENERGY CORP	COM	125896100	12730	950000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	13400	1000000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	20	1500	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/	1125896BD1	86156	7500000	PRN	DEFINE
CNA FINL CORP	COM	126117100	1072	44425	SH	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	23823	1394800	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CNINSURE INC	SPONSORED ADR	18976M103	14837	646220	SH	DEFINE
COACH INC	COM	189754104	8702	264349	SH	DEFINE
COAST DISTR SYS	COM	190345108	242	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	875	540000	SH	DEFINE
COCA COLA CO	COM	191216100	25996	484100	SH	DEFINE
COCA COLA CO	COM	191216100	28969	539461	SH	DEFINE
COCA COLA CO	COM	191216100	1010	18718	SH	DEFINE
COCA COLA CO	COM	191216100	1917	35698	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	19	400	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	1992	41410	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	13469	1191342	SH	DEFINE
COHERENT INC	COM	192479103	4314	185000	SH	DEFINE
COHERENT INC	COM	192479103	334	14325	SH	DEFINE
COHERENT INC	COM	192479103	898	38500	SH	DEFINE
COHERENT INC	COM	192479103	16988	728628	SH	DEFINE
COHU INC	COM	192576106	28589	2108350	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	10974	143865	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	31	400	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	348	4564	SH	DEFINE
COLUMBIA BKG SYS INC	COM	197236102	4965	300000	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1277	75610	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1111	65785	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	795	47090	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	703	39950	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1244	73651	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	8789	520390	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	7494	443700	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	490	30490	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1010	62830	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	362787	22561364	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	19425	1208030	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3248	202010	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	43717	2718688	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	588	36570	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	688966	42846162	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	25547	1588746	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	121	7530	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	18885	1055000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	4	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	72283	2263809	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	838	26250	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	281768	8824565	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	2235	70000	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	978	30634	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	420	27600	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	588	38690	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	405	13240	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	10053	292745	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	62250	1767972	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	66413	1886200	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	3131	173836	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	504	28000	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	1394	77400	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	11550	278915	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	52710	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1189	22561	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	307	14150	SH	DEFINE
CONCHO RES INC	COM	20605P101	77026	2120740	SH	DEFINE
CONCHO RES INC	COM	20605P101	973	26781	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	71652	1802085	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1055	26541	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1789	45000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CONCUR TECHNOLOGIES INC	COM	206708109	687	17281	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1490	33000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	499407	11058610	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	18840	417181	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	39	860	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	8496	187903	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	149	3300	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1516	33570	SH	DEFINE
CONSECO INC	COM NEW	208464883	38513	7321947	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	8174	181200	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	1145	25375	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	305003	7450000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1072	26173	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	14543	355230	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1491	36417	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	10804	263910	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	603	39779	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	64624	1996402	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	107	3300	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	214811	6636114	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	23	700	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	222	6850	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	97	3000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	16440	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1328	80800	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1302	120600	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	25013	638560	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	39	1000	SH	DEFINE
CON-WAY INC	COM	205944101	1250	32620	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	264	5925	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	57334	1288692	SH	DEFINE
COPART INC	COM	217204106	23755	715300	SH	DEFINE
COPART INC	COM	217204106	7	200	SH	DEFINE
COPART INC	COM	217204106	446	13435	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	56840	1993000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	3027	106150	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	856	30000	SH	DEFINE
CORNING INC	COM	219350105	6617	432230	SH	DEFINE
CORNING INC	COM	219350105	17343	1132802	SH	DEFINE
CORNING INC	COM	219350105	1049	68500	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	900	24400	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	7830	212300	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	122	3300	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	3601	1773019	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	2768	49033	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	30813	545751	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	23	400	SH	OTHER
COSTCO WHSL CORP NEW	COM	22160K105	138	2450	SH	DEFINE
COTT CORP	COM	22163N106	211	28800	SH	DEFINE
COURIER CORP	COM	222660102	4249	280440	SH	DEFINE
COVANCE INC	COM	222816100	21163	390820	SH	DEFINE
COVANCE INC	COM	222816100	2173	40125	SH	DEFINE
COVANCE INC	COM	222816100	23	430	SH	DEFINE
COVANCE INC	COM	222816100	219	4050	SH	DEFINE
COVANCE INC	COM	222816100	125	2300	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	549	27500	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	28	1400	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	18308	423202	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1990	46007	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	14950	345593	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	6259	144672	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	10127	234102	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COVIDIEN PLC	SHS	G2554F105	34944	807760	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1327	30671	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1331	30760	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	524145	12116147	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	18173	420077	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	94	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	95380	1226590	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	487	8750	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	540	9700	SH	DEFINE
CREE INC	COM	225447101	2394	65150	SH	DEFINE
CRH PLC	ADR	12626K203	9700	349825	SH	DEFINE
CSX CORP	COM	126408103	618	14769	SH	DEFINE
CTC MEDIA INC	COM	12642X106	73356	4666437	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	887	15080	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	2511	42696	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	310	6000	SH	DEFINE
CUMMINS INC	COM	231021106	646	14425	SH	DEFINE
CURIS INC	COM	231269101	2881	1231300	SH	DEFINE
CVB FINL CORP	COM	126600105	1328	175000	SH	DEFINE
CVR ENERGY INC	COM	12662P108	4409	354400	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	120777	3379324	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	23481	656995	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	143	4000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	1305	36500	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	664482	18592108	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	9484	265350	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3902	109190	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	671	18780	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	5287	147923	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	569	15923	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1466	41010	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	137320	3842190	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	11938	334024	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	27	760	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	3337	200200	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	1164	69800	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	1495	89700	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	1748	213900	SH	DEFINE
CYTEC INDS INC	COM	232820100	1054	32460	SH	DEFINE
CYTEC INDS INC	COM	232820100	10782	332046	SH	DEFINE
D R HORTON INC	COM	23331A109	60473	5300000	SH	DEFINE
D R HORTON INC	COM	23331A109	132	11573	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	3103	61680	SH	DEFINE
DANAHER CORP DEL	COM	235851102	99667	1480500	SH	DEFINE
DANAHER CORP DEL	COM	235851102	20337	302092	SH	DEFINE
DANAHER CORP DEL	COM	235851102	6241	92700	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1077	16000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	2356	35000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	942	13991	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1346	20000	SH	DEFINE
DANVERS BANCORP INC	COM	236442109	719	52901	SH	DEFINE
DAVITA INC	COM	23918K108	64175	1133030	SH	DEFINE
DAVITA INC	COM	23918K108	24	420	SH	DEFINE
DAVITA INC	COM	23918K108	904	15968	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	5200	275000	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1493	83900	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	169	9500	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	638	35845	SH	DEFINE
DEERE & CO	COM	244199105	4292	100000	SH	DEFINE
DEERE & CO	COM	244199105	1991	46378	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	507	43778	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	4	357	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DELL INC	COM	24702R101	16969	1111990	SH	DEFINE
DELL INC	COM	24702R101	1258	82419	SH	DEFINE
DELL INC	COM	24702R101	358928	23520843	SH	DEFINE
DELL INC	COM	24702R101	18530	1214290	SH	DEFINE
DELL INC	COM	24702R101	3128	204980	SH	DEFINE
DELL INC	COM	24702R101	560	36720	SH	DEFINE
DELL INC	COM	24702R101	25585	1676595	SH	DEFINE
DELL INC	COM	24702R101	881	57760	SH	DEFINE
DELL INC	COM	24702R101	12061	790360	SH	DEFINE
DELL INC	COM	24702R101	3436	225190	SH	DEFINE
DELL INC	COM	24702R101	53	3480	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	306	34183	SH	DEFINE
DELTA APPAREL INC	COM	247368103	6400	800000	SH	DEFINE
DENDREON CORP	COM	24823Q107	16634	594300	SH	DEFINE
DENDREON CORP	COM	24823Q107	326	11657	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	442	12800	SH	DEFINE
DEPOMED INC	COM	249908104	86	19749	SH	DEFINE
DESCARTES SYS GROUP INC	COM	249906108	3384	613700	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	574	7400	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	63	815	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	402934	5201303	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	6	661	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	359	38803	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	2885	312188	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	49	5290	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2532	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	100500	1492650	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	26109	387771	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	902	13400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	29	430	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	302	4480	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	128	1900	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	299	4441	SH	DEFINE
DEXCOM INC	COM	252131107	5419	683300	SH	DEFINE
DEXCOM INC	COM	252131107	879	110900	SH	DEFINE
DEXCOM INC	COM	252131107	2345	295700	SH	DEFINE
DHT MARITIME INC	COM	Y2065G105	1552	412700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	25641	417000	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	26021	423176	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	80	1300	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	1168	19000	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	16	260	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	8016	130270	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	61	1000	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2093	34030	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	439	4600	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	948	9925	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	35834	1599730	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	40	1800	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	649	28987	SH	DEFINE
DIEBOLD INC	COM	253651103	7124	216350	SH	DEFINE
DIEBOLD INC	COM	253651103	97	2950	SH	DEFINE
DIEBOLD INC	COM	253651103	63	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	1720	201646	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	7729	169080	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	1019	22300	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	8648	189200	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	128	2800	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	6630	296400	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	570	25500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	1566	70000	SH	DEFINE
DILLARDS INC	CL A	254067101	9870	700000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DIONEX CORP	COM	254546104	16243	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	19367	702200	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1831	66404	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	36	1300	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	597	21651	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	151	5460	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	39347	1426649	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3492	126600	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	431	26563	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	0	25	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	974	50550	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	69106	2516602	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	39087	1423405	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	124	4502	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	7256	264240	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	114	4140	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	43724	1592270	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	141	5120	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	197483	7191656	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	7814	284550	SH	DEFINE
DIVX INC	COM	255413106	2625	480800	SH	DEFINE
DIVX INC	COM	255413106	422	77300	SH	DEFINE
DIVX INC	COM	255413106	1417	259600	SH	DEFINE
DIVX INC	COM	255413106	2309	422420	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1478	480000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	10971	287270	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1536	40225	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	494730	14340000	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	3863	111958	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	131347	3729320	SH	DEFINE
DONALDSON INC	COM	257651109	33146	957156	SH	DEFINE
DOVER CORP	COM	260003108	147218	3798196	SH	DEFINE
DOVER CORP	COM	260003108	2529	65243	SH	DEFINE
DOVER CORP	COM	260003108	16	400	SH	OTHER
DOVER CORP	COM	260003108	31	800	SH	DEFINE
DOW CHEM CO	COM	260543103	3407	130700	SH	DEFINE
DOW CHEM CO	COM	260543103	6272	240576	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	68	2358	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	14	498	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	625219	21746747	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	7146	248561	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	39296	1366800	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	114918	3997162	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2938	102197	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	311	10830	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1551	53945	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	37677	1310495	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	65	2270	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	3912	125900	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	62	2000	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	6060	279400	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	3054	140800	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	451	20800	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	1225	56500	SH	DEFINE
DRIL-QUIP INC	COM	262037104	14601	294130	SH	DEFINE
DRIL-QUIP INC	COM	262037104	506	10200	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1375	27700	SH	DEFINE
DRIL-QUIP INC	COM	262037104	471	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	80	12000	SH	DEFINE
DST SYS INC DEL	COM	233326107	85	1900	SH	DEFINE
DST SYS INC DEL	COM	233326107	40085	894761	SH	DEFINE
DTE ENERGY CO	COM	233331107	1114	31700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DTE ENERGY CO	COM	233331107	182218	5185500	SH	DEFINE
DTE ENERGY CO	COM	233331107	226	6435	SH	DEFINE
DTS INC	COM	23335C101	539	19700	SH	DEFINE
DTS INC	COM	23335C101	1468	53600	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	770	23970	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	30887	961010	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	12258	381390	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	32440	1009345	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1289	40096	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	2159	67180	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	55317	1721120	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	8856	275552	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	4272	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	2212	117000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	702004	44600000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	10161	645582	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	63	4000	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	126	8000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	720	45044	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	1051	66765	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	76790	6393800	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	19	1600	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	9189	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	318	4218	SH	DEFINE
E M C CORP MASS	COM	268648102	28495	1672240	SH	DEFINE
E M C CORP MASS	COM	268648102	25574	1500828	SH	DEFINE
E M C CORP MASS	COM	268648102	1695	99500	SH	DEFINE
E M C CORP MASS	COM	268648102	22	1310	SH	DEFINE
E M C CORP MASS	COM	268648102	354	20750	SH	DEFINE
E M C CORP MASS	COM	268648102	133	7800	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	12363	10000000	PRN	DEFINE
EASTMAN KODAK CO	COM	277461109	1	150	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	81302	17008742	SH	DEFINE
EATON CORP	COM	278058102	4108	72600	SH	DEFINE
EATON CORP	COM	278058102	3142	55514	SH	DEFINE
EATON CORP	COM	278058102	3452	61000	SH	DEFINE
EBAY INC	COM	278642103	1	50	SH	DEFINE
EBAY INC	COM	278642103	11108	470463	SH	DEFINE
ECOLAB INC	COM	278865100	133894	2896240	SH	DEFINE
ECOLAB INC	COM	278865100	864	18680	SH	DEFINE
ECOLAB INC	COM	278865100	1251	27060	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	3297	199811	SH	DEFINE
EDISON INTL	COM	281020107	62560	1863000	SH	DEFINE
EDISON INTL	COM	281020107	104	3093	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	27943	399700	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	296	4240	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	523	7477	SH	DEFINE
EL PASO CORP	COM	28336L109	240	23278	SH	DEFINE
EL PASO CORP	COM	28336L109	688	66629	SH	DEFINE
EL PASO CORP	COM	28336L109	16992	1646490	SH	DEFINE
EL PASO CORP	COM	28336L109	29710	2878894	SH	DEFINE
EL PASO CORP	COM	28336L109	172509	16715987	SH	DEFINE
EL PASO CORP	COM	28336L109	1768	171300	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	33467	2945000	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	11	1000	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	2380	209400	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	12045	899363	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	320	13970	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	73	3200	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1656	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	3942	171285	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	95061	4143915	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	178199	7768048	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	20911	825850	SH	DEFINE
EMDEON INC	CL A	29084T104	1758	108498	SH	DEFINE
EMERSON ELEC CO	COM	291011104	40962	1022000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	19466	485668	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1122	28000	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	9861	637000	SH	DEFINE
ENBRIDGE INC	COM	29250N105	37394	963504	SH	DEFINE
ENCANA CORP	COM	292505104	41	700	SH	DEFINE
ENCANA CORP	COM	292505104	9016	156400	SH	DEFINE
ENCANA CORP	COM	292505104	156849	2702032	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	941	41600	SH	DEFINE
ENERGEN CORP	COM	29265N108	34446	799200	SH	DEFINE
ENERGEN CORP	COM	29265N108	168	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	1368	20616	SH	DEFINE
ENERGY FOCUS INC	COM	29268T102	15	15000	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	564	24627	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	8781	383251	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	176	3537	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	28892	579572	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	16641	334159	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	3559	71400	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	1187	27896	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	2220	52185	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	943	22175	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	7043	113109	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	50408	631200	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	91839	1150000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1862	23321	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	105727	1323906	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	4707	166197	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	1158	40900	SH	DEFINE
EOG RES INC	COM	26875P101	16318	195400	SH	DEFINE
EOG RES INC	COM	26875P101	696	8335	SH	DEFINE
EQUIFAX INC	COM	294429105	11656	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	215	7380	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	933	21800	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	8357	195300	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	120	2800	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	7350	239418	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2984	97200	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	24966	813219	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	381	12400	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	4700	469063	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	0	42	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	38147	3807120	SH	DEFINE
ERIE INDY CO	CL A	29530P102	150404	4015063	SH	DEFINE
ERIE INDY CO	CL A	29530P102	30	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	45342	1150800	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2716	153299	SH	DEFINE
ESSA BANCORP INC	COM	29667D104	605	45830	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	23561	1427950	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	2571	88000	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	409	14000	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	1128	38600	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	857	9773	SH	DEFINE
EXELON CORP	COM	30161N101	123755	2494060	SH	DEFINE
EXELON CORP	COM	30161N101	10429	210187	SH	DEFINE
EXELON CORP	COM	30161N101	541	10900	SH	DEFINE
EXELON CORP	COM	30161N101	193831	3906299	SH	DEFINE
EXELON CORP	COM	30161N101	45	900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EXELON CORP	COM	30161N101	3816	76703	SH	DEFINE
EXELON CORP	COM	30161N101	248	5000	SH	DEFINE
EXELON CORP	COM	30161N101	627	12635	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	7187	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	746	31130	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	240949	10060519	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	99693	2836214	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	193	5503	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	19	540	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	170	4840	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	120	3400	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	348	9888	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	165574	2134230	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	8071	104032	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	807	10400	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	25	320	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	362	4660	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	124	1600	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1624	20938	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	28963	1220000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	152184	6410426	SH	DEFINE
EXTERRAN HLDGS INC	NOTE	4.250% 6/130225XAA1	25000	20000000	PRN	DEFINE
EXXON MOBIL CORP	COM	30231G102	3156	46000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	71397	1040618	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	247152	3602275	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1612	23500	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	66	960	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	11923	173555	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	343	5000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2106	30693	SH	DEFINE
F M C CORP	COM NEW	302491303	1896	33700	SH	DEFINE
F M C CORP	COM NEW	302491303	653	11600	SH	DEFINE
F M C CORP	COM NEW	302491303	5290	94032	SH	DEFINE
F5 NETWORKS INC	COM	315616102	10413	262736	SH	DEFINE
F5 NETWORKS INC	COM	315616102	6735	169950	SH	DEFINE
FACET BIOTECH CORP	SHS	30303Q103	3942	228020	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	91536	1381890	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2332	35200	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1220	18424	SH	DEFINE
FAIRFAX FINANCIAL HOLDINGS LTD	SUB VTG	303901102	1970	5300	SH	DEFINE
FAIRFAX FINANCIAL HOLDINGS LTD	SUB VTG	303901102	3345	9000	SH	DEFINE
FAIRFAX FINANCIAL HOLDINGS LTD	SUB VTG	303901102	1450	3900	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	182090	6897330	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	55	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	71	2700	SH	DEFINE
FARMER BROS CO	COM	307675108	43336	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	5266	306500	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	586	34100	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	1617	94100	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	8648	503700	SH	DEFINE
FASTENAL CO	COM	311900104	581	15000	SH	DEFINE
FASTENAL CO	COM	311900104	1470	37983	SH	DEFINE
FASTENAL CO	COM	311900104	569	14700	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	11794	606994	SH	DEFINE
FBR CAPITAL MARKETS CORP	COM	30247C301	722	121700	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	491	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	1313	21400	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	11353	185000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	172	2800	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	7	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	32731	4552264	SH	DEFINE
FEDERATED INVS INC PA	CL B	314211103	269	10200	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FEDEX CORP	COM	31428X106	12935	171959	SH	DEFINE
FEDEX CORP	COM	31428X106	4441	59043	SH	DEFINE
FEDEX CORP	COM	31428X106	940	12500	SH	DEFINE
FEDEX CORP	COM	31428X106	9644	128210	SH	DEFINE
FEDEX CORP	COM	31428X106	2482	33000	SH	DEFINE
FEDEX CORP	COM	31428X106	19463	258754	SH	DEFINE
FEDEX CORP	COM	31428X106	2360	31380	SH	DEFINE
FEDEX CORP	COM	31428X106	264227	3512723	SH	DEFINE
FEDEX CORP	COM	31428X106	6207	82520	SH	DEFINE
FEDEX CORP	COM	31428X106	111	1480	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	14122	3117400	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	419	92600	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	1152	254300	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	47073	3849000	SH	DEFINE
FERRO CORP	COM	315405100	99	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	5438	389824	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	42	2767	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	5612	372180	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	1	186	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	135	28100	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	3087	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3504	235000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	9172	60000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	769	5030	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	255803	5595000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	2309	50511	SH	DEFINE
FISERV INC	COM	337738108	968	20086	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	1888	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1410	188970	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	290	38907	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	12492	1674520	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4728	633760	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	75951	10181040	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	23238	3115026	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1	129	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1717	230180	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	371351	49779007	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	167750	22486641	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	64	8610	SH	DEFINE
FLIR SYS INC	COM	302445101	174752	6247789	SH	DEFINE
FLIR SYS INC	COM	302445101	543	19400	SH	DEFINE
FLIR SYS INC	COM	302445101	34	1220	SH	DEFINE
FLIR SYS INC	COM	302445101	264	9430	SH	DEFINE
FLIR SYS INC	COM	302445101	1499	53600	SH	DEFINE
FLIR SYS INC	COM	302445101	199	7100	SH	DEFINE
FLIR SYS INC	COM	302445101	6724	240372	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	650	315724	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	126524	1283980	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	298	3025	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	27	270	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	1451	14720	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	138	1400	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	1336	13553	SH	DEFINE
FLUOR CORP NEW	COM	343412102	4399	86500	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	176228	3373406	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	329	6307	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1404	26867	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	198473	5216102	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	64252	1688612	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	6384	1168550	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	13554	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	123	4100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORD MTR CO DEL	COM PAR \$0.01	345370860	7931	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	756	104805	SH	DEFINE
FOREST LABS INC	COM	345838106	718	24383	SH	DEFINE
FOREST LABS INC	COM	345838106	835	28350	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	6	333	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	39349	2290415	SH	DEFINE
FORMFACTOR INC	COM	346375108	57226	2392394	SH	DEFINE
FORMFACTOR INC	COM	346375108	904	37800	SH	DEFINE
FORMFACTOR INC	COM	346375108	2483	103800	SH	DEFINE
FORMFACTOR INC	COM	346375108	627	26222	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	4766	110900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	487	11332	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	66	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	11467	495333	SH	DEFINE
FOSSIL INC	COM	349882100	27707	973886	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	1148	35975	SH	DEFINE
FPL GROUP INC	COM	302571104	481744	8722500	SH	DEFINE
FPL GROUP INC	COM	302571104	16919	306333	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	22	800	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	21085	781145	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	11452	425415	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	20949	730682	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	14	500	SH	DEFINE
FRANKLIN RES INC	COM	354613101	51170	508644	SH	DEFINE
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	134	11400	SH	SOLE
FREDS INC	CL A	356108100	35107	2757852	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	45444	441200	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	7060	68545	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	181	1750	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	1405	13642	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	6379	92973	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	10167	148185	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1645	33075	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	4422	586535	SH	DEFINE
FTI CONSULTING INC	COM	302941109	5105	119800	SH	DEFINE
FTI CONSULTING INC	COM	302941109	626	14700	SH	DEFINE
FTI CONSULTING INC	COM	302941109	1738	40800	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	10276	2384200	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	13110	2370709	SH	DEFINE
GAIAM INC	CL A	36268Q103	3493	500432	SH	DEFINE
GAIAM INC	CL A	36268Q103	749	107240	SH	DEFINE
GAIAM INC	CL A	36268Q103	2026	290200	SH	DEFINE
GAIAM INC	CL A	36268Q103	2716	389254	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	63581	2609000	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	7	300	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	51	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	4942	186708	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	25844	3020300	SH	DEFINE
GAP INC DEL	COM	364760108	382	17860	SH	DEFINE
GAP INC DEL	COM	364760108	581	27139	SH	DEFINE
GAP INC DEL	COM	364760108	1701	79500	SH	DEFINE
GAP INC DEL	COM	364760108	676	31570	SH	DEFINE
GAP INC DEL	COM	364760108	114532	5351961	SH	DEFINE
GAP INC DEL	COM	364760108	2503	116950	SH	DEFINE
GARDNER DENVER INC	COM	365558105	32934	944200	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	2410	116000	SH	DEFINE
GENCORP INC	COM	368682100	16671	3110308	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	86997	1346700	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	6944	107491	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	65	1000	SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	1371	21217	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5141	313100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENERAL ELECTRIC CO	COM	369604103	48766	2969930	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	95859	5837929	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	57	3500	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	1489	90700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	10833	659740	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5301	322814	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	35338	2149347	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	66277	4036343	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2888	175902	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	865	52670	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	410717	25013226	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	36463	2220620	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	83	5080	SH	DEFINE
GENERAL MARITIME CORP NEW	SHS	Y2693R101	1547	199900	SH	DEFINE
GENERAL MARITIME CORP NEW	SHS	Y2693R101	4	500	SH	DEFINE
GENERAL MLS INC	COM	370334104	4089	63509	SH	DEFINE
GENERAL MLS INC	COM	370334104	158521	2462278	SH	DEFINE
GENERAL MLS INC	COM	370334104	10970	170389	SH	DEFINE
GENESEE & WYO INC	CL A	371559105	33179	1094300	SH	DEFINE
GENTEX CORP	COM	371901109	30531	2157650	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	2643	1083000	SH	DEFINE
GENUINE PARTS CO	COM	372460105	103	2708	SH	DEFINE
GENUINE PARTS CO	COM	372460105	7143	187673	SH	DEFINE
GENUINE PARTS CO	COM	372460105	769	20218	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	21510	1800000	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	23900	2000000	SH	DEFINE
GENZYME CORP	COM	372917104	48599	856680	SH	DEFINE
GENZYME CORP	COM	372917104	1053	18559	SH	DEFINE
GENZYME CORP	COM	372917104	27	470	SH	DEFINE
GENZYME CORP	COM	372917104	322	5680	SH	DEFINE
GENZYME CORP	COM	372917104	142	2500	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	31208	3940350	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	6	700	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	279	35000	SH	DEFINE
GERON CORP	COM	374163103	123	18700	SH	DEFINE
GIBALTAR INDS INC	COM	374689107	44415	3347049	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	47	2400	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	118815	5999626	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	157861	3388990	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	33598	721286	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	37	800	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	7550	162090	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	33	700	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	978	21000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	255	5470	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2077	44600	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	112	2400	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	391	8401	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1211	26000	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	13113	10000000	PRN	DEFINE
GLATFELTER	COM	377316104	23900	2081900	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1791	45342	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	4346	109625	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	19535	494078	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	198	53900	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	1776	483800	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	26	7100	SH	DEFINE
GLOBAL CONSUMER ACQST CORP	COM	378983100	3638	371230	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	34722	3654950	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	5525	581600	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	3456	74000	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	13	282	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GLOBE SPECIALTY METALS INC	COM	37954N206	27880	3090952	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	61420	4457198	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	167	12150	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	68	4900	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	123275	3059980	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	236	5850	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	6644	165400	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	10716	3150000	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	170	49700	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	10139	55000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	9328	50598	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	608	3300	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	968	5250	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	19	1100	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	23392	1373571	SH	DEFINE
GOOGLE INC	CL A	38259P508	191558	386320	SH	DEFINE
GOOGLE INC	CL A	38259P508	21096	42545	SH	DEFINE
GOOGLE INC	CL A	38259P508	112	225	SH	OTHER
GOOGLE INC	CL A	38259P508	1686	3400	SH	DEFINE
GOOGLE INC	CL A	38259P508	34	68	SH	DEFINE
GOOGLE INC	CL A	38259P508	407	820	SH	DEFINE
GOOGLE INC	CL A	38259P508	149	300	SH	DEFINE
GOOGLE INC	CL A	38259P508	685	1382	SH	DEFINE
GPO AEROPORTUARIO DEL PAC SA	SPON ADR B	400506101	24477	868276	SH	DEFINE
GRACO INC	COM	384109104	54155	1943133	SH	DEFINE
GRACO INC	COM	384109104	759	27225	SH	DEFINE
GRACO INC	COM	384109104	78	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	867	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	49148	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	366	4100	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	6504	1563400	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	21834	14246100	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	8587	478400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	14360	800000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	141	7832	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	444	24150	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	580	32300	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	16021	892533	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	6022	335471	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	37192	589500	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	5904	93585	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	82	1300	SH	OTHER
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	489	7747	SH	DEFINE
GREATBATCH INC	COM	39153L106	11199	498209	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	5376	168000	SH	DEFINE
GRIFFON CORP	COM	398433102	1522	151100	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	36643	1364740	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	4358	225700	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	546	28300	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	1502	77800	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	1606	2142038	SH	DEFINE
GTSI CORP	COM	36238K103	4824	600000	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	321	16000	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	15895	10740191	SH	DEFINE
GUESS INC	COM	401617105	87529	2363072	SH	DEFINE
GUESS INC	COM	401617105	359	9700	SH	DEFINE
GUESS INC	COM	401617105	945	25500	SH	DEFINE
GUESS INC	COM	401617105	1015	27413	SH	DEFINE
GYMBOREE CORP	COM	403777105	18680	386100	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	4827	251800	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	804	41930	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2090	109000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HALLIBURTON CO	COM	406216101	53216	1962240	SH	DEFINE
HALLIBURTON CO	COM	406216101	355	13074	SH	DEFINE
HALLIBURTON CO	COM	406216101	16322	601840	SH	DEFINE
HALLIBURTON CO	COM	406216101	3474	128080	SH	DEFINE
HALLIBURTON CO	COM	406216101	16516	608595	SH	DEFINE
HALLIBURTON CO	COM	406216101	57078	2104635	SH	DEFINE
HALLIBURTON CO	COM	406216101	3293	121407	SH	DEFINE
HALLIBURTON CO	COM	406216101	3719	137140	SH	DEFINE
HALLIBURTON CO	COM	406216101	177777	6555210	SH	DEFINE
HALLIBURTON CO	COM	406216101	8985	331320	SH	DEFINE
HALLIBURTON CO	COM	406216101	121	4450	SH	DEFINE
HALOZYME THERAPEUTICS INC	COM	40637H109	840	118200	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2660	70788	SH	DEFINE
HANSEN NAT CORP	COM	411310105	92457	2516515	SH	DEFINE
HANSEN NAT CORP	COM	411310105	17109	465681	SH	DEFINE
HANSEN NAT CORP	COM	411310105	654	17800	SH	DEFINE
HANSEN NAT CORP	COM	411310105	792	21546	SH	DEFINE
HARDINGE INC	COM	412324303	7672	1237400	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	757	32900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	23505	1021946	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	214	9300	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	97401	4234830	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	2898	85550	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	3	88	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	30632	2800000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	723	19218	SH	DEFINE
HARTE-HANKS INC	COM	416196103	622	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	175	6605	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	1085	40950	SH	DEFINE
HASBRO INC	COM	418056107	39239	1414000	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	16121	1365000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	10872	600000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	36	2000	SH	DEFINE
HCP INC	COM	40414L109	43	1500	SH	DEFINE
HCP INC	COM	40414L109	2216	77100	SH	DEFINE
HCP INC	COM	40414L109	19462	677171	SH	DEFINE
HCP INC	COM	40414L109	293	10200	SH	DEFINE
HEADWATERS INC	NOTE	2.875% 6/042210PAB8	2096	2120000	PRN	DEFINE
HEALTH CARE REIT INC	COM	42217K106	1294	31100	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	10738	258010	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	179	4300	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10757	585900	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7200	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	17	1181	SH	DEFINE
HECLA MNG CO	COM	422704106	5268	1200000	SH	DEFINE
HEICO CORP NEW	COM	422806109	4199	96843	SH	DEFINE
HEICO CORP NEW	COM	422806109	521	12024	SH	DEFINE
HEICO CORP NEW	COM	422806109	1435	33100	SH	DEFINE
HEINZ H J CO	COM	423074103	10860	273210	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	33328	2224800	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	9066	605200	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	461	30800	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	1276	85200	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	1049	26525	SH	DEFINE
HERSHEY CO	COM	427866108	1046	26915	SH	DEFINE
HESS CORP	COM	42809H107	9481	177350	SH	DEFINE
HESS CORP	COM	42809H107	994	18602	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	4273	90500	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	166633	3529605	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	33425	708012	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	1616	34240	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	50	1060	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HEWLETT PACKARD CO	COM	428236103	581	12300	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	179	3800	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	574	12161	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	33096	1815460	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	988	31400	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	8537	271450	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	132	4200	SH	DEFINE
HILAND HLDGS GP LP	UNIT LP INT	43129M107	140	58981	SH	DEFINE
HILAND PARTNERS L P	UT LTD PARTNR	431291103	233	30400	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	56317	2585705	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	30	1400	SH	DEFINE
HILLENBRAND INC	COM	431571108	56667	2781904	SH	DEFINE
HILLENBRAND INC	COM	431571108	68712	3373205	SH	DEFINE
HILLENBRAND INC	COM	431571108	29	1400	SH	DEFINE
HILLTOP HOLDINGS INC	COM	432748101	4677	381500	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	43136	1172801	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	596	16200	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	1648	44800	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	425	11549	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1912	50000	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	6287	245400	SH	DEFINE
HOLOGIC INC	COM	436440101	583	35700	SH	DEFINE
HOME DEPOT INC	COM	437076102	4121	154700	SH	DEFINE
HOME DEPOT INC	COM	437076102	16626	624090	SH	DEFINE
HOME DEPOT INC	COM	437076102	20263	760625	SH	DEFINE
HOME DEPOT INC	COM	437076102	16	600	SH	OTHER
HOME DEPOT INC	COM	437076102	1489	55900	SH	DEFINE
HOME DEPOT INC	COM	437076102	8737	327970	SH	DEFINE
HOME DEPOT INC	COM	437076102	2120	79570	SH	DEFINE
HOME DEPOT INC	COM	437076102	2409	89920	SH	DEFINE
HOME DEPOT INC	COM	437076102	12871	483143	SH	DEFINE
HOME DEPOT INC	COM	437076102	1593	59790	SH	DEFINE
HOME DEPOT INC	COM	437076102	1191	44710	SH	DEFINE
HOME DEPOT INC	COM	437076102	214534	8053074	SH	DEFINE
HOME DEPOT INC	COM	437076102	3126	117350	SH	DEFINE
HOME DEPOT INC	COM	437076102	54	2040	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	4139	136555	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	20390	548867	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	1040	28000	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	21808	1615434	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	3869	140400	SH	DEFINE
HOSPIRA INC	COM	441060100	894	20053	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	47	4006	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	2845	241700	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	23874	2028395	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	359	30500	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	2458	222595	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	7	117	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	19729	344015	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	883	15400	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	4788	83286	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	95	1665	SH	DEFINE
HSN INC	COM	404303109	977	60020	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	272	10200	SH	DEFINE
HUBBELL INC	CL B	443510201	504	11999	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	5129	390000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	84	6385	SH	DEFINE
HUMANA INC	COM	444859102	1015	27225	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	932	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	36612	1139500	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	330	10284	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	1503	88000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HURON CONSULTING GROUP INC	COM	447462102	3360	130100	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	717	27770	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	2021	78232	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	3030	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	30853	2182000	SH	DEFINE
IAMGOLD CORP	COM	450913108	14	1000	SH	DEFINE
ICF INTL INC	COM	44925C103	2426	80000	SH	DEFINE
ICF INTL INC	COM	44925C103	321	10600	SH	DEFINE
ICF INTL INC	COM	44925C103	867	28600	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6090	157938	SH	DEFINE
ICICI BK LTD	ADR	45104G104	7245	187879	SH	DEFINE
ICICI BK LTD	ADR	45104G104	10071	261190	SH	DEFINE
ICICI BK LTD	ADR	45104G104	17770	467840	SH	DEFINE
ICICI BK LTD	ADR	45104G104	186988	4849265	SH	DEFINE
ICICI BK LTD	ADR	45104G104	93775	2431916	SH	DEFINE
IDACORP INC	COM	451107106	17314	601400	SH	DEFINE
IDEXX LABS INC	COM	45168D104	4310	86200	SH	DEFINE
IDEXX LABS INC	COM	45168D104	720	14400	SH	DEFINE
IDEXX LABS INC	COM	45168D104	1990	39800	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3464	81100	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	42710	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2494	58384	SH	DEFINE
ILLUMINA INC	COM	452327109	26533	624290	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	1497	171300	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	4043	462826	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	987	25962	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	19477	511445	SH	DEFINE
IMS HEALTH INC	COM	449934108	7675	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	531	34593	SH	DEFINE
INDIA FD INC	COM	454089103	1170	40291	SH	DEFINE
INDIA FD INC	COM	454089103	728	25060	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1425	63100	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	92	1900	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	35781	737900	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	62	3500	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	3580	200799	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	15716	890466	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	808	45335	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE 4.500% 4/1	45687AAD4	16380	9000000	PRN	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	30731	1002000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	536	17477	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	212	6900	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	1670	320000	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1279	107023	SH	DEFINE
INTEL CORP	COM	458140100	176472	9017460	SH	DEFINE
INTEL CORP	COM	458140100	69116	3531744	SH	DEFINE
INTEL CORP	COM	458140100	53	2700	SH	OTHER
INTEL CORP	COM	458140100	914	46700	SH	DEFINE
INTEL CORP	COM	458140100	37	1910	SH	DEFINE
INTEL CORP	COM	458140100	1885	95800	SH	DEFINE
INTEL CORP	COM	458140100	190	9700	SH	DEFINE
INTEL CORP	COM	458140100	2976	152089	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	1795	2000000	PRN	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	4	5000	PRN	DEFINE
INTERMEC INC	COM	458786100	7	501	SH	DEFINE
INTERMEC INC	COM	458786100	4065	288031	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	79888	667900	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	120331	1006030	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	150832	1261034	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1770	14800	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	67	560	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	6302	52639	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INTERNATIONAL BUSINESS MACHS	COM	459200101	371	3100	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1086	9077	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	244	11372	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	11554	375000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	286	37974	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	4312	573370	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	2385	900000	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	749	60020	SH	DEFINE
INTL PAPER CO	COM	460146103	830	37321	SH	DEFINE
INTL PAPER CO	COM	460146103	220702	9928098	SH	DEFINE
INTUIT	COM	461202103	1443	50625	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	141194	538390	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	2677	10209	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	1312	5004	SH	DEFINE
INVESCO LTD	SHS	G491BT108	16341	717980	SH	DEFINE
INVESCO LTD	SHS	G491BT108	6654	292349	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1222	53700	SH	DEFINE
INVESCO LTD	SHS	G491BT108	954	41905	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1546	67930	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5970	262282	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1371	60230	SH	DEFINE
INVESCO LTD	SHS	G491BT108	115934	5093772	SH	DEFINE
INVESCO LTD	SHS	G491BT108	88413	3884591	SH	DEFINE
INVESCO LTD	SHS	G491BT108	75	3317	SH	DEFINE
INVITROGEN CORP	NOTE 3.250% 6/14	6185RAM2	879	760000	PRN	DEFINE
IRELAND BK	SPONSORED ADR	46267Q103	3202	162550	SH	DEFINE
IRON MTN INC	COM	462846106	2580	96765	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	692	6990	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	2	25	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	884	39100	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	2134	94420	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	3745	55348	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	3697	54640	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	259	6818	SH	DEFINE
ISHARES INC	MSCI TAIWAN	464286731	543	44130	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	456	45854	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	269	27110	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	960	61860	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	1107	12815	SH	DEFINE
ISHARES TR	BARCLYS MBS BD	464288588	353	3301	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	30155	291352	SH	DEFINE
ISHARES TR	BARCLYS 1-3YR CR	464288646	4387	42030	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	2968	81830	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	1377	37960	SH	DEFINE
ISHARES TR INDEX	DJ SEL DIV INX	464287168	1180	28563	SH	DEFINE
ISHARES TR INDEX	BARCLYS TIPS BD	464287176	15067	146457	SH	DEFINE
ISHARES TR INDEX	FTSE XNHUA IDX	464287184	12878	314568	SH	DEFINE
ISHARES TR INDEX	FTSE XNHUA IDX	464287184	3250	79380	SH	DEFINE
ISHARES TR INDEX	S&P 500 INDEX	464287200	2579	24342	SH	DEFINE
ISHARES TR INDEX	BARCLY USAGG B	464287226	257	2446	SH	DEFINE
ISHARES TR INDEX	MSCI EMERG MKT	464287234	72874	1872876	SH	DEFINE
ISHARES TR INDEX	MSCI EMERG MKT	464287234	156	4000	SH	OTHER
ISHARES TR INDEX	MSCI EMERG MKT	464287234	3589	92250	SH	DEFINE
ISHARES TR INDEX	IBOXX INV CPBD	464287242	11259	105543	SH	DEFINE
ISHARES TR INDEX	IBOXX INV CPBD	464287242	4147	38875	SH	DEFINE
ISHARES TR INDEX	S&P NA NAT RES	464287374	472	14540	SH	DEFINE
ISHARES TR INDEX	S&P LTN AM 40	464287390	238	5550	SH	DEFINE
ISHARES TR INDEX	BARCLYS 7-10 YR	464287440	402	4356	SH	DEFINE
ISHARES TR INDEX	BARCLYS 1-3 YR	464287457	1109	13195	SH	DEFINE
ISHARES TR INDEX	MSCI EAFE IDX	464287465	19952	364750	SH	DEFINE
ISHARES TR INDEX	RUSSELL MIDCAP	464287499	203	2601	SH	DEFINE
ISHARES TR INDEX	S&P MIDCAP 400	464287507	338	4907	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ISHARES TR INDEX	COHEN&ST RLTY	464287564	258	5307	SH	DEFINE
ISHARES TR INDEX	RUSSELL1000VAL	464287598	527	9500	SH	DEFINE
ISHARES TR INDEX	RUSSELL1000VAL	464287598	68	1220	SH	DEFINE
ISHARES TR INDEX	RUSSELL1000GRW	464287614	5412	116856	SH	DEFINE
ISHARES TR INDEX	RUSSELL 2000	464287655	2134	35423	SH	DEFINE
ISHARES TR INDEX	RUSSELL 3000	464287689	274	4420	SH	DEFINE
ISHARES TR INDEX	DJ US UTILS	464287697	379	5350	SH	DEFINE
ISHARES TR INDEX	S&P SMLCAP 600	464287804	509	9725	SH	DEFINE
ISHARES TR INDEX	S&P SMLCP VALU	464287879	1723	30637	SH	DEFINE
ISHARES TR INDEX	S&P SMLCP GROW	464287887	1755	32469	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	44	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	2183	149840	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	2307	158373	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	3927	269510	SH	DEFINE
ISTAR FINL INC	COM	45031U101	36417	11979281	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	184426	365200000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	55	2750	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	663744	32940171	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1640	81404	SH	DEFINE
ITT CORP NEW	COM	450911102	1642	31477	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	900	8150	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	4607	446389	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	51395	4009400	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	594	46300	SH	DEFINE
IXIA	COM	45071R109	4154	605481	SH	DEFINE
IXIA	COM	45071R109	899	131000	SH	DEFINE
IXIA	COM	45071R109	2504	365000	SH	DEFINE
IXIA	COM	45071R109	7506	1094372	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	62299	1355800	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	5046	109822	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	14	300	SH	OTHER
JACOBS ENGR GROUP INC DEL	COM	469814107	785	17080	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	697	15179	SH	DEFINE
JAKKS PAC INC	COM	47012E106	28225	1971011	SH	DEFINE
JARDEN CORP	COM	471109108	25965	925000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	527160	8657585	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	130314	2140162	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	146	2400	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	1279	21000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	47	770	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	20671	339202	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	256	4200	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2410	39587	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	138834	5431700	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	522	20410	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	1226	47975	SH	DEFINE
JOHNSON OUTDOORS INC	CL A	479167108	1125	125000	SH	DEFINE
JOY GLOBAL INC	COM	481165108	3470	70895	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	578830	13209260	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	43187	985555	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	18	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1499	34200	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	9679	220880	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	16793	382350	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	30515	696372	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2749	62735	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2602	59370	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	109896	2507886	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	12856	293380	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	95027	3516870	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	142	5255	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	978	36189	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

K V PHARMACEUTICAL CO	CL A	482740206	3679	1198153	SH	DEFINE
K12 INC	COM	48273U102	3929	238100	SH	DEFINE
K12 INC	COM	48273U102	615	37300	SH	DEFINE
K12 INC	COM	48273U102	1701	103100	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	9479	304389	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	29620	1118150	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	58	2190	SH	DEFINE
KAYDON CORP	COM	486587108	3219	99300	SH	DEFINE
KAYDON CORP	COM	486587108	814	25100	SH	DEFINE
KAYDON CORP	COM	486587108	2244	69221	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1893	36788	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	12318	239330	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	2304	44763	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	15108	295248	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	352	6831	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	60863	1182504	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	166826	3241233	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	62	1200	SH	DEFINE
KBR INC	COM	48242W106	289	12388	SH	DEFINE
KELLOGG CO	COM	487836108	3922	79670	SH	DEFINE
KELLOGG CO	COM	487836108	960	19500	SH	DEFINE
KELLY SVCS INC	CL A	488152208	29070	2363400	SH	DEFINE
KENNAMETAL INC	COM	489170100	38160	1550600	SH	DEFINE
KENNAMETAL INC	COM	489170100	943	38300	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	3226	54700	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4441	75297	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	153	11700	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	83	6400	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	1425	109300	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	11948	916254	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	189	14500	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	10560	195480	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	86	1600	SH	OTHER
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	197	3650	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	65021	4006217	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	COM	496904103	16697	3909584	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	75830	3478012	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	49	2250	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	13379	797300	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	503	30000	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	1388	82700	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	286	17072	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3768	624827	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	4180	693677	SH	DEFINE
KOHL'S CORP	COM	500255104	54722	959200	SH	DEFINE
KOHL'S CORP	COM	500255104	1877	32905	SH	DEFINE
KOHL'S CORP	COM	500255104	1179	20659	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	302	12386	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	6688	274529	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	14302	585693	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	13261	544364	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	263	10000	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	4635	176442	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	300651	11444660	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	10018	381330	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	1290	49090	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	2706	103000	SH	DEFINE
KROGER CO	COM	501044101	377	18260	SH	DEFINE
KROGER CO	COM	501044101	277869	13462667	SH	DEFINE
KROGER CO	COM	501044101	3303	160050	SH	DEFINE
KROGER CO	COM	501044101	22136	1072487	SH	DEFINE
KROGER CO	COM	501044101	2179	105564	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KROGER CO	COM	501044101	17818	863260	SH	DEFINE
KROGER CO	COM	501044101	4346	210560	SH	DEFINE
K-SWISS INC	CL A	482686102	25893	2945710	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	1137	65442	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	9492	546173	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2945	169470	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	223405	12854143	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	12142	698594	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	4302	53559	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	100	1250	SH	OTHER
LA Z BOY INC	COM	505336107	23672	2736600	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1656	25200	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1190	18106	SH	DEFINE
LADISH INC	COM NEW	505754200	284	18738	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	89531	2620930	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	41	1200	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	1089	31890	SH	DEFINE
LAN AIRLINES S A	SPONSORED ADR	501723100	5662	429600	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	228	11600	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	753	38300	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	5994	304900	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	100	5100	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	2846	76760	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1979	61745	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	50	1550	SH	DEFINE
LAZARD LTD	SHS A	G54050102	29419	712156	SH	DEFINE
LAZARD LTD	SHS A	G54050102	4924	119196	SH	DEFINE
LAZARD LTD	SHS A	G54050102	124	3000	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	21600	5255380	SH	DEFINE
LECG CORP	COM	523234102	6202	1766816	SH	DEFINE
LEGG MASON INC	COM	524901105	92131	2969098	SH	DEFINE
LEGG MASON INC	COM	524901105	147	4750	SH	DEFINE
LEGG MASON INC	COM	524901105	3509	113100	SH	DEFINE
LEGG MASON INC	COM	524901105	45297	1459770	SH	DEFINE
LEGG MASON INC	COM	524901105	45753	1474482	SH	DEFINE
LEGG MASON INC	COM	524901105	1315	42376	SH	DEFINE
LEGG MASON INC	COM	524901105	780	25150	SH	DEFINE
LEGG MASON INC	COM	524901105	1111	35790	SH	DEFINE
LEGG MASON INC	COM	524901105	782	25200	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	40307	2077694	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	43	2200	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	1145	30000	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	70	1830	SH	DEFINE
LENNAR CORP	CL A	526057104	6840	480000	SH	DEFINE
LENNAR CORP	CL A	526057104	14	1000	SH	DEFINE
LENNAR CORP	CL B	526057302	542	48000	SH	DEFINE
LENNAR CORP	CL B	526057302	1	100	SH	DEFINE
LENNOX INTL INC	COM	526107107	12028	333000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	27288AX2	4532	3600000	PRN	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	1479	65530	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	30715AN1	4119	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	5679	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	185	16892	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	413	13275	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	3558	109383	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	85	2600	SH	OTHER
LIBERTY PPTY TR	SH BEN INT	531172104	1789	55000	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	16003	491940	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	234	7200	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	112526	2417290	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	1102	23665	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	1008	21647	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LIFEPOINT HOSPITALS INC	COM	53219L109	436	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	886	32750	SH	DEFINE
LILLY ELI & CO	COM	532457108	13212	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	6809	206134	SH	DEFINE
LILLY ELI & CO	COM	532457108	816	24700	SH	DEFINE
LILLY ELI & CO	COM	532457108	7	200	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	31087	655150	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	4	81	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	4870	187948	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	8748	3364785	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	5115	830400	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	893	145000	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	2341	380000	SH	DEFINE
LIONS GATE ENTMNT CORP	NOTE 3.625% 3/15	535919AG9	8900	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	5	1000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	738	149750	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	15582	3160612	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	307	62230	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	2414	489590	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	39040	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	5172	66246	SH	DEFINE
LOEWS CORP	COM	540424108	707	20650	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2757	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	63	3450	SH	DEFINE
LOGMEIN INC	COM	54142L109	1223	66800	SH	DEFINE
LOGMEIN INC	COM	54142L109	494	27000	SH	DEFINE
LOGMEIN INC	COM	54142L109	515	28100	SH	DEFINE
LORILLARD INC	COM	544147101	591	7950	SH	DEFINE
LORILLARD INC	COM	544147101	543149	7310211	SH	DEFINE
LOWES COS INC	COM	548661107	9325	445300	SH	DEFINE
LOWES COS INC	COM	548661107	8712	416033	SH	DEFINE
LOWES COS INC	COM	548661107	6387	305000	SH	DEFINE
LOWES COS INC	COM	548661107	921	44000	SH	DEFINE
LOWES COS INC	COM	548661107	2067	98700	SH	DEFINE
LOWES COS INC	COM	548661107	1194	57000	SH	DEFINE
LSI CORPORATION	COM	502161102	2	364	SH	DEFINE
LSI CORPORATION	COM	502161102	282264	51414286	SH	DEFINE
LUBRIZOL CORP	COM	549271104	143	2000	SH	DEFINE
LUBRIZOL CORP	COM	549271104	1040	14550	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	451	19810	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	787	30450	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3167	122600	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1018	39400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	930	36000	SH	DEFINE
M & T BK CORP	COM	55261F104	1246	20000	SH	DEFINE
M & T BK CORP	COM	55261F104	624	10015	SH	DEFINE
M D C HLDGS INC	COM	552676108	52254	1504150	SH	DEFINE
M/I HOMES INC	COM	55305B101	22235	1636150	SH	DEFINE
MACERICH CO	COM	554382101	688	22689	SH	DEFINE
MACERICH CO	COM	554382101	5889	194180	SH	DEFINE
MACERICH CO	COM	554382101	92	3023	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	36	1100	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	786	24300	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	6909	213700	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	103	3200	SH	DEFINE
MACYS INC	COM	55616P104	247	13524	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	8624	1481200	SH	DEFINE
MAGNA INTL INC	CL A	559222401	4966	116461	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	1678	230850	SH	DEFINE
MANPOWER INC	COM	56418H100	1028	18135	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	20312	970000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	48	2300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MANULIFE FINL CORP	COM	56501R106	527	25178	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	140901	6703166	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	3760	359500	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	182	17400	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	503	48100	SH	DEFINE
MARATHON OIL CORP	COM	565849106	42796	1341560	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1136	35611	SH	DEFINE
MARATHON OIL CORP	COM	565849106	274298	8598698	SH	DEFINE
MARATHON OIL CORP	COM	565849106	43	1340	SH	DEFINE
MARATHON OIL CORP	COM	565849106	465	14590	SH	DEFINE
MARATHON OIL CORP	COM	565849106	191	6000	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	9615	678100	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	676	47700	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	1530	107900	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	4924	347334	SH	DEFINE
MARKEL CORP	COM	570535104	5478	16610	SH	DEFINE
MARKEL CORP	COM	570535104	891	2700	SH	DEFINE
MARKET VECTORS ETF TR	GBL ALTER ENRG	57060U407	414	16180	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	219	5670	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14054	568280	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1033	41775	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	16779	678490	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2036	82314	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1587	64160	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	240	29764	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	8286	90000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	1343	14591	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	215	13300	SH	DEFINE
MASCO CORP	COM	574599106	1771	137100	SH	DEFINE
MASCO CORP	COM	574599106	51	3931	SH	DEFINE
MASIMO CORP	COM	574795100	31513	1202790	SH	DEFINE
MASIMO CORP	COM	574795100	744	28400	SH	DEFINE
MASIMO CORP	COM	574795100	2049	78200	SH	DEFINE
MASIMO CORP	COM	574795100	457	17428	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	219530	1085970	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	974	4819	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1892	9360	SH	DEFINE
MATTEL INC	COM	577081102	9	487	SH	DEFINE
MATTEL INC	COM	577081102	413367	22392553	SH	DEFINE
MATTEL INC	COM	577081102	13359	723664	SH	DEFINE
MATTEL INC	COM	577081102	994	53820	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	62594	3450620	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	1798	99100	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	128643	7091667	SH	DEFINE
MBIA INC	COM	55262C100	2739	353000	SH	DEFINE
MCAFEE INC	COM	579064106	80525	1838900	SH	DEFINE
MCAFEE INC	COM	579064106	876	19999	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	138647	4085072	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	504	14859	SH	DEFINE
MCDONALDS CORP	COM	580135101	2500	43800	SH	DEFINE
MCDONALDS CORP	COM	580135101	20372	356961	SH	DEFINE
MCDONALDS CORP	COM	580135101	57	1000	SH	DEFINE
MCDONALDS CORP	COM	580135101	12527	219458	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	10138	403250	SH	DEFINE
MDS INC	COM	55269P302	42256	5155816	SH	DEFINE
MDS INC	COM	55269P302	1530	186690	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	57976	1285210	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	6585	145970	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	23	500	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	949	21032	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	35087	1572700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	183602	8229587	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MECHEL OAO	SPONSORED ADR	583840103	6888	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5336	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	19523	352966	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	39	700	SH	OTHER
MEDIDATA SOLUTIONS INC	COM	58471A105	3045	201000	SH	DEFINE
MEDIDATA SOLUTIONS INC	COM	58471A105	498	32900	SH	DEFINE
MEDIDATA SOLUTIONS INC	COM	58471A105	1351	89200	SH	DEFINE
MEDTRONIC INC	COM	585055106	17809	483950	SH	DEFINE
MEDTRONIC INC	COM	585055106	9087	246939	SH	DEFINE
MEDTRONIC INC	COM	585055106	39	1060	SH	DEFINE
MEDTRONIC INC	COM	585055106	3386	92010	SH	DEFINE
MEDTRONIC INC	COM	585055106	2009	54600	SH	DEFINE
MEDTRONIC INC	COM	585055106	6289	170910	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	3124	187835	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	48622	1968500	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	3846	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1696	44085	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	2820	156046	SH	DEFINE
MERCER INTL INC	COM	588056101	1746	515000	SH	DEFINE
MERCER INTL INC	NOTE	8.500%10/1588056AG6	5425	7000000	PRN	DEFINE
MERCK & CO INC	COM	589331107	3998	126400	SH	DEFINE
MERCK & CO INC	COM	589331107	908084	28709570	SH	DEFINE
MERCK & CO INC	COM	589331107	71868	2272141	SH	DEFINE
MERCK & CO INC	COM	589331107	13	400	SH	OTHER
MERCK & CO INC	COM	589331107	1277	40370	SH	DEFINE
MERCK & CO INC	COM	589331107	17649	557984	SH	DEFINE
MERCK & CO INC	COM	589331107	6926	218967	SH	DEFINE
MERCK & CO INC	COM	589331107	24084	760864	SH	DEFINE
MERCK & CO INC	COM	589331107	119973	3793021	SH	DEFINE
MERCK & CO INC	COM	589331107	3420	108124	SH	DEFINE
MERCK & CO INC	COM	589331107	4003	126570	SH	DEFINE
MERCK & CO INC	COM	589331107	461696	14596768	SH	DEFINE
MERCK & CO INC	COM	589331107	34523	1091453	SH	DEFINE
MERCK & CO INC	COM	589331107	196	6185	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	17121	473219	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	83	2300	SH	DEFINE
METAVANTE TECHNOLOGIES INC	COM	591407101	203	5881	SH	DEFINE
METHANEX CORP	COM	59151K108	164	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	41228	2355045	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	3226	371995	SH	DEFINE
METLIFE INC	COM	59156R108	24563	645200	SH	DEFINE
METLIFE INC	COM	59156R108	674	17707	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	38691	427100	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	53231	587608	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	7655	84516	SH	DEFINE
MI DEVS INC	CL A SUB VTG	55304X104	25395	1889700	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	46669	1761110	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	12841	484575	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	95	3600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	153	5760	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1490	56234	SH	DEFINE
MICROCHIP TECHNOLOGY INC	SDCV	2.125%12/1595017AB0	27435	29500000	PRN	DEFINE
MICRON TECHNOLOGY INC	NOTE	1.875% 6/0595112AH6	16750	20000000	PRN	DEFINE
MICROSEMI CORP	COM	595137100	4409	279200	SH	DEFINE
MICROSEMI CORP	COM	595137100	688	43600	SH	DEFINE
MICROSEMI CORP	COM	595137100	1901	120400	SH	DEFINE
MICROSEMI CORP	COM	595137100	4962	314371	SH	DEFINE
MICROSOFT CORP	COM	594918104	5315	205300	SH	DEFINE
MICROSOFT CORP	COM	594918104	74344	2871540	SH	DEFINE
MICROSOFT CORP	COM	594918104	71538	2763138	SH	DEFINE
MICROSOFT CORP	COM	594918104	65	2500	SH	OTHER
MICROSOFT CORP	COM	594918104	847474	32733629	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MICROSOFT CORP	COM	594918104	34955	1350120	SH	DEFINE
MICROSOFT CORP	COM	594918104	11965	462146	SH	DEFINE
MICROSOFT CORP	COM	594918104	51553	1990759	SH	DEFINE
MICROSOFT CORP	COM	594918104	194780	7523359	SH	DEFINE
MICROSOFT CORP	COM	594918104	6170	238326	SH	DEFINE
MICROSOFT CORP	COM	594918104	7370	284680	SH	DEFINE
MICROSOFT CORP	COM	594918104	1272668	49156734	SH	DEFINE
MICROSOFT CORP	COM	594918104	59349	2292362	SH	DEFINE
MICROSOFT CORP	COM	594918104	278	10750	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	1148	631014	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	74	40844	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	160	87843	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1	595635103	2429	19385	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1	595635103	113	900	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	3977	361500	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	7990	109850	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	1111	15275	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	4488	61700	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	578	7950	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	2783	38260	SH	DEFINE
MILLIPORE CORP	COM	601073109	28132	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	476	6774	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	2	50	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	3284	100610	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	32074	1165900	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	3695	77672	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	4715	882920	SH	DEFINE
MOBILE MINI INC	COM	60740F105	4234	243900	SH	DEFINE
MOBILE MINI INC	COM	60740F105	686	39500	SH	DEFINE
MOBILE MINI INC	COM	60740F105	1892	109000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	307	6350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	105472	2185050	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	42145	873100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	17207	356480	SH	DEFINE
MOLEX INC	COM	608554101	1493	71483	SH	DEFINE
MOLEX INC	CL A	608554200	2501	133100	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	18987	245300	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	20751	268100	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	1496	19325	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	37281	2284350	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	42	2600	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1559	50500	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	8818	285545	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	927	30020	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2487	80553	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	3366	109000	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	690	22350	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	722	23379	SH	DEFINE
MORGAN STANLEY INDIA INVS FD	COM	61745C105	369	17400	SH	DEFINE
MOSAIC CO	COM	61945A107	12037	250400	SH	DEFINE
MOSAIC CO	COM	61945A107	86	1779	SH	DEFINE
MOTOROLA INC	COM	620076109	724	84235	SH	DEFINE
MOTOROLA INC	COM	620076109	200609	23353795	SH	DEFINE
MSCI INC	CL A	55354G100	10918	368600	SH	DEFINE
MUELLER INDS INC	COM	624756102	56802	2379650	SH	DEFINE
MUELLER INDS INC	COM	624756102	348	14566	SH	DEFINE
MURPHY OIL CORP	COM	626717102	8060	140000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	605	10515	SH	DEFINE
MURPHY OIL CORP	COM	626717102	875	15200	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	2505	62700	SH	DEFINE
MYLAN INC	COM	628530107	2783	173825	SH	DEFINE
MYLAN INC	COM	628530107	794	49625	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MYLAN INC	PFD CONV	628530206	3166	3073	SH	DEFINE
MYLAN INC	PFD CONV	628530206	8944	8681	SH	DEFINE
MYLAN INC	NOTE 1.250% 3/1	628530AG2	12405	12610000	PRN	DEFINE
MYRIAD GENETICS INC	COM	62855J104	70079	2557618	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	430	15700	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	18	660	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	202	7390	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	1178	43000	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	90	3300	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	657	23980	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	6838	327200	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	1722	82400	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	13	600	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	470	22341	SH	SOLE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	107	14872	SH	DEFINE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	571	79150	SH	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	328	7150	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	65	1340	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	5136	105494	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	25511	923310	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	528	19100	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1456	52700	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	2421	87637	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	34073	790007	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	8777	203502	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1229	28500	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	11	250	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	125	2900	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	56	1300	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	2300	53320	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	21354	495112	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	1024	47700	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	8906	414800	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	133	6200	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	30445	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	800	25800	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1438	46400	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	12275	396094	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	189	6100	SH	DEFINE
NETAPP INC	COM	64110D104	139234	5218640	SH	DEFINE
NETAPP INC	COM	64110D104	6931	259788	SH	DEFINE
NETAPP INC	COM	64110D104	47	1750	SH	DEFINE
NETAPP INC	COM	64110D104	583	21870	SH	DEFINE
NETAPP INC	COM	64110D104	243	9100	SH	DEFINE
NETAPP INC	COM	64110D104	1268	47522	SH	DEFINE
NETAPP INC	NOTE 1.750% 6/0	64110DAB0	16313	15000000	PRN	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	2097	45900	SH	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	59	1300	SH	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	2353	51500	SH	DEFINE
NETEZZA CORP	COM	64111N101	2891	257200	SH	DEFINE
NETEZZA CORP	COM	64111N101	178	15800	SH	DEFINE
NETEZZA CORP	COM	64111N101	491	43700	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	34505	766770	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	1161	25800	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	3173	70500	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	1470	482000	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	22851	11165100	SH	DEFINE
NEW GOLD INC	COM	644535106	96	25000	SH	DEFINE
NEW JERSEY RES	COM	646025106	278	7650	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	7009	87120	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	1432	176350	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	202	12900	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NEWMONT MINING CORP	COM	651639106	212023	4816514	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1045	23730	SH	DEFINE
NEWMONT MINING CORP	NOTE	3.000% 2/1651639AK2	9038	7500000	PRN	DEFINE
NEWS CORP	CL A	65248E104	1158	96540	SH	DEFINE
NEWS CORP	CL A	65248E104	1718	143291	SH	DEFINE
NEWS CORP	CL A	65248E104	573391	47822417	SH	DEFINE
NEWS CORP	CL A	65248E104	15633	1303836	SH	DEFINE
NEWS CORP	CL A	65248E104	612	51040	SH	DEFINE
NEWS CORP	CL A	65248E104	28631	2387890	SH	DEFINE
NEWS CORP	CL A	65248E104	107333	8951898	SH	DEFINE
NEWS CORP	CL A	65248E104	2107	175705	SH	DEFINE
NEWS CORP	CL A	65248E104	679	56650	SH	DEFINE
NEWS CORP	CL A	65248E104	776896	64795344	SH	DEFINE
NEWS CORP	CL A	65248E104	58499	4879015	SH	DEFINE
NEWS CORP	CL A	65248E104	164	13702	SH	DEFINE
NEWS CORP	CL B	65248E203	552	39480	SH	DEFINE
NEWS CORP	CL B	65248E203	6113	436951	SH	DEFINE
NEWS CORP	CL B	65248E203	2051	146596	SH	DEFINE
NEXEN INC	COM	65334H102	4874	213064	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	55315	1845023	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	19	640	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	237	7890	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	96	3200	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	174	5819	SH	DEFINE
NIKE INC	CL B	654106103	3067	47400	SH	DEFINE
NIKE INC	CL B	654106103	89624	1385225	SH	DEFINE
NIKE INC	CL B	654106103	45324	700530	SH	DEFINE
NIKE INC	CL B	654106103	1283	19825	SH	DEFINE
NIKE INC	CL B	654106103	14	210	SH	DEFINE
NIKE INC	CL B	654106103	3551	54890	SH	DEFINE
NIKE INC	CL B	654106103	71	1100	SH	DEFINE
NIKE INC	CL B	654106103	291	4497	SH	DEFINE
NIKE INC	CL B	654106103	1333	20600	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	295	12803	SH	DEFINE
NISOURCE INC	COM	65473P105	70978	5110000	SH	DEFINE
NISOURCE INC	COM	65473P105	73	5260	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	3982	104900	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	2191	57725	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	969	25525	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	13391	352760	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	22430	340050	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	19	290	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	81402	1234116	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	11417	780900	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	8587	587356	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	12	800	SH	OTHER
NOKIA CORP	SPONSORED ADR	654902204	722	48500	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1865	127541	SH	DEFINE
NORDSON CORP	COM	655663102	75928	1353687	SH	DEFINE
NORDSTROM INC	COM	655664100	3469	113600	SH	DEFINE
NORDSTROM INC	COM	655664100	5409	177097	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	54457	1263200	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	5539	128488	SH	DEFINE
NORTHEAST UTILS	COM	664397106	37440	1577100	SH	DEFINE
NORTHEAST UTILS	COM	664397106	14244	600000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	50	2100	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	2956	351900	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	51750	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	5399	104334	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4354	129844	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3458	68635	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3107	61680	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOVARTIS A G	SPONSORED ADR	66987V109	24015	479267	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	10321	204860	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	1259	20000	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	236	3750	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	139949	9354900	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	11279	753974	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1547	103400	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	3275	218900	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1647	110067	SH	DEFINE
NUCOR CORP	COM	670346105	117017	2489199	SH	DEFINE
NUCOR CORP	COM	670346105	508	10800	SH	DEFINE
NUCOR CORP	COM	670346105	20210	429899	SH	DEFINE
NUCOR CORP	COM	670346105	21	450	SH	DEFINE
NUCOR CORP	COM	670346105	85	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	529	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	113595	9801100	SH	DEFINE
NV ENERGY INC	COM	67073Y106	57950	5000000	SH	DEFINE
NVIDIA CORP	COM	67066G104	1879	125000	SH	DEFINE
NVIDIA CORP	COM	67066G104	23	1500	SH	DEFINE
NYSE EURONEXT	COM	629491101	45	1560	SH	DEFINE
NYSE EURONEXT	COM	629491101	677	23250	SH	DEFINE
NYSE EURONEXT	COM	629491101	1095	37901	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	3559	45400	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	94001	1198990	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	5010	63905	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	333	4245	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	369	6510	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	11	200	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	2031	306800	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	71	10800	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	75	6000	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	201	15970	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	5366	426560	SH	DEFINE
OIL STS INTL INC	COM	678026105	34283	975900	SH	DEFINE
OIL STS INTL INC	COM	678026105	5480	156000	SH	DEFINE
OIL SVC HOLDERS TR	DEPOSTRY RCPT	678002106	26	225	SH	DEFINE
OIL SVC HOLDERS TR	DEPOSTRY RCPT	678002106	493	4200	SH	DEFINE
OILSANDS QUEST INC	-W EXP 12/05/200	678046111	2	119450	SH	DEFINE
OLD REP INTL CORP	COM	680223104	220799	18127982	SH	DEFINE
OLD REP INTL CORP	COM	680223104	155065	12731107	SH	DEFINE
OLD REP INTL CORP	COM	680223104	8480	695979	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	6426	1325000	SH	DEFINE
OMNICARE INC	COM	681904108	4000	177632	SH	DEFINE
OMNICARE INC	COM	681904108	27629	1226883	SH	DEFINE
OMNICARE INC	COM	681904108	743	33000	SH	DEFINE
OMNICARE INC	DCV 3.250%12/1	681904AL2	2144	2775000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3187	86280	SH	DEFINE
OMNITURE INC	COM	68212S109	4569	213100	SH	DEFINE
OMNITURE INC	COM	68212S109	872	40680	SH	DEFINE
OMNITURE INC	COM	68212S109	2240	104500	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	5804	356500	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	637	12040	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	28849	962582	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	477	15900	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	6	200	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3258	108720	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3131	104485	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	478	15939	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	4783	159600	SH	DEFINE
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	5778	308960	SH	DEFINE
OPEN TEXT CORP	COM	683715106	10346	276000	SH	DEFINE
ORACLE CORP	COM	68389X105	85111	4084010	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ORACLE CORP	COM	68389X105	15060	722670	SH	DEFINE
ORACLE CORP	COM	68389X105	1508	72360	SH	DEFINE
ORACLE CORP	COM	68389X105	20226	970540	SH	DEFINE
ORACLE CORP	COM	68389X105	7874	377808	SH	DEFINE
ORACLE CORP	COM	68389X105	92068	4417834	SH	DEFINE
ORACLE CORP	COM	68389X105	2325	111557	SH	DEFINE
ORACLE CORP	COM	68389X105	4293	205980	SH	DEFINE
ORACLE CORP	COM	68389X105	1049003	50336013	SH	DEFINE
ORACLE CORP	COM	68389X105	40101	1924256	SH	DEFINE
ORACLE CORP	COM	68389X105	152	7285	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	305	32310	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	1267	134000	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	6508	660710	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	17784	503790	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	394	11150	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	815	23100	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	347	9820	SH	DEFINE
OSI PHARMACEUTICALS INC	SDCV	3.000% 1/1671040AH6	1409	1525000	PRN	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	47146	1261589	SH	DEFINE
OWENS CORNING NEW	COM	690742101	126627	5640393	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	1155	31300	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	196	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	3813	460000	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	5540	1436358	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	3789	185740	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	23	1150	SH	DEFINE
PALL CORP	COM	696429307	16140	500000	SH	DEFINE
PALL CORP	COM	696429307	621	19235	SH	DEFINE
PALM INC NEW	COM	696643105	11742	673630	SH	DEFINE
PALM INC NEW	COM	696643105	397	22800	SH	DEFINE
PALM INC NEW	COM	696643105	1100	63100	SH	DEFINE
PANASONIC CORP	ADR	69832A205	40	2720	SH	DEFINE
PANASONIC CORP	ADR	69832A205	167	11300	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1986	36100	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	419	7625	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	891	16200	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	2827	131332	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	579	136650	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	138	10000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	5935	436700	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	886	65200	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	2437	179300	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2074	40000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	323	6225	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	264	3430	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	8064	104810	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	9605	124840	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	13465	175001	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	958	12454	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1420	18450	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	50639	658160	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	48621	631931	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	308	11300	SH	DEFINE
PAYCHEX INC	COM	704326107	58742	2022100	SH	DEFINE
PAYCHEX INC	COM	704326107	14454	497551	SH	DEFINE
PAYCHEX INC	COM	704326107	887	30550	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	7379	936400	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	14754	396400	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	57088	1533800	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	12276	329833	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	634	17039	SH	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	2013	2275000	PRN	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEARSON PLC	SPONSORED ADR	705015105	12	1000	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	11890	956524	SH	DEFINE
PENNEY J C INC	COM	708160106	73470	2176900	SH	DEFINE
PENNEY J C INC	COM	708160106	1163	34447	SH	DEFINE
PENTAIR INC	COM	709631105	316	10700	SH	DEFINE
PENTAIR INC	COM	709631105	808	27360	SH	DEFINE
PENTAIR INC	COM	709631105	1963	66496	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	1970	942500	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	157	75300	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	435	208000	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	1210	577765	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	11082	849171	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	16	1200	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	14880	1000000	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	38	2581	SH	DEFINE
PEPSI BOTTLING GROUP INC	COM	713409100	310	8500	SH	DEFINE
PEPSI BOTTLING GROUP INC	COM	713409100	248830	6828483	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	574	20108	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	70894	2482271	SH	DEFINE
PEPSICO INC	COM	713448108	60745	1035550	SH	DEFINE
PEPSICO INC	COM	713448108	76484	1303859	SH	DEFINE
PEPSICO INC	COM	713448108	170	2900	SH	OTHER
PEPSICO INC	COM	713448108	1009	17200	SH	DEFINE
PEPSICO INC	COM	713448108	3679	62715	SH	DEFINE
PEPSICO INC	COM	713448108	88	1500	SH	DEFINE
PEPSICO INC	COM	713448108	261	4443	SH	DEFINE
PERKINELMER INC	COM	714046109	207	10782	SH	DEFINE
PEROT SYS CORP	CL A	714265105	125143	4213570	SH	DEFINE
PERRIGO CO	COM	714290103	49793	1464913	SH	DEFINE
PERRIGO CO	COM	714290103	712	20948	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	9508	83590	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	121465	5017130	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	10261	423823	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	921	38042	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	11789	299900	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	230	5860	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	11294	287301	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	6070	154410	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	57639	1466260	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	55529	1412580	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	20548	523960	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	1081390	27509292	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	132341	3366610	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	182690	4647414	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	7711	168000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	19897	433488	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	819	17850	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	3	70	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	48583	1058464	SH	DEFINE
PETSMART INC	COM	716768106	1578	72540	SH	DEFINE
PFIZER INC	COM	717081103	100447	6069300	SH	DEFINE
PFIZER INC	COM	717081103	54297	3280760	SH	DEFINE
PFIZER INC	COM	717081103	30304	1831038	SH	DEFINE
PFIZER INC	COM	717081103	16681	1007889	SH	DEFINE
PFIZER INC	COM	717081103	9058	547283	SH	DEFINE
PFIZER INC	COM	717081103	43118	2604244	SH	DEFINE
PFIZER INC	COM	717081103	122085	7376738	SH	DEFINE
PFIZER INC	COM	717081103	3438	207733	SH	DEFINE
PFIZER INC	COM	717081103	4836	292210	SH	DEFINE
PFIZER INC	COM	717081103	766825	46333835	SH	DEFINE
PFIZER INC	COM	717081103	48598	2936456	SH	DEFINE
PFIZER INC	COM	717081103	176	10611	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PG&E CORP	COM	69331C108	628134	15513300	SH	DEFINE
PG&E CORP	COM	69331C108	204	5043	SH	DEFINE
PG&E CORP	COM	69331C108	8421	207970	SH	DEFINE
PG&E CORP	COM	69331C108	954	23570	SH	DEFINE
PG&E CORP	COM	69331C108	1794	44310	SH	DEFINE
PG&E CORP	COM	69331C108	22693	560462	SH	DEFINE
PG&E CORP	COM	69331C108	112	2770	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	36412	1659600	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	68608	3127050	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	205	9350	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	20	920	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	195	8870	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	88	4000	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	5522	251717	SH	DEFINE
PHARMASSET INC	COM	71715N106	4103	194097	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	4101	292100	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	1137	81000	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	3412	243000	SH	DEFINE
PHI INC	COM VTG	69336T106	1989	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	18165	895699	SH	DEFINE
PHI INC	COM NON VTG	69336T205	1612	79500	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	13530	277600	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	10688	219290	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	319824	6561840	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	24	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	9445	193775	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	156	3200	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	5165	100489	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	3903	75931	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	8608	2224400	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	202828	6180000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	69	2100	SH	DEFINE
PITNEY BOWES INC	COM	724479100	29427	1184170	SH	DEFINE
PITNEY BOWES INC	COM	724479100	818	32925	SH	DEFINE
PITNEY BOWES INC	COM	724479100	37	1500	SH	DEFINE
PITNEY BOWES INC	COM	724479100	323	13010	SH	DEFINE
PITNEY BOWES INC	COM	724479100	20456	823180	SH	DEFINE
PITNEY BOWES INC	COM	724479100	5139	206790	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1902	76540	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	3785	3000000	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	4129	134743	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	12089	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	822	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	2517	51796	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	41	846	SH	DEFINE
PNM RES INC	COM	69349H107	23243	1990000	SH	DEFINE
PNM RES INC	COM	69349H107	9995	855720	SH	DEFINE
PNM RES INC	COM	69349H107	96	8250	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	230	3000	SH	DEFINE
POLYCOM INC	COM	73172K104	4507	168500	SH	DEFINE
POLYCOM INC	COM	73172K104	1153	43100	SH	DEFINE
POLYCOM INC	COM	73172K104	3167	118400	SH	DEFINE
POLYCOM INC	COM	73172K104	1045	39075	SH	DEFINE
POLYONE CORP	COM	73179P106	8838	1325000	SH	DEFINE
POLYONE CORP	COM	73179P106	17	2500	SH	DEFINE
POPE RES DEL LTD PARTNERSHIP	DEPOSITRY RCPT	732857107	514	21402	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	129659	6575000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	9340	883353	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	76	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	3	25	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2087	20081	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	858	9495	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

POTASH CORP SASK INC	COM	73755L107	3549	39100	SH	DEFINE
POWELL INDS INC	COM	739128106	7847	204400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	10589	317700	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	910	27300	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	2470	74100	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	8889	266710	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	703	29875	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1575	37274	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	533	20950	SH	DEFINE
PPG INDS INC	COM	693506107	4866	83599	SH	DEFINE
PPL CORP	COM	69351T106	111500	3675000	SH	DEFINE
PPL CORP	COM	69351T106	342	11272	SH	DEFINE
PRAXAIR INC	COM	74005P104	196741	2408381	SH	DEFINE
PRAXAIR INC	COM	74005P104	100536	1230700	SH	DEFINE
PRAXAIR INC	COM	74005P104	18780	229893	SH	DEFINE
PRAXAIR INC	COM	74005P104	25	300	SH	DEFINE
PRAXAIR INC	COM	74005P104	12	150	SH	DEFINE
PRAXAIR INC	COM	74005P104	147	1800	SH	DEFINE
PRAXAIR INC	COM	74005P104	65	800	SH	DEFINE
PRAXAIR INC	COM	74005P104	738	9038	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	176771	1735250	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	3525	34605	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	672	6600	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	20	200	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	225	2210	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	112	1100	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	1493	14658	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	3937	380000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	79474	1739035	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	2890	63236	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	16	350	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	192	4210	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	82	1800	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1200	26264	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	87589	528210	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	704	4243	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	209	6850	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	234853	7715263	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	6163	225000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	196239	3388100	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	73812	1274370	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	91085	1572601	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	35	600	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	13741	237197	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	37591	649019	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	278	4803	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2229	38480	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	46868	809190	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	506999	12980000	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2469	63211	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	774	46670	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	434	26180	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	22339	1347360	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	3946	237990	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	12077	728430	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	75045	4526223	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2032	122543	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1870	112770	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	330298	19921457	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	27199	1640443	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	131	7880	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	108	9089	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PROLOGIS	SH BEN INT	743410102	3141	263475	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	1777	149100	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	14957	1254790	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	238	20000	SH	DEFINE
PROSHARES TR	PSHS ULT S&P 50074347R107		2575	75000	SH	PUT DEFINE
PROSHARES TR	PSHS ULTSH 20YRS74347R297		264	6003	SH	DEFINE
PROSHARES TR	PSHS ULSHT SP50074347R883		647	15995	SH	DEFINE
PROTECTION ONE INC	COM NEW	743663403	3350	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	64553	3013700	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	11	500	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE 2.750% 8/174369LAD5		18679	16790000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2107	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	59093	1184000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	486	9739	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	3254	65200	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	2134	97705	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	5191	194000	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	757	28300	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	1903	71100	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	421	5600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	246	3275	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	2679	35600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	22811	303170	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	361	4800	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	644520	20500000	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5966	189751	SH	DEFINE
PULTE HOMES INC	COM	745867101	28574	2600000	SH	DEFINE
QIAGEN N V	ORD	N72482107	48240	2266950	SH	DEFINE
QIAGEN N V	ORD	N72482107	5860	275480	SH	DEFINE
QIAGEN N V	ORD	N72482107	5320	250000	SH	DEFINE
QIAGEN N V	ORD	N72482107	851	40000	SH	DEFINE
QIAGEN N V	ORD	N72482107	26661	1256415	SH	DEFINE
QIAGEN N V	ORD	N72482107	652	30623	SH	DEFINE
QIAGEN N V	ORD	N72482107	891	42000	SH	DEFINE
QIAGEN N V	ORD	N72482107	2486	117000	SH	DEFINE
QLOGIC CORP	COM	747277101	260	15144	SH	DEFINE
QUALCOMM INC	COM	747525103	190670	4238980	SH	DEFINE
QUALCOMM INC	COM	747525103	43317	963026	SH	DEFINE
QUALCOMM INC	COM	747525103	6135	136400	SH	DEFINE
QUALCOMM INC	COM	747525103	44	970	SH	DEFINE
QUALCOMM INC	COM	747525103	765	17000	SH	DEFINE
QUALCOMM INC	COM	747525103	472	10490	SH	DEFINE
QUALCOMM INC	COM	747525103	1687	37500	SH	DEFINE
QUALCOMM INC	COM	747525103	162	3600	SH	DEFINE
QUALCOMM INC	COM	747525103	804	17872	SH	DEFINE
QUALCOMM INC	COM	747525103	990	22000	SH	DEFINE
QUALITY SYS INC	COM	747582104	2395	38900	SH	DEFINE
QUALITY SYS INC	COM	747582104	523	8500	SH	DEFINE
QUALITY SYS INC	COM	747582104	1391	22600	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	0	16	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	5549	250733	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	2131	2000000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	26613	509930	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5689	109008	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	29836	571680	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	72114	1381754	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2498	47869	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	430	8240	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	224392	4299525	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	34053	652485	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	91	1750	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	5540	328800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

QUEST SOFTWARE INC	COM	74834T103	981	58200	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	2721	161500	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	8950	531090	SH	DEFINE
QUESTAR CORP	COM	748356102	2025	53920	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	4	1003	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	108006	28348109	SH	DEFINE
RADIOSHACK CORP	COM	750438103	514	31000	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	153575	2197700	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	98	1400	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	42	600	SH	DEFINE
RANGE RES CORP	COM	75281A109	87773	1778220	SH	DEFINE
RANGE RES CORP	COM	75281A109	256	5189	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	28782	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3925	81821	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1919	40000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5254	109520	SH	DEFINE
RC2 CORP	COM	749388104	4167	292400	SH	DEFINE
REALTY INCOME CORP	COM	756109104	1526	59500	SH	DEFINE
REALTY INCOME CORP	COM	756109104	13319	519260	SH	DEFINE
REALTY INCOME CORP	COM	756109104	200	7800	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	10608	468842	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	5304	430540	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	237	6400	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	374	10100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	559	15100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	4844	130743	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	74	2000	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	0	20	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	2114	109550	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	3183	164938	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	4194	217300	SH	DEFINE
REGIS CORP MINN	COM	758932107	20198	1303100	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	97884	2299900	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	445	8125	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1903	34750	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1249	22810	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	134	4930	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	7473	274191	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	9731	358287	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	18737	705210	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	88	3300	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	65001	962250	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	1564	23150	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	770	11400	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	35832	529741	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	249	3686	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	249	5586	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	316467	7108415	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	90	11000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	8771	607207	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	8140	47800	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	887	5206	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	8263	376245	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	503	22900	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	1383	63000	SH	DEFINE
RLI CORP	COM	749607107	92885	1759857	SH	DEFINE
RLI CORP	COM	749607107	80	1525	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	323	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	33695	1346740	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	150	6000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	465	18581	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	383	8990	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ROCKWELL COLLINS INC	COM	774341101	77982	1535070	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1257	24745	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1039	20450	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	22714	989289	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	62	2200	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	28	1000	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	200019	7079568	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	217560	4267559	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	7	137	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	108	2120	SH	DEFINE
ROWAN COS INC	COM	779382100	71531	3100600	SH	DEFINE
ROWAN COS INC	COM	779382100	3597	155900	SH	DEFINE
ROWAN COS INC	COM	779382100	997	43225	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	59	1100	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	2129	39740	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	258309	4803514	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	231	4146	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	14228	254609	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5672	101706	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	125397	2248467	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	16013	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	26742	467607	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	3521	61570	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	10902	190630	SH	DEFINE
ROYAL GOLD INC	COM	780287108	8208	180000	SH	DEFINE
RPM INTL INC	COM	749685103	47714	2580550	SH	DEFINE
RPM INTL INC	COM	749685103	4707	254582	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	41333	1659300	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	50	2000	SH	DEFINE
RUBICON MINERALS CORP	COM	780911103	129	31200	SH	DEFINE
RXI PHARMACEUTICALS CORP	COM	74978T109	53	21580	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	59605	2052496	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	302	10400	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	735	25324	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1679	51000	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	14938	757500	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	577	29250	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	27	1370	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	228	11540	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	189	9600	SH	DEFINE
SAIC INC	COM	78390X101	1391	79300	SH	DEFINE
SAIC INC	COM	78390X101	60549	3452050	SH	DEFINE
SAIC INC	COM	78390X101	861	49106	SH	DEFINE
SAKS INC	COM	79377W108	30276	4439248	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	41198	723640	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	498	8750	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	157	2751	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	5936	834896	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	2	250	SH	DEFINE
SANDISK CORP	COM	80004C101	1127	51956	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	2452	211000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	694	18773	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	27795	753364	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	261	7073	SH	DEFINE
SAP AG	SPON ADR	803054204	5456	111643	SH	DEFINE
SAP AG	SPON ADR	803054204	30710	630256	SH	DEFINE
SAP AG	SPON ADR	803054204	76460	1564550	SH	DEFINE
SAPIENT CORP	COM	803062108	6495	807782	SH	DEFINE
SAPIENT CORP	COM	803062108	918	114200	SH	DEFINE
SAPIENT CORP	COM	803062108	2455	305400	SH	DEFINE
SARA LEE CORP	COM	803111103	981	88037	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SARA LEE CORP	COM	803111103	19	1700	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	8	200	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	12	306	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	52336	1372920	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	212	32240	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	16867	1109700	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	188	12400	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	521	34300	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	92679	3428695	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1105	40874	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	2881	106600	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	904	33458	SH	DEFINE
SCANA CORP NEW	COM	80589M102	27048	775000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	773	22163	SH	DEFINE
SCANSOURCE INC	COM	806037107	4154	146585	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	2548	90200	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	138510	4903000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	6364	225275	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	384	13600	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1219126	43154915	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	85	3020	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1597	56438	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	444	15720	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	2153	76201	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	47045	193800	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	3683	15170	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	146	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	69782	1170828	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	76185	1278264	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	36	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	8861	148680	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	23	390	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1043	17500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	287	4810	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	2163	36300	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	125	2100	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	61	1025	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1281	21500	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	212	8700	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	8853	363740	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	51512	2689920	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	853	44524	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	955	49884	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	680	12500	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	7	134	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	886	20640	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	1224	14990	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	82	1000	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	1333	87624	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	11205	736690	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	19955	1311959	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	296066	19465248	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	5422	356444	SH	DEFINE
SEALY CORP	COM	812139301	25231	7884645	SH	DEFINE
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	24	785	SH	DEFINE
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	1900	61490	SH	DEFINE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	159	10615	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	22809	1450000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	2466	49500	SH	DEFINE
SEMPRA ENERGY	COM	816851109	454055	9115742	SH	DEFINE
SEMPRA ENERGY	COM	816851109	165	3314	SH	DEFINE
SEMTECH CORP	COM	816850101	5916	347700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SENECA FOODS CORP NEW	CL B	817070105	3409	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	15851	578500	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	6944	2149940	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	145	44900	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	402	124500	SH	DEFINE
SERVICE CORP INTL	COM	817565104	363	51800	SH	DEFINE
SERVICE CORP INTL	COM	817565104	30655	4372990	SH	DEFINE
SERVICE CORP INTL	COM	817565104	135	19220	SH	DEFINE
SERVICE CORP INTL	COM	817565104	505	71990	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	461	9000	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	11662	227773	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	4949	82263	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	108	1800	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	6719	128500	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	5474	355000	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	7214	765800	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	1110	117800	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	3046	323400	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	25300	2686507	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	1081	11625	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	22929	245792	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	52970	569820	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1355	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	33738	625000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	2793	51741	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	899	31000	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	2482	85581	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	108422	2338690	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1349	29095	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3509	75700	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1241	26758	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	5666	450000	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	1	100	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	3467	273000	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	347	4991	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	7557	108838	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	4594	66164	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	40786	587444	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	600	8643	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	12150	200000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	162	2670	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	31810	1259284	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	55	3130	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	10983	629410	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	317	18170	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3000	172844	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3805	218026	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	29924	1714824	SH	DEFINE
SKYWEST INC	COM	830879102	36829	2221284	SH	DEFINE
SKYWEST INC	COM	830879102	13	800	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	456	10400	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	3858	87990	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	57	1300	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	239	5300	SH	DEFINE
SMITH A O	COM	831865209	46274	1214550	SH	DEFINE
SMITH INTL INC	COM	832110100	80811	2815700	SH	DEFINE
SMITH INTL INC	COM	832110100	1247	43441	SH	DEFINE
SMITH INTL INC	COM	832110100	323	11241	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	28133	2038600	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	913	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3514	66298	SH	DEFINE
SOHU COM INC	COM	83408W103	6878	100000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SOHU COM INC	COM	83408W103	32153	467475	SH	DEFINE
SOLARWINDS INC	COM	83416B109	6128	278130	SH	DEFINE
SONOCO PRODS CO	COM	835495102	10	349	SH	DEFINE
SONY CORP	ADR NEW	835699307	105	3585	SH	DEFINE
SONY CORP	ADR NEW	835699307	60	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	5461	186686	SH	DEFINE
SONY CORP	ADR NEW	835699307	2729	93445	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	399	11311	SH	DEFINE
SOUTHERN CO	COM	842587107	666007	21029600	SH	DEFINE
SOUTHERN CO	COM	842587107	1008	31835	SH	DEFINE
SOUTHERN CO	COM	842587107	710	22061	SH	DEFINE
SOUTHERN CO	COM	842587107	1420	44824	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	2213	290840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	626	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	780	81204	SH	DEFINE
SOUTHWEST GAS CORP	COM	844895102	7674	300000	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	16914	396300	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	623	14600	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	204	6700	SH	DEFINE
SPARTON CORP	COM	847235108	2076	488571	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	12166	123078	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	346	3500	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	178	1800	SH	DEFINE
SPDR INDEX SHS FDS	DJ INTL RL ETF	78463X863	470	13200	SH	DEFINE
SPDR SERIES TRUST	BRCLYS MUNI ETF	78464A458	9740	418765	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	10666	101045	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	2650	25100	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	357315	18865650	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1587	83784	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	787	40873	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1862	98322	SH	DEFINE
SPHERION CORP	COM	848420105	9967	1605000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	521	131940	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	185	46876	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1463	370330	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	31617	8004200	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	711	179960	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	218977	55437173	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	2321	587470	SH	DEFINE
SPSS INC	COM	78462K102	11626	232751	SH	DEFINE
SPX CORP	COM	784635104	2087	34065	SH	DEFINE
ST JOE CO	COM	790148100	74891	2571810	SH	DEFINE
ST JOE CO	COM	790148100	478	16430	SH	DEFINE
ST JOE CO	COM	790148100	4099	140750	SH	DEFINE
ST JUDE MED INC	COM	790849103	305	7830	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	893	96500	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	77185	1911950	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	8581	369700	SH	DEFINE
STANDARD PAC CORP NEW	COM	85375C101	1883	510235	SH	DEFINE
STANLEY INC	COM	854532108	2290	89055	SH	DEFINE
STANLEY INC	COM	854532108	1318	51257	SH	DEFINE
STANLEY INC	COM	854532108	2627	102097	SH	DEFINE
STANLEY WKS	COM	854616109	267	6258	SH	DEFINE
STANTEC INC	COM	85472N109	9918	395996	SH	DEFINE
STAPLES INC	COM	855030102	7272	313192	SH	DEFINE
STAPLES INC	COM	855030102	116	5000	SH	OTHER
STARBUCKS CORP	COM	855244109	665	32207	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	29727	899990	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	17	500	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	546	16538	SH	DEFINE
STARWOOD PPTY TR INC	COM	85571B105	518	25600	SH	DEFINE
STARWOOD PPTY TR INC	COM	85571B105	3386	167200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

STATE STR CORP	COM	857477103	48684	925551	SH	DEFINE
STATE STR CORP	COM	857477103	6137	116682	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	442	19631	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	12815	569357	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	50991	3324050	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	45855	1282292	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	4472	125050	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	6611	1482210	SH	DEFINE
STERICYCLE INC	COM	858912108	49535	1022400	SH	DEFINE
STERICYCLE INC	COM	858912108	339	7000	SH	DEFINE
STERICYCLE INC	COM	858912108	308	6367	SH	DEFINE
STERIS CORP	COM	859152100	23657	776900	SH	DEFINE
STERIS CORP	COM	859152100	137	4500	SH	DEFINE
STIFEL FINL CORP	COM	860630102	4332	78900	SH	DEFINE
STIFEL FINL CORP	COM	860630102	697	12700	SH	DEFINE
STIFEL FINL CORP	COM	860630102	1932	35200	SH	DEFINE
STRAYER ED INC	COM	863236105	10880	49980	SH	DEFINE
STRAYER ED INC	COM	863236105	54	250	SH	DEFINE
STRYKER CORP	COM	863667101	46847	1031200	SH	DEFINE
STRYKER CORP	COM	863667101	32995	726290	SH	DEFINE
STRYKER CORP	COM	863667101	11664	256739	SH	DEFINE
STRYKER CORP	COM	863667101	241	5309	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	38	1200	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	79	2517	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	142317	4544372	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	128	14050	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	446282	49095902	SH	DEFINE
SUNCOR ENERGY INC	COM	867224107	56	1592	SH	DEFINE
SUNCOR ENERGY INC	COM	867224107	171992	4926139	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	856	24778	SH	DEFINE
SUNOCO INC	COM	86764P109	213	7472	SH	DEFINE
SUNOCO INC	COM	86764P109	714	25100	SH	DEFINE
SUNOPTA INC	COM	8676EP108	21741	5368254	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	60	2000	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	9504	317965	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	407	13600	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	1211	48000	SH	DEFINE
SUNPOWER CORP	DBCV 1.250% 2/	1867652AA7	5141	5825000	PRN	DEFINE
SUNTRUST BKS INC	COM	867914103	453	20070	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	1730	76700	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	30	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	11790	523530	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	835	37100	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	2216	98400	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	2863	127182	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	3550	456300	SH	DEFINE
SUPERVALU INC	COM	868536103	92	6111	SH	DEFINE
SUPERVALU INC	COM	868536103	147777	9812580	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	2877	61450	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	8392	179356	SH	DEFINE
SYBASE INC	COM	871130100	57074	1467200	SH	DEFINE
SYBASE INC	COM	871130100	553	14215	SH	DEFINE
SYMANTEC CORP	COM	871503108	824	50035	SH	DEFINE
SYMS CORP	COM	871551107	11569	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	7143	155442	SH	DEFINE
SYSO CORP	COM	871829107	6666	268268	SH	DEFINE
SYSO CORP	COM	871829107	12	500	SH	OTHER
T-3 ENERGY SRVCS INC	COM	87306E107	3952	200600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1434	130837	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	20767	1894786	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	24701	2253778	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	14028	1279916	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	25098	2298350	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	97	8860	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	46556	4247789	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	106707	9736059	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	340	19500	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	9826	565900	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	126599	7260830	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	20557	1180705	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	4094	236262	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	38757	2226070	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	36643	2104665	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	1841	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	877	23500	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	7555	202320	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	116	3100	SH	DEFINE
TARGET CORP	COM	87612E106	6873	147245	SH	DEFINE
TARGET CORP	COM	87612E106	10760	230509	SH	DEFINE
TARGET CORP	COM	87612E106	103	2200	SH	OTHER
TARGET CORP	COM	87612E106	84	1800	SH	DEFINE
TARGET CORP	COM	87612E106	8886	190360	SH	DEFINE
TARGET CORP	COM	87612E106	1165	24950	SH	DEFINE
TARGET CORP	COM	87612E106	27337	585625	SH	DEFINE
TARGET CORP	COM	87612E106	2746	58836	SH	DEFINE
TARGET CORP	COM	87612E106	186889	4003622	SH	DEFINE
TARGET CORP	COM	87612E106	35488	760232	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	143	11000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	321	8900	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	2778	76992	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	51	1400	SH	DEFINE
TD AMERITRADE HLDG CORP	COM	87236Y108	930	47400	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	90	3282	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	21482	779220	SH	DEFINE
TECO ENERGY INC	COM	872375100	200358	14230000	SH	DEFINE
TECO ENERGY INC	COM	872375100	1918	136230	SH	DEFINE
TECO ENERGY INC	COM	872375100	32399	2301100	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	3806	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	13596	1200000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	44820	2049393	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	449	28110	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	367	10200	SH	DEFINE
TELEFLEX INC	COM	879369106	90525	1873836	SH	DEFINE
TELEFLEX INC	COM	879369106	24155	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	126	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	63	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	4663	56239	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	139897	1687335	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	4703	56730	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	36247	436929	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	18005	217162	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	306317	3694574	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1100	63100	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	7227	414388	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	16625	953281	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1782	102168	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	470	33700	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	233	16700	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	8696	623398	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	19	600	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	109472	3518772	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	58	3550	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	8703	530054	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	343	13507	SH	SOLE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TEMPLETON EMERG MKTS INCOME	COM	880192109	163	11266	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	269	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	257	15080	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	311	33401	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	212	11143	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	5	271	SH	DEFINE
TEMPUR PEDIC INTL INC	COM	88023U101	61453	3244640	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	13	360	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	81427	2286002	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1176	200000	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	313	53300	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	304713	51821951	SH	DEFINE
TENNECO INC	COM	880349105	2721	208700	SH	DEFINE
TENNECO INC	COM	880349105	428	32800	SH	DEFINE
TENNECO INC	COM	880349105	1181	90600	SH	DEFINE
TERADYNE INC	COM	880770102	109	11800	SH	DEFINE
TEREX CORP NEW	COM	880779103	543	26200	SH	DEFINE
TEREX CORP NEW	COM	880779103	644	31050	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	46152	1735046	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	2410	90600	SH	DEFINE
TERRA INDS INC	COM	880915103	877	25300	SH	DEFINE
TESCO CORP	COM	88157K101	2260	283165	SH	DEFINE
TETRA TECH INC NEW	COM	88162G103	9445	356000	SH	DEFINE
TETRA TECH INC NEW	COM	88162G103	188	7100	SH	DEFINE
TETRA TECH INC NEW	COM	88162G103	483	18200	SH	DEFINE
TETRA TECH INC NEW	COM	88162G103	263	9899	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	59768	1182120	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	37396	739630	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	25	500	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1347	26650	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	39	770	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	157	3100	SH	DEFINE
TEXAS INDS INC	COM	882491103	28511	679000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	6872	290100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	15114	638011	SH	DEFINE
TEXTRON INC	COM	883203101	19929	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	19	1000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	5459	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	3849	88136	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	15040	500000	SH	DEFINE
THOMPSON CREEK METALS CO INC	COM	884768102	10728	887800	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	64	1900	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	319	9516	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	99530	2952486	SH	DEFINE
THOR INDS INC	COM	885160101	69754	2253750	SH	DEFINE
TICKETMASTER ENTMT INC	COM	88633P302	702	60020	SH	DEFINE
TIDEWATER INC	COM	886423102	16958	360125	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	1254	32541	SH	DEFINE
TIM HORTONS INC	COM	88706M103	29	1015	SH	DEFINE
TIM HORTONS INC	COM	88706M103	12185	428332	SH	DEFINE
TIMBERLAND CO	CL A	887100105	8424	605150	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1336	31000	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	731	16973	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	730	16930	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	169442	3932277	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	15128	351086	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	7646	177432	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	21423	497179	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	52780	1224884	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1979	45927	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	540	12537	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	187997	4362896	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TIME WARNER CABLE INC	COM	88732J207	26568	616560	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	113	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	407	14140	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1525	52972	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	9150	317912	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1971	68479	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	16344	567259	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	59398	2063847	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	3255	113105	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	440	15279	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	392913	13652284	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	24174	839971	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	99	3450	SH	DEFINE
TIMKEN CO	COM	887389104	39680	1693550	SH	DEFINE
TJX COS INC NEW	COM	872540109	1197	32231	SH	DEFINE
TORCHMARK CORP	COM	891027104	391	9000	SH	DEFINE
TORCHMARK CORP	COM	891027104	1729	39805	SH	DEFINE
TORCHMARK CORP	COM	891027104	144310	3322824	SH	DEFINE
TORCHMARK CORP	COM	891027104	276	6350	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	65	1000	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	8915	138318	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	242303	3741876	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	6643	112100	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	4306	72671	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	25875	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3349	56520	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	27074	457109	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2955	49870	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2357	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	255	3251	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	898	11425	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	18543	235453	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	48574	618220	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2745	56700	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	459	9480	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1206	24900	SH	DEFINE
TRANSALTA CORP	COM	89346D107	1129	55000	SH	DEFINE
TRANSALTA CORP	COM	89346D107	12	569	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	12543	250000	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	648	12910	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	3764	121235	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	79736	2558147	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	2827	204400	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	171	12400	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	481	34800	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	19448	227381	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	20149	235583	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	2091	24450	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	608905	7119194	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1061	12400	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	28307	575000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2698	54799	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	114287	2321492	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3835	107500	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	624	17500	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	1705	47800	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	80747	3377100	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	7886	329811	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	12	500	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	1100	46000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	865	36162	SH	DEFINE
TRINITY INDS INC	COM	896522109	75497	4391900	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TRINITY INDS INC	COM	896522109	90	5225	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	43056	6888952	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	38	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	1866	119228	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	10208	2453799	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	967	54130	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	18	994	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	19463	1089130	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1929	107971	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	11315	633210	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	51763	2896651	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	10407	586206	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1628	91120	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	201836	11294707	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	80244	4490433	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	675	30292	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	371	16640	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	128896	5785277	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	12463	559383	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	3431	154006	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	10464	469652	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	37249	1671868	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	681	30587	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	1344	60310	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	269795	12109284	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	12131	544489	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	48	2166	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	1051	30482	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	470	13631	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	154349	4476474	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	10703	310403	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	4976	144329	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	9665	280302	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	45953	1332748	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	3181	92270	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	355738	10317223	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	18611	539759	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	130	3776	SH	DEFINE
TYSON FOODS INC	CL A	902494103	993	78600	SH	DEFINE
UBS AG	SHS NEW	H89231338	240	13137	SH	DEFINE
UBS AG	SHS NEW	H89231338	7	400	SH	DEFINE
UBS AG	SHS NEW	H89231338	239274	13074948	SH	DEFINE
UBS AG	SHS NEW	H89231338	756	41316	SH	DEFINE
UBS AG	SHS NEW	H89231338	3740	204559	SH	DEFINE
UBS AG	SHS NEW	H89231338	13847	756641	SH	DEFINE
UBS AG	SHS NEW	H89231338	52102	2847847	SH	DEFINE
UBS AG	SHS NEW	H89231338	367	20080	SH	DEFINE
UBS AG	SHS NEW	H89231338	200864	10976103	SH	DEFINE
UBS AG	SHS NEW	H89231338	151465	8275075	SH	DEFINE
UBS AG	SHS NEW	H89231338	78	4247	SH	DEFINE
UDR INC	COM	902653104	155	9835	SH	DEFINE
UDR INC	COM	902653104	68	4323	SH	DEFINE
UDR INC	COM	902653104	1549	98402	SH	DEFINE
UDR INC	COM	902653104	14516	922221	SH	DEFINE
UDR INC	COM	902653104	208	13226	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	488	17000	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	9629	1957100	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	29851	1072602	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	551	19800	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	1531	55000	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	347	12465	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	20820	721400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UNILEVER N V	N Y SHS NEW	904784709	1254	43445	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1073	36955	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	23708	822763	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	559	19370	SH	DEFINE
UNILEVER PLC	SPON ADR NEW	904767704	135	4701	SH	DEFINE
UNILEVER PLC	SPON ADR NEW	904767704	91	3165	SH	DEFINE
UNION PAC CORP	COM	907818108	35010	600000	SH	DEFINE
UNION PAC CORP	COM	907818108	15299	262191	SH	DEFINE
UNIT CORP	COM	909218109	36488	884550	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	1605	217168	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	972	40650	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	17693	313320	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	6721	119018	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	12179	215680	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	10008	177230	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	41870	741449	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2626	46510	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	805	14260	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	689546	12210839	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	24855	440151	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	109	1930	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	6305	142100	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	537	12100	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	347	7825	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	199286	3270734	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	84562	1387860	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	55987	918881	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1152	18900	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	165483	2715947	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	25	410	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	3002	49265	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	140	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	226	3706	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	3831	78200	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	1225	48911	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	29926	715600	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	55587	1408697	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	4135	226582	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	12421	630256	SH	DEFINE
UNUM GROUP	COM	91529Y106	991	46200	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	78022	2586060	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	425	14100	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	830	27508	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	11034	504754	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	25053	1146087	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	6206	283918	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	37	1710	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1619	73685	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	275	12600	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1128	51600	SH	DEFINE
USA TRUCK INC	COM	902925106	2446	192602	SH	DEFINE
V F CORP	COM	918204108	36215	500000	SH	DEFINE
V F CORP	COM	918204108	13675	188802	SH	DEFINE
V F CORP	COM	918204108	36	500	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	41757	1245000	SH	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	638	9100	PRN	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	5548	79100	PRN	DEFINE
VALE S A	ADR	91912E105	1341	57970	SH	DEFINE
VALE S A	ADR	91912E105	1405	60740	SH	DEFINE
VALE S A	ADR	91912E105	1396	60375	SH	DEFINE
VALE S A	ADR	91912E105	174	7502	SH	DEFINE
VALE S A	ADR	91912E105	57730	2495890	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VALE S A	ADR	91912E105	15093	652524	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	7544	367820	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	13213	644216	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	4068	198330	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	96100	4685524	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	40727	1985693	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	13770	672137	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	813662	39671484	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	254255	12396654	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	162039	7900488	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	98	4802	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	6614	341100	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	630	32479	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	83562	3238846	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	5461	211650	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	2404	93182	SH	DEFINE
VALLEY NATL BANCORP	COM	919794107	649	52793	SH	DEFINE
VANGUARD INDEX FDS	STK MRK ETF	922908769	745	13900	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	285	6600	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	10796	279978	SH	DEFINE
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	3461	100891	SH	DEFINE
VARIAN INC	COM	922206107	199	3900	SH	DEFINE
VARIAN INC	COM	922206107	8567	167780	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	108053	2564733	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	8145	193325	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	1286	30535	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	54237	1651563	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	1113	33900	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	3074	93600	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	502	15288	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	19149	2580780	SH	DEFINE
VCA ANTECH INC	COM	918194101	56149	2088100	SH	DEFINE
VCA ANTECH INC	COM	918194101	374	13923	SH	DEFINE
VECTREN CORP	COM	92240G101	13824	600000	SH	DEFINE
VECTREN CORP	COM	92240G101	193	8381	SH	DEFINE
VENTAS INC	COM	92276F100	1701	44174	SH	DEFINE
VENTAS INC	COM	92276F100	2814	73100	SH	DEFINE
VENTAS INC	COM	92276F100	23894	620617	SH	DEFINE
VENTAS INC	COM	92276F100	385	10000	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	195953	6473507	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	44609	1473719	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	103	3400	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	127	4200	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	5	150	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	10502	277100	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	269	7100	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	652	23248	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	10325	368240	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1998	71262	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	22449	800600	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	81236	2897149	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1861	66382	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	550	19630	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	459205	16376792	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	15841	564944	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	114	4070	SH	DEFINE
VIASAT INC	COM	92552V100	36846	1386231	SH	DEFINE
VIASAT INC	COM	92552V100	1355	50975	SH	DEFINE
VIASAT INC	COM	92552V100	3942	148300	SH	DEFINE
VIASAT INC	COM	92552V100	5817	218898	SH	DEFINE
VIEWPOINT FINL GROUP	COM	926727108	5554	395549	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	10503	356392	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VIRGIN MEDIA INC	COM	92769L101	451693	32449199	SH	DEFINE
VISA INC	COM CL A	92826C839	116715	1688820	SH	DEFINE
VISA INC	COM CL A	92826C839	22471	325145	SH	DEFINE
VISA INC	COM CL A	92826C839	5972	86420	SH	DEFINE
VISA INC	COM CL A	92826C839	8	120	SH	DEFINE
VISA INC	COM CL A	92826C839	829	12000	SH	DEFINE
VISA INC	COM CL A	92826C839	100	1450	SH	DEFINE
VISA INC	COM CL A	92826C839	1804	26100	SH	DEFINE
VISA INC	COM CL A	92826C839	41	600	SH	DEFINE
VISA INC	COM CL A	92826C839	493	7131	SH	DEFINE
VISA INC	COM CL A	92826C839	1002	14500	SH	DEFINE
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	111	13910	SH	DEFINE
VISTAPRINT N V	SHS	N93540107	502	9900	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	26917	1196328	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	124	5500	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	25340	1125323	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	99527	4423439	SH	DEFINE
VOLCOM INC	COM	92864N101	18849	1143720	SH	DEFINE
VORNADO RLTY L P	DBCV 3.625%11/1	929043AE7	88839	91000000	PRN	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	306	4747	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	236	3664	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	5	82	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	3628	56325	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	31916	495508	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	478	7415	SH	DEFINE
VORNADO RLTY TR	DBCV 2.850% 4/0	929042AC3	250538	262000000	PRN	DEFINE
WABASH NATL CORP	COM	929566107	9576	3520500	SH	DEFINE
WABTEC CORP	COM	929740108	2815	75000	SH	DEFINE
WABTEC CORP	COM	929740108	669	17820	SH	DEFINE
WABTEC CORP	COM	929740108	1238	33000	SH	DEFINE
WADDELL & REED FINL INC	CL A	930059100	2996	105300	SH	DEFINE
WADDELL & REED FINL INC	CL A	930059100	3	93	SH	DEFINE
WAL MART STORES INC	COM	931142103	183582	3739700	SH	DEFINE
WAL MART STORES INC	COM	931142103	29582	602600	SH	DEFINE
WAL MART STORES INC	COM	931142103	24914	507507	SH	DEFINE
WAL MART STORES INC	COM	931142103	124356	2533224	SH	DEFINE
WAL MART STORES INC	COM	931142103	66	1350	SH	DEFINE
WAL MART STORES INC	COM	931142103	3024	61605	SH	DEFINE
WAL MART STORES INC	COM	931142103	353	7200	SH	DEFINE
WAL MART STORES INC	COM	931142103	54	1100	SH	DEFINE
WALGREEN CO	COM	931422109	18853	503154	SH	DEFINE
WALGREEN CO	COM	931422109	12435	331874	SH	DEFINE
WALGREEN CO	COM	931422109	52	1390	SH	DEFINE
WALGREEN CO	COM	931422109	604	16110	SH	DEFINE
WALGREEN CO	COM	931422109	229	6100	SH	DEFINE
WALTER ENERGY INC	COM	93317Q105	1201	20000	SH	PUT DEFINE
WARNACO GROUP INC	COM NEW	934390402	42902	978150	SH	DEFINE
WASHINGTON FED INC	COM	938824109	17221	1021400	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	323	691	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	457	15325	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	751	25187	SH	DEFINE
WATERS CORP	COM	941848103	146103	2615525	SH	DEFINE
WATERS CORP	COM	941848103	47	850	SH	DEFINE
WATERS CORP	COM	941848103	20	360	SH	DEFINE
WATERS CORP	COM	941848103	242	4335	SH	DEFINE
WATERS CORP	COM	941848103	101	1800	SH	DEFINE
WATERS CORP	COM	941848103	1405	25149	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	62999	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	499	13630	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	4	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	30653	836610	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1243	33930	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WATSON PHARMACEUTICALS INC	COM	942683103	33708	919970	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	139350	3803225	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3682	100502	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2766	75500	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	6101	166509	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	55037	1502113	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	133	3640	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	29149	963600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	12	410	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	48	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	62021	2991830	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	574	27685	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	803	38737	SH	DEFINE
WEIGHT WATCHERS INTL INC NEW	COM	948626106	1994	72660	SH	DEFINE
WELLPOINT INC	COM	94973V107	396	8365	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	752662	26709100	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	17392	617161	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	70	2500	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	51	1810	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1844	64817	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	311	11050	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2067	73344	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	503666	564016	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	9315	500000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	8607	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	24672	19200000	PRN	DEFINE
WEST MARINE INC	COM	954235107	17713	2253550	SH	DEFINE
WEST MARINE INC	COM	954235107	13846	1761567	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	142107	3499303	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	7804	400000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	21615	1107900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	2181	59700	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1220	33400	SH	DEFINE
WESTERN UN CO	COM	959802109	821	43410	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	4357	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	107612	4187221	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	4271	116540	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	709	19340	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	530242	14467733	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	10	260	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	115	3150	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	44	1200	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	215	700	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	628026	2045621	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	7587	722550	SH	DEFINE
WHITNEY HLDG CORP	COM	966612103	98	10289	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	5792	189954	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	19752	1105290	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	7245	405401	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	657	28200	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	521	18475	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	274	19261	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	26	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6558	647347	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	132	13000	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	24199	1645050	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	1131	62990	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	37039	820000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	704	15590	SH	DEFINE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	250	11900	SH	DEFINE
WMS INDS INC	COM	929297109	42692	958060	SH	DEFINE
WMS INDS INC	COM	929297109	356	8000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WMS INDS INC	COM	929297109	667	14958	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	47639	1917820	SH	DEFINE
WPP PLC	ADR	92933H101	996	23175	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	371	166160	SH	DEFINE
WYETH	COM	983024100	29148	600000	SH	DEFINE
WYETH	COM	983024100	17753	365439	SH	DEFINE
WYETH	COM	983024100	243	5000	SH	CALL DEFINE
WYETH	COM	983024100	1595983	32852683	SH	DEFINE
WYETH	COM	983024100	334	6869	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	16566	861000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	498651	25917391	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	535	27803	SH	DEFINE
XEROX CORP	COM	984121103	30	3838	SH	DEFINE
XEROX CORP	COM	984121103	75018	9692281	SH	DEFINE
XILINX INC	COM	983919101	33842	1445000	SH	DEFINE
XILINX INC	COM	983919101	675	28810	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	440	94900	SH	DEFINE
XL CAP LTD	CL A	G98255105	605	34646	SH	DEFINE
XTO ENERGY INC	COM	98385X106	65183	1577508	SH	DEFINE
XTO ENERGY INC	COM	98385X106	1154	27937	SH	DEFINE
XTO ENERGY INC	COM	98385X106	261	6318	SH	DEFINE
XYRATEX LTD	COM	G98268108	2310	242900	SH	DEFINE
YAHOO INC	COM	984332106	28496	1600000	SH	DEFINE
YAHOO INC	COM	984332106	1804	101274	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	65708	6108720	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	7171	666100	SH	DEFINE
YUM BRANDS INC	COM	988498101	2905	86062	SH	DEFINE
YUM BRANDS INC	COM	988498101	125	3700	SH	DEFINE
ZALE CORP NEW	COM	988858106	37844	5292900	SH	DEFINE
ZENITH NATL INS CORP	COM	989390109	27560	891900	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	7903	147850	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	7027	131477	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	15	280	SH	DEFINE
			-----			
	GRAND TOTAL			106697759		