

FRANKLIN RESOURCES INC
 Form 5
 November 14, 2008

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 JOHNSON CHARLES B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403-1906

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$.10	12/23/2005	^	G ⁽²⁾	49,000 D	\$ 0 ⁽¹⁾ 35,224,594	D	^
Common Stock, par value \$.10	05/23/2007	^	G ⁽³⁾	11,000 D	\$ 0 ⁽¹⁾ 35,213,594	D	^
Common Stock, par	11/21/2007	^	G	5,382 D	\$ 0 ⁽¹⁾ 35,208,212	D	^

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value \$.10

Common Stock, par value \$.10	12/19/2007	Â	G	200	D	\$ 0 (1)	35,208,012	D	Â
Common Stock, par value \$.10	12/24/2007	Â	G	1,150	D	\$ 0 (1)	35,206,862	D	Â
Common Stock, par value \$.10	12/27/2007	Â	G	126,600	D	\$ 0 (1)	35,080,262	D	Â
Common Stock, par value \$.10	12/31/2007	Â	G	58,600	D	\$ 0 (1)	35,021,662	D	Â
Common Stock, par value \$.10	07/10/2008	Â	G	6,650	D	\$ 0 (1)	35,015,012	D	Â
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	6,553.214 (4)	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	2,906,117	I	By IRA
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	272,600	I	By Trust held by Spouse (5)

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

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.

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

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Sc B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

