

FRANKLIN RESOURCES INC

Form 4

March 16, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
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 \*  
JOFFE ROBERT D

(Last) (First) (Middle)

C/O CRAVATH, SWAINE &  
MOORE LLP, 825 EIGHTH  
AVENUE

(Street)

NEW YORK, NY 100197475

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
FRANKLIN RESOURCES INC  
[BEN]3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/20054. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not  
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displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Deferred Director's Fees (FRI)	\$ 0	03/14/2005		A	10.5042	05/26/2018 <sup>(1)</sup> 05/26/2018 <sup>(1)</sup>	Common Stock, par value \$.10
Deferred Director's Fees (FRI)	\$ 0	03/15/2005		A	20.9849	05/26/2018 <sup>(1)</sup> 05/26/2018 <sup>(1)</sup>	Common Stock, par value \$.10

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOFFE ROBERT D C/O CRAVATH, SWAINE & MOORE LLP 825 EIGHTH AVENUE NEW YORK, NY 100197475	X			

## Signatures

/s/ JOFFE,  
ROBERT D. 03/16/2005

\_\_Signature of Reporting  
Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees based upon the  
(1) performance of Issuer's stock (including reinvested dividends) payable in cash on the earlier of Mr. Joffe's ceasing to be a director or May 26, 2018.

(2) Represents the equivalent amount of Franklin Resources, Inc.'s common stock under the director's deferred compensation arrangement as of the transaction date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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