STEIN LAURA Form 3 June 29, 2005

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

 STEIN LAURA

C/O THE CLOROX

COMPANY, Â 1221 **BROADWAY**

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/23/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

FRANKLIN RESOURCES INC [BEN]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

10% Owner _X_ Director Officer

Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

OAKLAND. CAÂ 94612-1888

(State)

(Street)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

(City)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Ownership (Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

Common Stock, par value \$.10

0

Â D

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEIN LAURA C/O THE CLOROX COMPANY 1221 BROADWAY OAKLAND, CAÂ 94612-1888

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Signatures

Barbara J. Green, Attorney-in-Fact 06/29/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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