

FRANKLIN RESOURCES INC  
 Form 4  
 May 30, 2007

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

OMB APPROVAL  
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**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 \*  
 JOHNSON GREGORY E

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/25/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and President

(Street)  
 SAN MATEO, CA 944031906

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)	Price		
Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.10	11/29/2006		G	V 208	A \$ 0	522,924 <sup>(1)</sup>	D
Common Stock, par value \$.10	05/25/2007		M	50,000	A \$ 33.5	572,924 <sup>(1)</sup>	D
Common Stock, par value \$.10	05/25/2007		S	4,100	D \$ 134.1	568,824 <sup>(1)</sup>	D

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Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 134.09	568,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,000	D	\$ 134.05	567,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 134.04	567,224 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,100	D	\$ 134.03	566,124 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,600	D	\$ 134.01	564,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	900	D	\$ 134	563,624 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,500	D	\$ 133.98	562,124 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,500	D	\$ 133.95	560,624 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	2,800	D	\$ 133.94	557,824 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	800	D	\$ 133.93	557,024 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	5,200	D	\$ 133.92	551,824 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	6,000	D	\$ 133.9	545,824 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.89	545,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	600	D	\$ 133.87	544,924 <u>(1)</u>	D
Common Stock, par	05/25/2007	S	200	D	\$ 133.86	544,724 <u>(1)</u>	D

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value \$.10								
Common Stock, par value \$.10	05/25/2007	S	3,100	D	\$ 133.85	541,624 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	100	D	\$ 133.83	541,524 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	1,100	D	\$ 133.82	540,424 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	1,300	D	\$ 133.81	539,124 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	3,500	D	\$ 133.8	535,624 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	600	D	\$ 133.79	535,024 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 133.78	534,824 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 133.77	534,624 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.75	534,324 <sup>(1)</sup>	D	
Common Stock, par value \$.10	11/29/2006	G	V 416	A	\$ 0	16,148	I	As a Trustee for Minor Child
Common Stock, par value \$.10	11/29/2006	G	V 208	A	\$ 0	3,816	I	By Spouse
Common Stock, par value \$.10						1,377.46 <sup>(2)</sup>	I	By 401(k)

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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.5 <sup>(3)</sup>	05/25/2007		M	50,000 <sup>(3) (4)</sup>	09/28/2001 12/15/2010	Common Stock, par value \$.10	50,000 <sup>(3)</sup>	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906	X		CEO and President	

## Signatures

By: Maria Gray, Attorney-In-Fact 05/30/2007  
 \*\*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) Of the amount of securities beneficially owned, 80,228 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of March 15, 2007.
- (3) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
- (4) This report reflects the exercise of options originally granted on December 15, 2000.

### Remarks:

This Form 4 is one of two Form 4s filed to report transactions on May 25, 2007.

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.