

Advani Vijay Chandur
Form 3
September 16, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Â Advani Vijay Chandur
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 09/08/2005

3. Issuer Name and Ticker or Trading Symbol
 FRANKLIN RESOURCES INC [BEN]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

C/O FRANKLIN RESOURCES,
INC.,Â ONE FRANKLIN
PARKWAY
 (Street)

SAN
MATEO,Â CAÂ 94403-1906
 (City) (State) (Zip)

___ Director ___ 10% Owner
 ___X___ Officer ___ Other
 (give title below) (specify below)
 Executive Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.10 | 24,334.6405 ⁽¹⁾ | D | Â |
| Common Stock, par value \$.10 | 10,894.95 | I | By Trust |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|-------------------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to Buy) | 09/30/2002 ⁽²⁾ | 11/19/2011 | Common Stock, par value \$.10 | 20,594 | \$ 36.3 | D | Â |
| Employee Stock Option (Right to Buy) | 09/30/2003 ⁽³⁾ | 11/09/2012 | Common Stock, par value \$.10 | 30,891 | \$ 31.95 | D | Â |
| Employee Stock Option (Right to Buy) | 09/30/2004 ⁽⁴⁾ | 11/11/2013 | Common Stock, par value \$.10 | 25,743 | \$ 47.57 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Advani Vijay Chandur C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906 | Â | Â | Â Executive Managing Director | Â |

Signatures

/s/ ADVANI,
VIJAY

09/15/2005

**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).
- (1) Of the amount of securities beneficially owned, 22,237 shares represent unvested awards of restricted stock shares.
 - (2) The option is fully exercisable.
 - (3) The option becomes exercisable in three approximately equal increments on each of September 30, 2003, September 30, 2004, and September 30, 2005.
 - (4) The option becomes exercisable in three approximately equal increments on each of September 30, 2004, September 30, 2005, and September 29, 2006.

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.