

FRANKLIN RESOURCES INC
 Form 5
 November 06, 2008

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
BOLT JENNIFER J

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)
 EVP-Operations and Technology

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.10	02/07/2006	Â	G ⁽¹⁾	27 D \$ 0 ⁽²⁾	500,158.4994	D	Â
Common Stock, par value \$.10	08/17/2006	Â	G ⁽¹⁾	511 D \$ 0 ⁽²⁾	499,647.4994	D	Â

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Common Stock, par value \$.10	05/02/2007	Â	G ⁽³⁾	38	D	\$ 0 (2)	499,609.4994	D	Â
Common Stock, par value \$.10	10/15/2007	Â	G	546	D	\$ 0 (2)	499,063.4994	D	Â
Common Stock, par value \$.10	11/21/2007	Â	G	207	A	\$ 0 (2)	499,270.4994	D	Â
Common Stock, par value \$.10	02/29/2008	Â	G	21	D	\$ 0 (2)	499,249.4994	D	Â
Common Stock, par value \$.10	07/10/2008	Â	G	266	A	\$ 0 (2)	499,515.4994	D	Â
Common Stock, par value \$.10	11/21/2007	Â	G	1,035	A	\$ 0 (2)	43,528 ⁽⁴⁾	I	As a Trustee for Minor Child
Common Stock, par value \$.10	07/10/2008	Â	G	1,330	A	\$ 0 (2)	44,858 ⁽⁴⁾	I	As a Trustee for Minor Child
Common Stock, par value \$.10	11/21/2007	Â	G	207	A	\$ 0 (2)	1,383 ⁽⁵⁾	I	By Spouse
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	876.557 ⁽⁶⁾	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	870,000	I	By Limited Partnership
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	5,000	I	By Trust ⁽⁷⁾

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

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(9-02)

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. Amount or Number of Shares
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOLT JENNIFER J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	Â	Â	Â EVP-Operations and Technology	Â

Signatures

/s/ Jennifer J.
Bolt

11/06/2008

**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).
- (1) Gift of shares was inadvertently not reported on a Form 5 or other report with respect to the Issuer's fiscal year ended September 30, 2006.
- (2) Not applicable.
- (3) Gift of shares was inadvertently omitted from Form 5 with respect to the Issuer's fiscal year ended September 30, 2007, filed on November 14, 2007, as amended on December 26, 2007.
- (4) Shares held by the Reporting Person as trustee for the Reporting Person's minor children. The Reporting Person disclaims beneficial ownership of such shares.
- (5) Shares held by a member of the Reporting Person's immediate family. The Reporting Person disclaims beneficial ownership of such shares.

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- (6) Reporting Person holds shares in the Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2008.
- (7) Business trust for the benefit of the Reporting Person and the Reporting Person's children.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.