

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN RESOURCES INC

Form 13F-HR

August 15, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2005

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California August 12, 2005

This Form 13F is being filed while the Reporting Manager is in the process of verifying certain of the securities holdings information reported herein. If the Reporting Manager obtains information concerning a material change in such reported information contained herein, an amendment to this Form 13F will be filed that will disclose such change.

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.) [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).) [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

Report Summary:

Number of Other Included Managers: 9

Form 13F Information Table Entry Total: 3,967

Form 13F Information Table Value Total: \$ 122,904,060
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No. Form 13F File Number Name

A	28-3578	FRANKLIN ADVISERS, INC.
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3		-----/1/
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

/1/The investment advisory business of Templeton/Franklin Investment Services, Inc. (previous manager No. 3) was acquired by Franklin Templeton Portfolio Advisors, Inc. (formerly known as Franklin PrivateClient Group, Inc.), (manager No. 6).

08/05/2005 7:12 pm
(lg13fprt.p)

FORM 13F
INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR SH/ PRN	AMT	PUT/ CALL	INVESTMENT DISCRETION
3COM CORP	COMMON SHS	885535104	93	25530	SH		DEFINE
3M CO	COMMON SHS	88579Y101	458	6330	SH		DEFINE
3M CO	COMMON SHS	88579Y101	14	190	SH		DEFINE
3M CO	COMMON SHS	88579Y101	6919	95700	SH		DEFINE
3M CO	COMMON SHS	88579Y101	4580	63347	SH		DEFINE
3M CO	COMMON SHS	88579Y101	57840	800000	SH		DEFINE
3M CO	COMMON SHS	88579Y101	16606	229680	SH		DEFINE
3M CO	COMMON SHS	88579Y101	48385	669230	SH		DEFINE
3M CO	COMMON SHS	88579Y101	84920	1174546	SH		DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

3M CO	CONVERT ZERO CP	88579YAB7	1309	15000	PRN	DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	31806	1190800	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	76762	1566256	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	395912	8078183	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	27782	566866	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	2524	51500	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	4746	96835	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	19604	400000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	34458	703073	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	47340	965919	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	25017	510447	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	481	7000	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	1449	21092	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	47	8689	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	49228	9016059	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	10496	1922370	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	20665	3784887	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	13886	2543163	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	36173	1855000	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	1791	73000	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	14874	1825000	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	57	7000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	69358	3059460	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	11415	503515	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	17376	766461	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	43715	1928336	SH	DEFINE
ACCREDITO HEALTH INC	COMMON SHS	00437V104	51302	1130000	SH	DEFINE
ACCREDITO HEALTH INC	COMMON SHS	00437V104	1966	43300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	17876	398566	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	674142	15031040	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	254657	5677963	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1583	35300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	2072	46190	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	29	640	SH	DEFINE
ACM INCOME FUND INC	CLOSE END MUT F	000912105	102	12291	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	550	136708	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	13	3200	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	19513	1403781	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	31913	2295900	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	262	15877	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886309	675	31011	SH	DEFINE
ADECCO SA	AMER DEP RECPT	006754105	402	35416	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	7003	244680	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	34762	1214612	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	4823	521386	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	23546	2545470	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	16579	1036200	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	83	1281	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	73466	1138120	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3533	88888	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	4	110	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	15094	380401	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	7861	198100	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	80885	2038430	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	204	15834	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	1	39	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	4596	136800	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	17128	509751	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2759	168440	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	2303	27810	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	3553	42900	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	11	210	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	7581	148358	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	30388	594685	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	5145	75299	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	27	400	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	755	14000	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	6331	117400	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	386	8910	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	24	550	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	111931	2586200	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	87	2000	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	3365	77760	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	17971	415236	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	62931	1454033	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	10453	1659250	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	473	20530	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	9208	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	1	55	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	2658	115465	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	35477	1541125	SH	DEFINE
AGILENT TECHNOLOGIES INC	CONVERTIBLE BD	00846UAB7	10	10000	PRN	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	42515	1100000	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	9450	750000	SH	DEFINE
AIR FRANCE-KLM	AMER DEP RECPT	009119108	8366	550000	SH	DEFINE
AIR FRANCE-KLM	WTS TO EQUITY	009119116	210	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	30150	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	2928	48550	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	6994	115993	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	36371	603171	SH	DEFINE
AIRGAS INC	COMMON SHS	009363102	8657	350900	SH	DEFINE
AK STEEL HOLDING CORP	COMMON SHS	001547108	5544	864900	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	7704	196078	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	19424	494383	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	648	16500	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	1960	105000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	40180	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	14875	500000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	30	1000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	104490	2411500	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	1134	26179	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	2	45	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	383	8850	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	18911	436450	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	11439	553131	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	92933	4493840	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	27	1290	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	14	700	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	362	17497	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	27681	753350	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	25146	709683	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	156567	4373271	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	49209	1337925	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	3007	90747	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	2678	73616	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	11	410	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	2659	101746	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	5062	193713	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	43216	1653900	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	55	500	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	16403	150000	SH	DEFINE
ALERIS INTERNATIONAL INC	COMMON SHS	014477103	9703	430300	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	574	12378	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	119864	481865	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALEXANDER'S INC	REAL EST INV TR	014752109	47	188	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	109	1480	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	31335	426617	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	2212	96000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	992	75000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	7033	532020	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	12946	979250	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	225118	757974	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	405	1364	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	23	79	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	34096	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	10792	126605	SH	DEFINE
ALLIANCE ATLANTIS COMMUNICATIONS C	ORDINARY SHS	01853E204	182174	6325494	SH	DEFINE
ALLIANCE CAPITAL MANAGEMENT HOLDIN	LTD PARTNERSHIP	01855A101	23	500	SH	DEFINE
ALLIANCE CAPITAL MANAGEMENT HOLDIN	LTD PARTNERSHIP	01855A101	561	12000	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	67	1659	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	89324	2202270	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC.	COMMON SHS	018772103	28407	4726700	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	45	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	199969	7103700	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	261	3700	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	564	19376	SH	DEFINE
ALLIED DOMEQ PLC	AMER DEP RECPT	019121201	817	16850	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	5039	117334	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	694	16150	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	13	1690	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	56	7000	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	17061	2151498	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	129415	2809100	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589704	49895	200000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	24539	410690	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	6620	110800	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	120	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	12705	212633	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	27515	460506	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	347	5570	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	7	120	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	3348	53763	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	6587	105772	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	23717	380815	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	202483	3251175	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	14	600	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	21946	919000	SH	DEFINE
ALPHARMA INC	CONVERTIBLE BD	020813AD3	5060	4000000	PRN	DEFINE
ALTERA CORP	COMMON SHS	021441100	77	3863	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	87181	4398616	SH	DEFINE
ALTIRIS INC	COMMON SHS	02148M100	23431	1596100	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	30	460	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	427396	6609896	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	4788	74052	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	12448	192513	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	17690	273581	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	150246	2323629	SH	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	808	9000	PRN	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	897500	10000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	16	230	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	2942	42180	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	105	1510	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	7576	108600	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	57	2146	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	764	28900	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	90058	3407400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMERADA HESS CORP	COMMON SHS	023551104	10715	100600	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	1065	9995	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	19059	208000	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	21	227	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	7791	140878	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	602186	10889441	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	8500	142600	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	2682	45000	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	52094	873913	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	14128	237000	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	4165	135900	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	11	290	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	2035	55204	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1885	51125	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	448251	12157600	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	1610	30250	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	33881	636510	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	3	64	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	654	42550	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	11338	268232	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	76	1800	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	52743	907802	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	407030	7005684	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	11457	197196	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	177712	3058732	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	6447	110958	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	14976	257768	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	124092	2135840	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	34538	594455	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	6782	322650	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	421	20030	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	9987	475100	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	603	28700	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2849	135560	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	20606	980300	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2914	138650	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	59529	2882780	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	88036	767600	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	5272	659000	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	351	43913	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	11795	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3260	77779	SH	DEFINE
AMERICAN STATES WATER CO	COMMON SHS	029899101	7386	251480	SH	DEFINE
AMERICAN TOWER CORP	COMMON SHS	029912201	42	2000	SH	DEFINE
AMERICAN TOWER CORP	COMMON SHS	029912201	9247	439900	SH	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	7412	247000	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	6677	166100	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	57	1410	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	80260	1160670	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	561748	8123612	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	13597	196631	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	5133	74230	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	11467	165832	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	242	3500	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	17632	254980	SH	DEFINE
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	17	900	SH	DEFINE
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	77345	4160597	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	15616	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	19	400	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	16516	394638	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	626	14950	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	17887	427400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMGEN INC	COMMON SHS	031162100	567	9380	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	31	510	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	2427	40150	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	56349	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	3	45	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	52283	864760	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	217348	3594909	SH	DEFINE
AMR CORP	COMMON SHS	001765106	22466	1855152	SH	DEFINE
AMR CORP	COMMON SHS	001765106	57642	4759900	SH	DEFINE
AMR CORP	COMMON SHS	001765106	13079	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	22334	1844300	SH	DEFINE
AMR CORP	COMMON SHS	001765106	15	1198	SH	DEFINE
AMR CORP	CONVERTIBLE BD	001765BA3	10440	12000000	PRN	DEFINE
AMREP CORP	COMMON SHS	032159105	224	8685	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	452	17400	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	4331	52720	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	4518	55000	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	2795	1440800	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	41	1100	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	26299	704881	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	17603	471800	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	1	51	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	2	100	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	7574	372900	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	18	1330	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	14053	1013955	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	54666	3944160	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	118	5000	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	9881	420479	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	293	8201	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	667	18670	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	113	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	123619	3459800	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	29	640	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	10126	221340	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	49135	1073988	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	41010	896400	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	2851	80300	SH	DEFINE
AON CORP	COMMON SHS	037389103	24722	987294	SH	DEFINE
AON CORP	COMMON SHS	037389103	3287	131282	SH	DEFINE
AON CORP	COMMON SHS	037389103	8033	320820	SH	DEFINE
AON CORP	COMMON SHS	037389103	987	39400	SH	DEFINE
AON CORP	COMMON SHS	037389103	9646	385220	SH	DEFINE
AON CORP	COMMON SHS	037389103	30	1200	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	14772	228670	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	7746	119908	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	42694	660893	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	36960	572129	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	23102	1681400	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	15388	1001200	SH	DEFINE
APOLLO GOLD CORP	ORDINARY SHS	03761E102	350	1000000	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	296	3790	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	2794	35720	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	19486	249124	SH	DEFINE
APOLLO INVESTMENT CORP	CLOSE END MUT F	03761U106	3686	200000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	36810	1000000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	13847	376179	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	21351	580020	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1035	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	149	7600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	921	46828	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	30272	937500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

APPLIED MATERIALS INC	COMMON SHS	038222105	430	26580	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	11	660	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	2	150	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	6059	374496	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	57798	3572162	SH	DEFINE
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	7939	229200	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	16617	327100	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	2957	58200	SH	DEFINE
AQUA AMERICA INC	COMMON SHS	03836W103	238	8000	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	14321	808173	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	1263	71300	SH	DEFINE
AQUILA INC	CONVERT PEF	03840P409	131175	3750000	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	7026	202179	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	7058	203100	SH	DEFINE
ARBOR REALTY TRUST INC	REAL EST INV TR	038923108	18302	637700	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	22453	412200	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	16	300	SH	DEFINE
ARCH COAL INC	CONVERT PEF	039380209	13350	100000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	6096	285103	SH	DEFINE
ARCHIPELAGO HOLDINGS INC	COMMON SHS	03957A104	1950	50000	SH	DEFINE
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	2496	64638	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	125	3480	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	824	22900	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	12287	341500	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	1876	275000	SH	DEFINE
ARES CAPITAL CORP	CLOSE END MUT F	04010L103	98	5500	SH	DEFINE
ARES CAPITAL CORP	CLOSE END MUT F	04010L103	15671	878903	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	COMMON SHS	G0474B105	1313	105000	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	1366	62700	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	8729	1002200	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	61257	2257900	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	3211	118374	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	147	5400	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	15014	553400	SH	DEFINE
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	403	37300	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	399	30000	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	266	20000	SH	DEFINE
ASPECT COMMUNICATIONS CORP	COMMON SHS	04523Q102	135	12000	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	28977	1051400	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	10823	392700	SH	DEFINE
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	1439	276700	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	29808	825700	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	18038	633569	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	0	16	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	826	20030	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	612	32150	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	103785	5450904	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	559	35000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	16	1000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	6945	434600	SH	DEFINE
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	74327	5125980	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	300	25300	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	6480	225000	SH	DEFINE
ATMEL CORP	COMMON SHS	049513104	33	13850	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	10740	370200	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	81	2800	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	1161	40300	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	116064	4030000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	8261	134200	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	7289	118400	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	62	1000	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	15470	913200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AU OPTRONICS CORP	AMER DEP RECPT	002255107	52	3092	SH	DEFINE
AUDIBLE INC	COMMON SHS	05069A302	7306	420600	SH	DEFINE
AUDIBLE INC	COMMON SHS	05069A302	59	3400	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	AMER DEP RECPT	052528304	2584	31250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	112	3250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	52	1500	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	21229	617659	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	61125	1395552	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	1930	44055	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	439	10018	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	106701	2436090	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	3919	93383	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	33576	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	2	45	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	14599	347846	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	20074	478302	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	99	1075	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	4216	45600	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COMMON SHS	05334D107	357	74800	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	305	3770	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	113	1400	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	64382	796804	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	5214	1862000	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	62438	7504525	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	16301	1959200	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	4403	529180	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	80	9600	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	59	7142	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	23640	2841400	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	74	1400	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	24468	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	9031	170518	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1772	33464	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	9008	285150	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	69	2200	SH	DEFINE
AVID TECHNOLOGY INC	COMMON SHS	05367P100	36	679	SH	DEFINE
AVID TECHNOLOGY INC	COMMON SHS	05367P100	32	600	SH	DEFINE
AVID TECHNOLOGY INC	COMMON SHS	05367P100	23966	449820	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	14	530	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	13318	509500	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	4441	169900	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	96435	3689171	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	114	3000	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	58571	1547457	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	342	9045	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	130	5200	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	20037	804388	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	945	37944	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	993	65000	SH	DEFINE
AXCAN PHARMA INC	ORDINARY SHS	054923107	146730	7875994	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	4651	304400	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	530	18740	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	3046	107620	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	6832	241400	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	594	21000	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	121858	3557900	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	3425	100000	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	853	16666	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	3888	76000	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	4959	203899	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	3708	153875	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	316	8800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BANCO BRADESCO SA	DEP RCPT PFD	059460303	218964	6187183	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	13569	383409	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	466	13162	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	32746	1824300	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	101	5600	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	19411	1676254	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	3	234	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	431	37240	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	20962	1895334	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	92931	2037509	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	4550	99751	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	7304	160135	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	7918	173600	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	13612	298453	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	21698	475728	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	58111	1274084	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	346777	7603101	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	669	13178	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	236086	4139687	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	665	14300	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	37473	1302034	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	237777	8261867	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	1223	42493	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	1876	65175	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	8624	299664	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	20274	704463	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	18384	638763	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	291026	7178740	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	576	17332	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	675	20300	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	310	7770	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	3847	96307	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	20	500	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	295	7600	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	11	225	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	651	13350	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	438614	14473909	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	74297	2428004	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	42196	1685800	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	21621	706564	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	186	7450	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	166908	6668300	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	6493	98380	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	25555	387195	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	1873	28380	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	8400	445400	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	38	2000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	620	7475	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	14840	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	59	1600	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1864	50253	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	2111	56900	SH	DEFINE
BAXTER INTERNATIONAL INC	CONVERT PREF	071813406	842	15235	SH	DEFINE
BAYER AG	AMER DEP RECPT	072730302	2884	86644	SH	DEFINE
BAYER AG	AMER DEP RECPT	072730302	17	500	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	70976	2469895	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	849206	29282949	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	340065	11775173	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	35087	1209900	SH	DEFINE
BCE INC	COMMON SHS	05534B109	21404	903889	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	59995	2068790	SH	DEFINE
BCE INC	COMMON SHS	05534B109	3082	118990	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BCE INC	ORDINARY SHS	05534B109	634	21860	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	433	49260	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	3694	420700	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	463	52700	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	2950	335960	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	128886	1240002	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	344	3307	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	14129	1927539	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	75	10277	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	7742	1056250	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	2785	379993	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	24882	3394520	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	28870	3938600	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	426	6700	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	30437	478789	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	70876	1350800	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	68	1300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	1817	34629	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	4977	119127	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	1	21	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	9253	346800	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	341	12788	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	10	390	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	4931	185592	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	20925	787552	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	564705	21253472	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	38504	1450800	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	10415	392435	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	972	27241	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	357881	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	3424	41	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	33901	406	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	507	182	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	1032356	370884	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	33	12	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	19997	7184	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	18942	6805	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	24055	350908	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	14258	207987	SH	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	11	10000	PRN	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	11200	10000000	PRN	DEFINE
BEVERLY ENTERPRISES INC	COMMON SHS	087851309	44703	3508900	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7665	700000	SH	DEFINE
BG GROUP PLC	AMER DEP RECPT	055434203	5990	144000	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	14345	525475	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	3737	136890	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	7628	268783	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	11419	402363	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	29790	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	16130	545300	SH	DEFINE
BIMINI MORTGAGE MANAGEMENT INC	REAL EST INV TR	09031E400	13018	923267	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	10	280	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	69	2000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	13780	400000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	2702	78421	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	55072	1598598	SH	DEFINE
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	489125	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	REAL EST INV TR	09063H107	37027	1552500	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	2633	76000	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	15679	452624	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	355	22900	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	497	33270	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BISYS GROUP INC	CONVERTIBLE BD	055472AB0	69	70000	PRN	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	157	3000	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	37156	708001	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	1837	35000	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	14734	724400	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	4318	48053	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	150	1860	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	62	768	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	61657	766397	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	CLOSE END MUT F	09249U105	566	36750	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	67208	3744177	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	234978	13090711	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	17252	961100	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	4508	251118	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	14509	808300	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	216	12050	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	3271	182222	SH	DEFINE
BNP RESIDENTIAL PPTYS INC	REAL EST INV TR	05564T103	546	34130	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2708	41023	SH	DEFINE
BOEING CO	COMMON SHS	097023105	154831	2345925	SH	DEFINE
BOEING CO	COMMON SHS	097023105	5029	76200	SH	DEFINE
BOEING CO	COMMON SHS	097023105	66000	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	71	1075	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2788	42235	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2327	35256	SH	DEFINE
BOIS D ARC ENERGY INC	COMMON SHS	09738U103	74	5000	SH	DEFINE
BOIS D ARC ENERGY INC	COMMON SHS	09738U103	1158	78500	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	11730	218556	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	52	973	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2736	50970	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	94255	1756200	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	8930	354360	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	1354	19340	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	98	1400	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	7471	276700	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1883	69730	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	6883	254935	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	94031	3482646	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	14865	459220	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	172607	5332325	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	7554	233364	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	319	5110	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	19479	312260	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	6687	107200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	29038	465500	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	33342	534505	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	18415	295200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	7346	117758	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	110445	1770521	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	272962	4375800	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	5878	82125	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	34909	1126100	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	31	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	174	5665	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	31	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	22831	744900	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	388900	8309838	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	108	2830	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	167138	3571328	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	32617	845500	SH	DEFINE
BRE PROPERTIES INC	REAL EST INV TR	05564E106	732	17482	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	28703	829100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BRIGGS & STRATTON CORP	COMMON SHS	109043109	305	8800	SH	DEFINE
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	5989	656000	SH	DEFINE
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	31	3400	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	6724	303000	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	2483	111900	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	149	4150	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	9767	271300	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	80755	3232794	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	586173	23465710	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	18558	742918	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	6322	253074	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	7494	300000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	15368	615194	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	24566	983417	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	491928	19692868	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	385	8225	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	276	5900	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	23400	500000	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	94	2000	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	4889	125950	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	15700	418231	SH	DEFINE
BROCADE COMMUNICATIONS SYSTEMS INC	CONVERTIBLE BD	111621AB4	14	14000	PRN	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	90	3117	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	23820	827100	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	289	6420	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	21	460	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	60	1336	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	63	1400	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	96887	2155920	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	35274	901000	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	42990	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	93526	1546904	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	288	6260	SH	DEFINE
BUNGE LTD	CONVERTIBLE BD	120568AE0	15840	8000000	PRN	DEFINE
BUNGE LTD	COMMON SHS	G16962105	612	9650	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	140285	2212700	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	81	1272	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	34358	541927	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	247220	3899374	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	30762	653400	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	29099	618073	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	5	99	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	29124	527220	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	2817	51000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	324	5570	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	43130	741060	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	65	976	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1158	17410	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	76520	1150510	SH	DEFINE
CABELA'S INC	COMMON SHS	126804301	551	25800	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	11	320	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	26661	807900	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	31355	950160	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	553	16750	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	189228	5734167	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	21801	752018	SH	DEFINE
CACI INTERNATIONAL INC	COMMON SHS	127190304	3404	53900	SH	DEFINE
CACI INTERNATIONAL INC	COMMON SHS	127190304	32	500	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	73	1900	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	21067	549627	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	2683	70000	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	273	7120	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CADENCE DESIGN SYS INC	COMMON SHS	127387108	27188	1990328	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	328586	24054648	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	6928	507200	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4014	293871	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3700	270880	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	52	3800	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2025	148260	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	6993	1064400	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	725	110287	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	46867	7133556	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	39183	5963984	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	60537	9214128	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	4181	636438	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	28966	553104	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	576	11000	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	70381	1343918	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	41	1500	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	15889	583314	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COMMON SHS	13054D109	11340	415849	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COMMON SHS	130788102	214	5700	SH	DEFINE
CALPINE CORP	COMMON SHS	131347106	811	238500	SH	DEFINE
CALPINE CORP	CONVERTIBLE BD	131347BJ4	113972	158295000	PRN	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	5602	2130000	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	1060	34447	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	233147	3076230	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	249	4025	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	233090	3297827	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	6174	107099	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	218898	4930128	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	124	3400	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	233	6400	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	9996	235814	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	151	4362	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	5703	108368	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	13256	251870	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	157	4104	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	53972	1414000	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	2542	31773	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	2413	30164	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	217	6510	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	20978	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	23	1180	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	64	3265	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	147870	7532858	SH	DEFINE
CAPITALSOURCE INC	CONVERTIBLE BD	14055XAD4	5460	6000000	PRN	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	10	180	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	17274	300000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	1931	33544	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	12576	218408	SH	DEFINE
CAREER EDUCATION CORP	COMMON SHS	141665109	368	10051	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	519	11660	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3367	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3	65	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	103	2303	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	51107	1147949	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	168521	2455500	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	314	5760	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	27275	500000	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	21640	396697	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	14159	259552	SH	DEFINE
CARNIVAL CORP	CONVERTIBLE BD	143658AN2	12769	9000000	PRN	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	16609	838005	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	7857	460545	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	171	5214	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	5	151	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	56068	1709399	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	3	30	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	4643	48719	SH	DEFINE
CATO CORP	COMMON SHS	149205106	9293	450000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	3479	700000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	232	5300	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	REAL EST INV TR	124830100	4307	100000	SH	DEFINE
CDI CORP	COMMON SHS	125071100	29500	1345800	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	692	12120	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	418	12975	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	267	18100	SH	DEFINE
CELANESE CORP	CONVERT PREF	150870202	9141	375000	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	11323	777418	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	5406	403440	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	23868	1534610	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	9606	716853	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	19771	1205575	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	265	16180	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	636	15603	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	7008	171884	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	78510	1925680	SH	DEFINE
CELGENE CORP	CONVERTIBLE BD	151020AC8	10583	6000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	4564	853100	SH	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	50	9300	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	212667	5013376	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	16649	392484	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	16299	384226	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	1612	38000	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	7	170	SH	DEFINE
CENTENE CORP	COMMON SHS	15135B101	31605	941200	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	94831	7178732	SH	DEFINE
CENTERPOINT ENERGY INC	CONVERTIBLE BD	15189TAC1	12038	10000000	PRN	DEFINE
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	11737	277474	SH	DEFINE
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1140	11750	SH	DEFINE
CENTRAL EUROPEAN MEDIA ENTERPRISES	COMMON SHS	G20045202	3537	73100	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	7447	1405000	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	3856	78500	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	34	700	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	2565	186515	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	11212	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	661	48073	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	6438	468200	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	1295	70000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	56	3000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	3130	169200	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	853	24621	SH	DEFINE
CEPHEID INC	COMMON SHS	15670R107	3213	437700	SH	DEFINE
CEPHEID INC	COMMON SHS	15670R107	27	3700	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	12620	647866	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	1246	63950	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	142	7300	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	11	300	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	7644	200000	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	131	3440	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	6900	920000	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	37	772	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	285	5900	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	34114	707018	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	832	73753	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHARMING SHOPPES INC	COMMON SHS	161133103	46650	5000000	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	6	696	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	22	1000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	28375	1292100	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	15059	760566	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	267676	13518968	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	198390	10019686	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	18994	959276	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	26052	1315744	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1556	78565	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1719	86822	SH	DEFINE
CHEMICAL FINL CORP	COMMON SHS	163731102	221	6675	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	29893	1311100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	98	4304	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	571	25052	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	139426	6115179	SH	DEFINE
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167800	657	4500	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	13828	247285	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	9839	175943	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	10447	186814	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	39625	708598	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	488485	8735432	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	49	167	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	148	500	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	96321	325960	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	120	3500	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	59	1733	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	18229	531762	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	134683	3928900	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	901	48460	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1859	100000	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	5401	290510	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	3	150	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	270	14504	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	22243	810000	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	911	26121	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	6408	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	484	12080	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	4806	120000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	19867	1088000	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2730	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	5530	64600	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	111	1300	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	34	400	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	10138	118415	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	14	164	SH	DEFINE
CHUBB CORP	CONVERT PREF	171232309	27	855	SH	DEFINE
CHUBB CORP	CONVERT PREF	171232309	4760	150000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	37	1720	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	166654	7776675	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	124877	5827192	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	51543	2405200	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	12404	578827	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3439	160490	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	5784	269920	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2113	98590	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	575	15890	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	AMER DEP RECPT	20441W104	11143	437680	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	AMER DEP RECPT	20441W104	38	1500	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	70928	2295400	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	219	7100	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	95466	3758491	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	115546	4549036	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	76515	3012421	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	14804	582816	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	79278	3121194	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	766	30160	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	2794	110000	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	28759	982197	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	9306	317830	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	589	20100	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	60992	569861	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	283760	2651215	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	10374	96930	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	4840	45223	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	6751	63080	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	1993	18618	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	36	335	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	547	12215	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	474173	10579500	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	1492	38650	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	22198	899800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	525	27450	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	15	800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	25799	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	2	130	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	70006	3663331	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	97309	5092031	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	94964	2210000	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	21	500	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	2364	55011	SH	DEFINE
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	166	14500	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	116	2500	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	30	650	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	8400	181700	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	11407	246739	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	21955	474911	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	115815	2505199	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	124625	2695762	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	1895	141001	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	6338	471600	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	534	24665	SH	DEFINE
CITY INVESTING CO LIQUIDATING TRUS	COMMON SHS	177900107	12537	6529648	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	6472	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	2	23	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	552	7700	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	75166	1048200	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	12511	427718	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	3870	132300	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	293022	9473705	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1106	35754	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	15465	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1075	34772	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	17431	563575	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	5613	100736	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	11221	201390	SH	DEFINE
CMS ENERGY CORP	CONVERTIBLE BD	125896AW0	151780	125000000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	208	14000	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	39775	3388000	SH	DEFINE
CNF INC	COMMON SHS	12612W104	5144	114562	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	7165	379295	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	37721	1996900	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	3935	66340	SH	DEFINE
COACH INC	COMMON SHS	189754104	50	1500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COACH INC	COMMON SHS	189754104	6	170	SH	DEFINE
COACH INC	COMMON SHS	189754104	21348	635927	SH	DEFINE
COACH INC	COMMON SHS	189754104	5072	151090	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	216	8100	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	9	344	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	30	710	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	2731	65407	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	26209	627764	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	69893	1674079	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	120001	5452100	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	27848	7671600	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	3693	141000	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	29	1100	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	63	1342	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	2332	49480	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	202924	4305624	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	102	3000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	47	1208	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	1883	45000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	38432	1030456	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	44507	1303550	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	17202	477695	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	86	2400	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	84158	2337070	SH	DEFINE
COHU INC	COMMON SHS	192576106	25267	1260200	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	3136	138226	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	18059	795880	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	20618	908700	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	7102	313000	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	61	2700	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	314	6289	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	11917	238763	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	1895	37972	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	2	75	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	4168	135774	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	684	22289	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	32457	1083700	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	3409	113836	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	7221	241100	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	441	7623	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	241026	4170000	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	3517	116022	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	36983	1220150	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	6663	375400	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	9803	233900	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	2971	70900	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	97	2556	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	134936	3570680	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	CONVERTIBLE BD	203668AA6	13890	12000000	PRN	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	DEP RCPT PFD	20441B407	42524	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	1292	80000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	12184	754400	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	13	800	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	22737	988986	SH	DEFINE
COMPASS BANCSHARES INC	COMMON SHS	20449H109	612	13596	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	737	26837	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	4	138	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	43700	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	577	13200	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	2489	56949	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	1530	35000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMPUWARE CORP	COMMON SHS	205638109	82	11350	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	198	8358	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	2169	91700	SH	DEFINE
COMVERSE TECHNOLOGY INC	CONVERT ZERO CP	205862AL9	691	5000	PRN	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	2371	102375	SH	DEFINE
CONCEPTUS INC	COMMON SHS	206016107	85	15100	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	483	300000	SH	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AB6	17400	17800000	PRN	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AF7	248336	265600000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	1062	60200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	5806	101000	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	4662	81090	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	14953	260099	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	21883	380637	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	21853	380126	SH	DEFINE
CONSECO INC	CONVERT PREF	208464867	6244	225000	SH	DEFINE
CONSECO INC	COMMON SHS	208464883	112002	5133000	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	24438	456100	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	4592	85700	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	2932	62598	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	210780	4500000	SH	DEFINE
CONSOLIDATED TOMOKA LAND CO	COMMON SHS	210226106	206	2400	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	11261	381735	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	7380	166788	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	8487	191800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	463	8030	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	6640	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	13	1000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	11	853	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2980	99500	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	14112	992400	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	10922	768100	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	11953	840600	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	13879	976000	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	43	3000	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	2580	181450	SH	DEFINE
COOPER CAMERON CORP	COMMON SHS	216640102	392	6315	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	13607	223580	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	21423	352005	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	3959	310000	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	8723	683100	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	58545	2464000	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1000	42108	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	3105	130700	SH	DEFINE
CORNING INC	COMMON SHS	219350105	3	205	SH	DEFINE
CORNING INC	COMMON SHS	219350105	31253	1880446	SH	DEFINE
CORNING INC	COMMON SHS	219350105	7553	454471	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	28	353	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	4281	54650	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	76933	982170	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	327	11113	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	37422	1270700	SH	DEFINE
CORUS ENTERTAINMENT INC	ORDINARY SHS	220874101	225	7200	SH	DEFINE
COSI INC	COMMON SHS	22122P101	794	115400	SH	DEFINE
COSI INC	COMMON SHS	22122P101	1	200	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	19	760	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	7673	307658	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	49016	1965340	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	29	650	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	29331	654418	SH	DEFINE
COSTCO WHOLESALE CORP	CONVERT ZERO CP	22160QAC6	819	8000	PRN	DEFINE
COTHERIX INC	COMMON SHS	22163T103	2970	291500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COTT CORP	ORDINARY SHS	22163N106	113146	4239257	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	569	14725	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	9853	255198	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	78615	2036130	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AG9	1077000	6000000	PRN	DEFINE
COURIER CORP	COMMON SHS	222660102	7682	200000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	94	3190	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	222	7500	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	9350	316100	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	48	684	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	44	620	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	57939	818930	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	5744	364706	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	9927	184350	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	1977	36710	SH	DEFINE
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	7854	867800	SH	DEFINE
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	74	8200	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	9706	488000	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	4855	244100	SH	DEFINE
CREE INC	COMMON SHS	225447101	1227	48169	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	3458	170171	SH	DEFINE
CRT PROPERTIES INC	REAL EST INV TR	22876P109	52	1900	SH	DEFINE
CRT PROPERTIES INC	REAL EST INV TR	22876P109	22864	837500	SH	DEFINE
CRYSTALLEX INTL CORP	ORDINARY SHS	22942F101	208	47200	SH	DEFINE
CSX CORP	COMMON SHS	126408103	102235	2396500	SH	DEFINE
CSX CORP	COMMON SHS	126408103	528	12381	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	1515	115000	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	11543	876447	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	25	534	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	411	8632	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	29743	624190	SH	DEFINE
CUNO INC	COMMON SHS	126583103	6158	86200	SH	DEFINE
CURTISS WRIGHT CORP	COMMON SHS	231561101	225	4170	SH	DEFINE
CV THERAPEUTICS INC	COMMON SHS	126667104	3282	146400	SH	DEFINE
CVS CORP	COMMON SHS	126650100	5718	196698	SH	DEFINE
CYMER INC	COMMON SHS	232572107	2	71	SH	DEFINE
CYMER INC	COMMON SHS	232572107	261	9900	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	1320	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	3845	291300	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	424	19200	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	56695	2570020	SH	DEFINE
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	6429	760800	SH	DEFINE
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	207	24475	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	86635	2303500	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	7539	200460	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	3761	100000	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	4485	110715	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	271	5170	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	3	50	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	8485	162117	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	16636	317850	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	2011	44224	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	93	2629	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	2733	77561	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	103183	2928010	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	13098	200000	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	1797	27436	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	719	10983	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	1172	108820	SH	DEFINE
DELL INC	COMMON SHS	24702R101	451	11420	SH	DEFINE
DELL INC	COMMON SHS	24702R101	16	410	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DELL INC	COMMON SHS	24702R101	5	126	SH	DEFINE
DELL INC	COMMON SHS	24702R101	19755	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	14657	370970	SH	DEFINE
DELL INC	COMMON SHS	24702R101	116474	2947971	SH	DEFINE
DELPHI CORP	COMMON SHS	247126105	48	10273	SH	DEFINE
DELTA AIR LINES INC	COMMON SHS	247361108	3760	1000000	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	8792	680000	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	394	9710	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	19	473	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	39448	991900	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	4272	309600	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	36	2600	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	88	1625	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	47551	880580	SH	DEFINE
DESERT SUN MNG CORP	ORDINARY SHS	25043V107	325	162529	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	11941	184615	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	2013	31126	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	469	6050	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	28	600	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	208217	4530400	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	436	8600	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	22	430	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	2041	40270	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	71462	1410055	SH	DEFINE
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	126	112000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	239	12000	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	1250	51217	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	3	105	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	430	17600	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	201514	8255370	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	15	250	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	6020	101512	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	12145	204800	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	271	5067	SH	DEFINE
DIAMONDS TRUST	OPEN END UT TR	252787106	521	5076	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	47614	1055500	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	198	4400	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	3104	68800	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	1270	28150	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	7772	172300	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	60885	2199620	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	259	14890	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	47795	2750000	SH	DEFINE
DIGITAL RIVER INC	COMMON SHS	25388B104	1411	44456	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	48671	2078200	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	4	182	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	0	14	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	10903	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	505	11572	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	1422	32600	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	88154	5687326	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	640370	41314219	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	19522	1259471	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	4475	288741	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	722	46597	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3820	246429	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	4843	312482	SH	DEFINE
DIXIE GROUP INC	COMMON SHS	255519100	7132	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	334	28901	SH	DEFINE
DOBSON COMMUNICATIONS CORP	COMMON SHS	256069105	2852	669487	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	16291	738500	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	136	6700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DOLLAR GENERAL CORP	COMMON SHS	256669102	78	3852	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	93924	4613147	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	83340	2194300	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	20	820	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	37238	1551600	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	4818	65654	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	7228	98491	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	610884	8323800	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	17582	1940630	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	27663	3053300	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	72601	8013410	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	10814	1193595	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	212	23410	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	27327	901000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	25	1520	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	6672	403404	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	5	300	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	149828	9058510	SH	DEFINE
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	194126	4556943	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	933	50000	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	6259	335400	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	85970	2363100	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	29	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	3756	103240	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	37987	853055	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	95186	2137563	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	17409	390960	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	9516	213708	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	8873	199250	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	19283	433037	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	200922	4512066	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	18544	523100	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	21	600	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	279	7876	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	85996	2425832	SH	DEFINE
DREAMWORKS ANIMATION INC	COMMON SHS	26153C103	10	400	SH	DEFINE
DREAMWORKS ANIMATION INC	COMMON SHS	26153C103	2101	80200	SH	DEFINE
DRYSHIPS INC	COMMON SHS	Y2109Q101	83	5000	SH	DEFINE
DRYSHIPS INC	COMMON SHS	Y2109Q101	639	38680	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	431	9200	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	22140	473373	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	428202	9155475	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	5218	111558	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	286466	6125000	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	7088	330000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	25907	871400	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	18	600	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	13265	446166	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	178838	6015400	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	45	1435	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	51	1605	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	3680	116248	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	7521	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	600	9738	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6	90	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	1935	44982	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	53738	1249432	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	18714	435100	SH	DEFINE
DYCOM INDUSTRIES INC	COMMON SHS	267475101	3045	153700	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	71	5096	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	294	21000	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	98883	7068098	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

E.ON AG	AMER DEP RECPT	268780103	8384	283160	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	22326	753990	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	1777	60000	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	876	29580	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	51819	1542690	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	747	13553	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	20	367	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	14585	543200	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	13425	500000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1596	59449	SH	DEFINE
EATON CORP	COMMON SHS	278058102	7773	129770	SH	DEFINE
EBAY INC	COMMON SHS	278642103	3	80	SH	DEFINE
EBAY INC	COMMON SHS	278642103	16630	503775	SH	DEFINE
EBAY INC	COMMON SHS	278642103	29841	903996	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	38468	1275900	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	128554	4263821	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	250	8300	SH	DEFINE
ECHOSTAR DBS CORP	CONVERTIBLE BD	278762AG4	10	10000	PRN	DEFINE
ECHOSTAR DBS CORP	CONVERTIBLE BD	278762AG4	25436	25500000	PRN	DEFINE
ECOLAB INC	COMMON SHS	278865100	989	30550	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	16263	502550	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	1441	215000	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	73380	1809613	SH	DEFINE
EDO CORP	COMMON SHS	281347104	221	7400	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	354	10500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1	21	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2151	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	106	2469	SH	DEFINE
EGL INC	COMMON SHS	268484102	15	760	SH	DEFINE
EGL INC	COMMON SHS	268484102	14107	694220	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	31674	2749520	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	667586	57950139	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	11314	982158	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	1536	133333	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	12131	1053000	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	220	19066	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	2911	252680	SH	DEFINE
EL PASO CORP	CONVERT ZERO CP	28336LAC3	1512	28000	PRN	DEFINE
ELBIT SYSTEMS LTD	ORDINARY SHS	M3760D101	13278	130176	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	18272	5622000	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	6971	2145000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	26951	1507310	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	45675	2554538	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	391	6900	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	16	280	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	1	20	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	126	2230	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	81064	1431967	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	38143	1981451	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	380951	19789659	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	7954	413174	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	17460	907010	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2408	125113	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	32456	1686000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	137	2460	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	13	240	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	33	600	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	22284	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	21933	393695	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	31648	568076	SH	DEFINE
EMAGEON INC	COMMON SHS	29076V109	401	28600	SH	DEFINE
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	3296	587600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	5200	157233	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	6564	198502	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	83220	2516478	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	32484	982265	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	994	30065	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	144450	4368010	SH	DEFINE
EMC CORP	COMMON SHS	268648102	415	30290	SH	DEFINE
EMC CORP	COMMON SHS	268648102	13710	1000000	SH	DEFINE
EMC CORP	COMMON SHS	268648102	16405	1196558	SH	DEFINE
EMC CORP	COMMON SHS	268648102	35616	2597845	SH	DEFINE
EMC INS GROUP INC	COMMON SHS	268664109	9429	521500	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	10905	223000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	2493	250000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	743	11864	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	31315	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	78	1245	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	25589	408571	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	118909	3402266	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	1982	41000	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	27080	684000	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	178547	3694332	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	58527	1265412	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	1072	23600	SH	DEFINE
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	54	5000	SH	DEFINE
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	1540	142500	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	23794	1038152	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	378	16482	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	6759	108710	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	9	142	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	211	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	166548	5747000	SH	DEFINE
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	611	16005	SH	DEFINE
ENGELHARD CORP	COMMON SHS	292845104	583	20436	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	8421	65690	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	29719	231818	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	5262	41045	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	2467	69000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1239	34650	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	4290	120000	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	60440	800000	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	4478	59275	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	4079	53996	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	204136	2702000	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	2485	92741	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	164	3560	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	30199	656500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	12025	1543627	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	36011	4622710	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	6183	1290742	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	21201	4426000	SH	DEFINE
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	92300	104000000	PRN	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	447	7876	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	14284	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	221	6182	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	2415	181565	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1813	54773	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	424	11515	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2672	72564	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	65212	1771100	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	5485	171685	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	58446	1077350	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ESB FINANCIAL CORP	COMMON SHS	26884F102	1487	113059	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	62335	618400	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	2402	78000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	31767	1388400	SH	DEFINE
ESSEX PROPERTY TRUST INC	REAL EST INV TR	297178105	5819	70060	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	98	2500	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	25105	641568	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	274	7000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	16195	483300	SH	DEFINE
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	4100	44086	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	202901	4157804	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	61	1242	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	23229	1560056	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	41927	2815800	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	1	171	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	7683	1034100	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	10798	210369	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	10985	214017	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	373898	7284200	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	266	5350	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	46	933	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	181797	3649810	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2858	100000	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	1034	20690	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	41964	839620	SH	DEFINE
EXTRA SPACE STORAGE INC	REAL EST INV TR	30225T102	34392	2400000	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	64	1110	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	10483	182413	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	21974	382364	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	353988	6159533	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	206752	3597562	SH	DEFINE
EYETECH PHARMACEUTICALS INC	COMMON SHS	302297106	506	40000	SH	DEFINE
EYETECH PHARMACEUTICALS INC	COMMON SHS	302297106	10833	857059	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	7680	162600	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	11025	233400	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	416	11400	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	63749	1746538	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3328	3400000	PRN	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	4354	125000	SH	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	86	2475	SH	DEFINE
FALCONBRIDGE LIMITED	ORDINARY SHS	306104100	5294	250896	SH	DEFINE
FALCONBRIDGE LIMITED	COMMON SHS	306104100	42	2400	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	19	720	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	159106	6096000	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	183	7000	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	4078	156250	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	879	33660	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	28196	1080300	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	13438	230100	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	5487	93960	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	3774	64624	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	106224	1818900	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1838	31475	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	8116	138971	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	85488	1463835	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	46602	2093533	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	135	2200	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	21157	345371	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	398	6500	SH	DEFINE
FAVRILLE INC	COMMON SHS	312088404	868	204200	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	14495	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	3	111	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	13827	627076	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	1841	83479	SH	DEFINE
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	5163	87500	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	68038	4361420	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	75	4800	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	12824	175000	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	5250	71643	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	24	810	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	139564	4650597	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	268	3310	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	14	170	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	1775	21916	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	36236	447297	SH	DEFINE
FEI CO	COMMON SHS	30241L109	8401	368300	SH	DEFINE
FEI CO	COMMON SHS	30241L109	71	3100	SH	DEFINE
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	12371	854320	SH	DEFINE
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	84284	3450000	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	221	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	745	20884	SH	DEFINE
FIELDSTONE INVESTMENT CORP	REAL EST INV TR	31659U300	47879	3324900	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	23	560	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	1425	34583	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	470111	11407700	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	16859	670610	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	70571	2807120	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	11330	293232	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	39	1000	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	37809	978500	SH	DEFINE
FINISH LINE INC	COMMON SHS	317923100	12425	656700	SH	DEFINE
FIRST COMMONWEALTH FINANCIAL CORP	COMMON SHS	319829107	502	36656	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	15540	327160	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	375	9340	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	21	530	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	6	150	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	4694	116940	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	10688	266257	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	77607	1933420	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6272	235000	SH	DEFINE
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	8214	431400	SH	DEFINE
FIRST INDIANA CORP	COMMON SHS	32054R108	6732	226900	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	345	8650	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1458	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	10978	752963	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	5981	410207	SH	DEFINE
FIRST POTOMAC REALTY TRUST	REAL EST INV TR	33610F109	20128	811600	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	20039	1038806	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	397	8250	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	697715	14502500	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1684	39211	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	53	815	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	114	1755	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	128352	1977692	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	844	60000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1440	109000	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	10935	366466	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	356	11940	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	46998	1575000	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	310295	494826	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	20375	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	224	5169	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	27572	911163	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	67680	2236600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FLUOR CORP	COMMON SHS	343412102	420	7300	SH	DEFINE
FMC CORP	COMMON SHS	302491303	19660	350203	SH	DEFINE
FMC CORP	COMMON SHS	302491303	64223	1143986	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	13035	407732	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	128	4000	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	21257	664916	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	153158	2571059	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	68034	1142078	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	358	6010	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	803	78466	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	39	3823	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	888	22030	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	710615	17620000	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	13728	148859	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	294	4140	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	71	1000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	75068	1057300	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	22	560	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	1534	39475	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	32354	832800	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	7711	183600	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	97	2300	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	43133	1632585	SH	DEFINE
FORRESTER RESEARCH INC	COMMON SHS	346563109	9234	517900	SH	DEFINE
FORRESTER RESEARCH INC	COMMON SHS	346563109	80	4500	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	137	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1988	22392	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	53865	1905372	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	364	16050	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	686	30238	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	26	1000	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	2127	82000	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	1	20	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	6	90	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	30168	456400	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	14361	341442	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	268259	6378000	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	22512	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	11144	594034	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	1039	13500	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	61094	793632	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	60406	784703	SH	DEFINE
FRANKLIN RESOURCES INC	CONVERT ZERO CP	354613AC5	804	11000	PRN	DEFINE
FRED'S INC	COMMON SHS	356108100	12	700	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	6632	400000	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	20	1200	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	31734	1914000	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	703	10780	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	33	500	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	245930	3770200	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	6033	92485	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	2917	44725	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	1414	21675	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	530936	8139444	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	195991	5234800	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	1109	29619	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	252	6720	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	43150	1152511	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	4	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	402	18958	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	17	784	SH	DEFINE
FRESH BRANDS INC	COMMON SHS	35803U108	5904	900000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	295	20600	SH	DEFINE
FSI INTERNATIONAL INC	COMMON SHS	302633102	2232	600000	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	9403	449900	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	71	3400	SH	DEFINE
G & K SERVICES INC	COMMON SHS	361268105	388	10283	SH	DEFINE
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	561	9456	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	4239	129590	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	11815	361210	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	24860	760000	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	1016	31070	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	49823	6039200	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	13002	1576000	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	37756	530800	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	28	390	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8685	122100	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8588	120730	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	40211	565311	SH	DEFINE
GAP INC	COMMON SHS	364760108	2302	116548	SH	DEFINE
GAP INC	COMMON SHS	364760108	2183	110522	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	1650	500000	SH	DEFINE
GEHL CO	COMMON SHS	368483103	14038	360500	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	43	1200	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	8487	234260	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	15689	814600	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	80280	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	25892	322515	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	99148	1235026	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	54770	500000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	7450	68008	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	356	3250	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	699	6381	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	38	1110	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	163839	4728400	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	6578	189832	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	27665	798424	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	346271	9993393	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	104887	3027052	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	367	8940	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	2186	53212	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	98164	2388990	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	8859	189328	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	87765	1875715	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	1710	36548	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	10478	223946	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	3980	85058	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	319283	6823750	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	914	26893	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PREF	370442717	42	2000	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PREF	370442717	50324	2385000	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	997	21550	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	12936	265400	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	13	720	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	102	5630	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	143519	7885670	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	16169	393500	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	55	1350	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	16436	400000	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	13021	316880	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	607	14775	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	48368	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	7	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	714	11882	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	34293	570700	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	5040	158500	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1030	32398	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	75	1004	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	7	100	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	77471	1043240	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	4945	138900	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	18512	520000	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	21217	1144400	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	41518	2239380	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	156555	4874079	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	132	3000	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	27032	614496	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	77240	1755860	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	207507	4098500	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	405	8000	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	12600	248870	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	356	7033	SH	DEFINE
GLAMIS GOLD LTD	ORDINARY SHS	376775102	90973	4336200	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	1	60	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	16324	948500	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	16501	1330700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	32798	676108	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3541	73000	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3627	74760	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	21718	447700	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	456	22150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	51559	2504100	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	222	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	36961	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	105	3795	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	28	1000	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	5273	190000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	20556	2418300	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	17	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	1870	220000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	59	876	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	68763	1014200	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	55	1350	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	601	14720	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	53239	1304880	SH	DEFINE
GLOBESPAN VIRATA INC	CONVERTIBLE BD	379571AB8	9825	10000000	PRN	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	354	25530	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	41550	3000000	SH	DEFINE
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	9699	854528	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	14400	4499998	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	2920	912500	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	66021	3520251	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	25245	1350000	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	404	6280	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	4301	66800	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	286	4441	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	56227	873359	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	122	1200	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	3	30	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	23208	227481	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	1469	14400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	46417	1133234	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	3744	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	156	3800	SH	DEFINE
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	2933	397700	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	409	1390	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GOOGLE INC	COMMON SHS	38259P508	281	955	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	90206	306668	SH	DEFINE
GRACO INC	COMMON SHS	384109104	69460	2038749	SH	DEFINE
GRACO INC	COMMON SHS	384109104	146	4275	SH	DEFINE
GRACO INC	COMMON SHS	384109104	345	10125	SH	DEFINE
GRACO INC	COMMON SHS	384109104	1	28	SH	DEFINE
GRAFTECH INTERNATIONAL LTD	COMMON SHS	384313102	288	66872	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	27395	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	793	14476	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	47	1780	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	3835	145000	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	29843	1131721	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	6019	201700	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	27	890	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	4890	120700	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	41	1000	SH	DEFINE
GREY WOLF INC	COMMON SHS	397888108	2149	290000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4261	173000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	7270	228243	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	22	350	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	5793	93300	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	3438	299700	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	32354	2820708	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	10816	943020	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	1701	206200	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	354133	5262000	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	2020	30014	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	6103	90689	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	142	5200	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	1830	67000	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	17070	1249600	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	4698	343900	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2640	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	60041	1028985	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	375950	6443013	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	11595	198713	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	152	2600	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	2048	35093	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	6	103	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	35169	992903	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	311813	8803305	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	7328	206900	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	145	4100	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	14420	407111	SH	DEFINE
HAGGAR CORP	COMMON SHS	405173105	8547	420000	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	1281	26794	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	5739	120007	SH	DEFINE
HALLIBURTON CO	CONVERTIBLE BD	406216AM3	21	15000	PRN	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	3154	91700	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2435	70788	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	16510	1000000	SH	DEFINE
HANOVER COMPRESSOR CO	COMMON SHS	410768105	17265	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	113098	117200000	PRN	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	1858	21930	SH	DEFINE
HARDINGE INC	COMMON SHS	412324303	13005	925600	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	9920	200000	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	441	8900	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	1061	50800	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	25	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	46	570	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	1302	16000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	73205	899768	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	18318	2140000	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	1712	200000	SH	DEFINE
HARRAH'S ENTERTAINMENT INC	COMMON SHS	413619107	1531	21244	SH	DEFINE
HARRAH'S ENTERTAINMENT INC	COMMON SHS	413619107	259	3600	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1684	56630	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	299180	4000800	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	19492	260655	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	37422	1800000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	1	40	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	14706	995000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	60054	2240000	SH	DEFINE
HCA INC	COMMON SHS	404119109	1418	25030	SH	DEFINE
HCA INC	COMMON SHS	404119109	318188	5614750	SH	DEFINE
HCA INC	COMMON SHS	404119109	3	50	SH	DEFINE
HCA INC	COMMON SHS	404119109	95	1680	SH	DEFINE
HCA INC	COMMON SHS	404119109	468	8267	SH	DEFINE
HCA INC	COMMON SHS	404119109	25258	445709	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	1062	30900	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	63175	1837542	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	854	31600	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	4394	162500	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	4573	174664	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	CONVERTIBLE BD	421933AF9	11	10000	PRN	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	14	370	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	19	500	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	95271	2496621	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	7843	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	8990	447695	SH	DEFINE
HELEN OF TROY LTD	COMMON SHS	G4388N106	229	9000	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	610	13000	SH	DEFINE
HENRY SCHEIN INC	COMMON SHS	806407102	209	5040	SH	DEFINE
HERITAGE PPTY INVT TR INC	REAL EST INV TR	42725M107	805	23000	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	111	11600	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	44663	1684760	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	6305	268200	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	63354	2694752	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	3931	167200	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2528	107519	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	26243	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	17	705	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	14305	608446	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	28955	1231619	SH	DEFINE
HIBBETT SPORTING GOODS INC	COMMON SHS	428565105	1820	48100	SH	DEFINE
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	4529	152200	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	142212	2813300	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	120385	2381500	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1202	23772	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	68	1340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	9372	185400	SH	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848A22	17	14000	PRN	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848A22	12692	10500000	PRN	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	138	2275	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	85	1395	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	705	11630	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	36	600	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	12946	332800	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	6152	158160	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	48586	1248999	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	6342	163024	SH	DEFINE
HOMEBANC CORP	REAL EST INV TR	43738R109	29454	3240274	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2219	90151	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	1997	81160	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	5400	147419	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	26	700	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	24490	668565	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	22981	627393	SH	DEFINE
HOOKER FURNITURE CORP	COMMON SHS	439038100	9004	515371	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	1490	55000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2437	62487	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	537	13764	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1560	40000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2047	52497	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	2344	53190	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	222	12710	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	1384	79110	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	32926	1881500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	16376	856500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	35343	1848508	SH	DEFINE
HOVNIANIAN ENTERPRISES INC	COMMON SHS	442487203	41	624	SH	DEFINE
HOVNIANIAN ENTERPRISES INC	COMMON SHS	442487203	65	1000	SH	DEFINE
HOVNIANIAN ENTERPRISES INC	COMMON SHS	442487203	42545	652530	SH	DEFINE
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	595	47844	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1417	17795	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	20061	251863	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	4974	62450	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	13583	170530	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	4659	157933	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	2280	51706	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1606	36421	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	5174	117330	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	861	19522	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	10269	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	210309	18431950	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	530	46486	SH	DEFINE
HUDSON UNITED BANCORP	COMMON SHS	444165104	580	16076	SH	DEFINE
HUGHES SUPPLY INC	COMMON SHS	444482103	3833	136400	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	93	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	10158	877200	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	69	3597	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	117281	6076761	SH	DEFINE
HUNTSMAN CORP	CONVERT PREF	447011206	15799	346200	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	47	1156	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	241	6000	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	112930	2806412	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	14435	600200	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	6001	249523	SH	DEFINE
IAMGOLD CORP	ORDINARY SHS	450913108	5106	617400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	18494	846385	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	24	1100	SH	DEFINE
ICU MED INC	COMMON SHS	44930G107	4186	130133	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COMMON SHS	45166R204	2153	99300	SH	DEFINE
IDX SYSTEMS CORP	COMMON SHS	449491109	12782	424100	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	159	2000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	6685	83900	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	39840	500000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	22278	279599	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	398	5000	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	99	3200	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	4069	131400	SH	DEFINE
IMMUCOR INC	COMMON SHS	452526106	1043	36040	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	6130	390417	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	40087	2553300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

IMPERIAL OIL LTD	ORDINARY SHS	453038408	25476	249719	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	608	7300	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	275	3300	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	154	6229	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	12385	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2185	88229	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	14	547	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	76	1134	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	65298	975030	SH	DEFINE
INCO LTD	ORDINARY SHS	453258402	23	490	SH	DEFINE
INCO LTD	COMMON SHS	453258402	1619	42900	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	179	25000	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	3066	428800	SH	DEFINE
INDYMAC BANCORP INC	REAL EST INV TR	456607100	692	17000	SH	DEFINE
INFINEON TECHNOLOGIES AG	AMER DEP RECPT	45662N103	4056	438500	SH	DEFINE
INFOSPACE INC	COMMON SHS	45678T201	26948	818330	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	231	2980	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	3428	44250	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	22550	291080	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1458	51965	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	31850	1135457	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	3452	123074	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	185	6600	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	307	4300	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	35746	501000	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	1148	16090	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	1791	236300	SH	DEFINE
INLAND REAL ESTATE CORP	REAL EST INV TR	457461200	712	44300	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	105	7000	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	14042	939900	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	15953	1894611	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	4886	387800	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	172	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	11500	2619600	SH	DEFINE
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	2	73	SH	DEFINE
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	40921	1982600	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	492	18890	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	34	1290	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	20848	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	6050	232165	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	116870	4484665	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	141404	5426101	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	29291	850000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	13	390	SH	DEFINE
INTERMIX MEDIA INC	COMMON SHS	45881X106	163	19425	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	3729	286000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	12	160	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	7561	101900	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	1	16	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	41552	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	13630	183691	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	154797	2086212	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	28336	381892	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	433	15380	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	850	30193	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	31804	1129818	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	CONVERT ZERO CP	459902A16	915	14000	PRN	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	43746	1448062	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	290048	9601067	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1782	59000	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2890	95653	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1559	51598	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7032	480000	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	18408	1511366	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	163462	13420560	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	2060	169100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1569	128804	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	196	16070	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1022	83907	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	CONVERT PEF	460690308	2919	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	12151	647353	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	108371	5773650	SH	DEFINE
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	20571	1645670	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	14171	1642071	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	10866	300000	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	355	9800	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	382	8000	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	8590	180000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	706	36000	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	14667	609100	SH	DEFINE
INTRAWEST CORP	ORDINARY SHS	460915200	17678	601500	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	5	205	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	1959	43425	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	13616	301840	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	40354	3307687	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	284	13500	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	385	10168	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	68271	1805153	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	1039	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	78	935	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	926	11114	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	127454	1530248	SH	DEFINE
INVITROGEN CORP	CONVERTIBLE BD	46185RAD2	10	10000	PRN	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	73444	1853700	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	20971	529300	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	16246	410056	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	15495	391100	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	5572	179625	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	1482	66800	SH	DEFINE
ISHARES COHEN & STEERS REALTY MAJO	CLOSE END MUT F	464287564	410	5758	SH	DEFINE
ISHARES FTSE/XINHUA CHINA 25	CLOSE END MUT F	464287184	1123	19660	SH	DEFINE
ISHARES LEHMAN AGG BOND FUND	OPEN END MUT FD	464287226	207	2000	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	12	225	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	3857	73621	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	OPEN END MUT FD	464287234	13894	194050	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	441	43448	SH	DEFINE
ISHARES S&P EUROPE 350 INDEX FUND	OPEN END MUT FD	464287861	204	2732	SH	DEFINE
ISHARES S&P INDEX 500 FUND	CLOSE END MUT F	464287200	4053	34029	SH	DEFINE
ISHARES TR DOW JONES SELECT DIVIDE	OPEN END MUT FD	464287168	6596	106855	SH	DEFINE
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	454	7130	SH	DEFINE
ISHARES TR RUSSELL 3000 INDEX FUND	OPEN END MUT FD	464287689	753	11000	SH	DEFINE
ISHARES TRUST	CLOSE END MUT F	464287697	681	8800	SH	DEFINE
ISHARES TRUST LEHMAN TIPS BOND FUN	CLOSE END MUT F	464287176	2260	21075	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	333	40000	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	3935	473000	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	113491	2728800	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2135	51330	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2011	48350	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	142633	3429500	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	24028	445796	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	1227	12570	SH	DEFINE
IVANHOE MINES LTD	ORDINARY SHS	46579N103	15504	1628600	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	104	4843	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	61903	2879201	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

IVAX CORP	CONVERTIBLE BD	465823AG7	5013	5000000	PRN	DEFINE
J & J SNACK FOODS CORP	COMMON SHS	466032109	277	5300	SH	DEFINE
J JILL GROUP INC	COMMON SHS	466189107	250	18200	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	2	93	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	366	20000	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	18283	998500	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	21910	926800	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	4617	82073	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	18384	326764	SH	DEFINE
JAKKS PACIFIC INC	COMMON SHS	47012E106	12012	625300	SH	DEFINE
JAMDAT MOBILE INC	COMMON SHS	47023T100	25936	936980	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	103	67869	SH	DEFINE
JEFFERSON PILOT CORP	COMMON SHS	475070108	1395	27670	SH	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	13946	507500	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	16203	1650000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	20	2000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	543	8355	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	15	230	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	64740	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	13733	211270	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	182195	2803002	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	275506	4238561	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	5458	96900	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	22532	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	4429	78630	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	58	1035	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	43449	982352	SH	DEFINE
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	491	29200	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	36646	1037532	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	72922	2064600	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	9591	271560	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	10541	298453	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	12624	357412	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	42875	1213889	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	526636	14910433	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	201	8000	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	17588	698503	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	5565	221020	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	7008	303235	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	17483	756500	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	10705	222789	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	111	2300	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	63060	3124900	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	7	360	SH	DEFINE
KAYDON CORP	COMMON SHS	486587108	11235	403400	SH	DEFINE
KB HOME	COMMON SHS	48666K109	877	11500	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	88	5072	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	2779	160000	SH	DEFINE
KELLOGG CO	COMMON SHS	487836108	881	19826	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	20221	751700	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	116	4300	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	48	1800	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	43155	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	27790	606100	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	13746	299793	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	2	40	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	54695	1192910	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	4	47	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	318	4164	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	2431	31861	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COMMON SHS	492515101	13393	1014645	SH	DEFINE
KEYCORP	COMMON SHS	493267108	848	25578	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KEYSPAN CORP	COMMON SHS	49337W100	530	13029	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	262515	6450000	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	202	4258	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	993	20900	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	22562	475100	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	28835	460700	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	4926	78700	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	4145	66224	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	551	8800	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	7498	119796	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	11742	187600	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	220	3730	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	1161	19700	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	24241	411500	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	8828	173378	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	29528	354900	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	3054	36703	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	24960	300000	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	249305	6291368	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	19776	499261	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	1924	48565	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	19653	560242	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	43531	1400603	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	22	360	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	39827	663780	SH	DEFINE
KING PHARMACEUTICALS INC	COMMON SHS	495582108	782	75000	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	112532	5410176	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	5549	739800	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	26348	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	25859	1723900	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	290	6630	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	53	1205	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	44679	1022401	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	30888	1269560	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	1298	21156	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1439	25730	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	3174	56769	SH	DEFINE
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	134	16000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	5131	203684	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1371	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	9312	369684	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	26394	1047787	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	456	18118	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	2352	51599	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	43115	945926	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	144449	3169129	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	17528	384559	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	7177	157470	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1931	42361	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	34	740	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	20496	1308000	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	24500	1563481	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	11214	715649	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	618	39420	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	9512	1801591	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	23631	742888	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	3297	103650	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1683	52894	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	7927	249189	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1976	62125	SH	DEFINE
KROGER CO	COMMON SHS	501044101	41166	2163203	SH	DEFINE
KROGER CO	COMMON SHS	501044101	340166	17875261	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KROGER CO	COMMON SHS	501044101	3764	197800	SH	DEFINE
KROGER CO	COMMON SHS	501044101	67954	3570885	SH	DEFINE
KROGER CO	COMMON SHS	501044101	15301	804037	SH	DEFINE
KROGER CO	COMMON SHS	501044101	381	20000	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	22843	1062457	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	634150	29495350	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	176237	8197071	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	11572	538253	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	78386	3645874	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	1198	55730	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	2873	133620	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	234	3050	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	4126	53880	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	132586	1731339	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	36565	3919100	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	20895	2239500	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	15309	1050700	SH	DEFINE
LABONE INC	COMMON SHS	50540L105	25594	642900	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	457	9150	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	75	11900	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	699	70000	SH	DEFINE
LAIDLAW INTL INC	COMMON SHS	50730R102	422	17500	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	45	1555	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	67	2300	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	86765	2998085	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	1195	27935	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	23952	558069	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	103	2400	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	23	530	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	33019	1096248	SH	DEFINE
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	26904	820000	SH	DEFINE
LASERCARD CORP	COMMON SHS	51807U101	4233	721100	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	5195	222015	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	2452	51230	SH	DEFINE
LAWSON SOFTWARE INC	COMMON SHS	520780107	55	10700	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	8939	450000	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	29488	810550	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	127	3500	SH	DEFINE
LECG CORP	COMMON SHS	523234102	8958	421335	SH	DEFINE
LECG CORP	COMMON SHS	523234102	18819	885200	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	104	1000	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	14069	135136	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	219	2100	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	91507	3442700	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	101	3800	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	3912	39400	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	3573	35993	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	3074	30958	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	30456	480000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	114	1800	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	2823	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	14	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	23605	1115000	SH	DEFINE
LENNOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	6868	5500000	PRN	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	246632	6384478	SH	DEFINE
LEUCADIA NATIONAL CORP	CONVERTIBLE BD	527288AX2	3663	3600000	PRN	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	101	4155	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	26	1065	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	18716	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	CONVERT PREF	529043309	77175	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	25	390	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	3144	48500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	206	3172	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	38790	598340	SH	DEFINE
LHC GROUP INC	COMMON SHS	50187A107	1036	57000	SH	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	4	5000	PRN	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	7700	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	430333	42230938	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	5641	553627	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	4996	490277	SH	DEFINE
LIBERTY MEDIA CORP	CONVERT ZERO CP	530718AF2	1060	10000	PRN	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	4	5000	PRN	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	11481	12900000	PRN	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	322	7275	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	12828	289502	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	40397	911700	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	2415	47800	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	44	1073	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	531	13000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	22442	549506	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	17956	382688	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	382	10420	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	4150	113100	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	516	14075	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	107984	2943145	SH	DEFINE
LINENS N THINGS INC	COMMON SHS	535679104	10512	444300	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	7183	700139	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	50	4900	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	624	15689	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	4239	124505	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	38251	589650	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	464	7160	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	16	240	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	4206	64838	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	32435	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7789	120068	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	44544	686658	SH	DEFINE
LOCKHEED MARTIN CORP	CONV FLT RATE	539830AP4	1069	10000	PRN	DEFINE
LOEWS CORP	COMMON SHS	540424108	279	3600	SH	DEFINE
LOEWS CORP - CAROLINA GROUP	COMMON SHS	540424207	41672	1250667	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	1139	17855	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	26673	418200	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	23769	522400	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	593	10190	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	7661	131583	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	70852	1216963	SH	DEFINE
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	1054735	11000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1061	364751	SH	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1523	523500	SH	DEFINE
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	544	500000	PRN	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1174	57000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1441	70000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	13943	677188	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	14	700	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	413	15620	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	22	840	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	72	2732	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	2284	86439	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	272851	10327427	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	2417	22986	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	10	91	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	21732	401700	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	465	6930	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	818	12200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MACERICH CO	REAL EST INV TR	554382101	87085	1298800	SH	DEFINE
MACROMEDIA INC	COMMON SHS	556100105	51318	1342700	SH	DEFINE
MACROMEDIA INC	COMMON SHS	556100105	13660	357400	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	227476	2643225	SH	DEFINE
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	14	200	SH	DEFINE
MAGUIRE PPTYS INC	REAL EST INV TR	559775101	377	13300	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	664	27100	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	5	110	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	19103	465700	SH	DEFINE
MANNKIND CORP	COMMON SHS	56400P201	251	25000	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	6751	169699	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	23905	500000	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	242646	4147083	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	532	11127	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	1580	29600	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	5339	100042	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	40376	2684570	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	4206	134600	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	34	1100	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	1529	22420	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	72	1052	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	273	9870	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	20	720	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	883	31895	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	147454	5323265	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1929	43389	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	2497	36119	SH	DEFINE
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	6686	339050	SH	DEFINE
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	50	2550	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	4	105	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	13416	352690	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	5606	176500	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	9302	292872	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	8486	267200	SH	DEFINE
MATRIX SERVICE CO	COMMON SHS	576853105	2688	587000	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	18593	1015990	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	4722	258017	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	4301	235029	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	68224	3728100	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	13937	761607	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	67	3637	SH	DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	657	22062	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	274	7173	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	7	190	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	78	2037	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	24892	651457	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	12263	347487	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	247	7000	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	30508	864500	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	5522	1061890	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	138164	26570007	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	15598	2999624	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	3475	668325	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	166	31900	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	17	3313	SH	DEFINE
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	135540	3375000	SH	DEFINE
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	3047	75878	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	23	380	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	7710	130000	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	1017	17150	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	26877	453160	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	33	1280	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MBNA CORP	COMMON SHS	55262L100	1354	51770	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	6042	230975	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	14202	542884	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	440827	16851180	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	39	1500	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	2765	105600	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	26144	800000	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	301	9200	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	7504	270400	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	13163	474338	SH	DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	29891	1750049	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	20073	453624	SH	DEFINE
MCI INC	COMMON SHS	552691107	163720	6367959	SH	DEFINE
MCI INC	COMMON SHS	552691107	45424	1766776	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	15	340	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	169	3765	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	18518	413430	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	4	189	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	506	25937	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	38814	471900	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	4	50	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	14597	792900	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	519	28195	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	32641	1772990	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	39180	2128200	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	14644	795440	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	3586	194800	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	539	19130	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	23666	844000	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	132	4710	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	3821	458700	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2574	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12642	236921	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	1170	50000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	71027	3036640	SH	DEFINE
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	2	65	SH	DEFINE
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	704	22200	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	826	30916	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	18653	698082	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	334	6442	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	8839	170679	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	54601	1054276	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	54769	1057527	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	8157	284300	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	769	26796	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	18597	540150	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	41094	797475	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	157	3050	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	879	17050	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	324	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	15456	2120100	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	4618	190000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	34333	1114718	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	556000	18051961	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	990	32143	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	3722	120857	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	15400	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	6002	194867	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	120344	3907264	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1228468	39885314	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	31583	579300	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	262	4800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MERCURY INTERACTIVE CORP	COMMON SHS	589405109	51	1317	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	2227	58050	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	42863	1117390	SH	DEFINE
MERCURY INTERACTIVE CORP	CONVERTIBLE BD	589405AB5	10	10000	PRN	DEFINE
MEREDITH CORP	COMMON SHS	589433101	85108	1734776	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	49	1000	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	9	500	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	33488	1746260	SH	DEFINE
MERIDIAN RESOURCE CORP	COMMON SHS	58977Q109	1482	310000	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	9125	1061078	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	29842	3470000	SH	DEFINE
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	126241	99500000	PRN	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	19943	1294167	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	4268	53685	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	3	39	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	40707	740000	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	194203	3530327	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	729	13251	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1	20	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	87	1580	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2092	38034	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	4016	73000	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	3020	450000	SH	DEFINE
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	2248	1488998	SH	DEFINE
METHANEX CORP	ORDINARY SHS	59151K108	57327	2854907	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	14185	1195047	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	24906	554200	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	775	17240	SH	DEFINE
METSO OYJ	AMER DEP RECPT	592671101	4539	209160	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	275	5910	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	20071	430900	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	32861	705475	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	70	1500	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	126690	2719843	SH	DEFINE
MEXICO FUND INC	CLOSE END MUT F	592835102	14905	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	1090	50078	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	40564	1864150	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	28697	440000	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	219	3364	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	2	38	SH	DEFINE
MICREL INC	COMMON SHS	594793101	1	119	SH	DEFINE
MICREL INC	COMMON SHS	594793101	288	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	7648	663900	SH	DEFINE
MICREL INC	COMMON SHS	594793101	65	5600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	96	3243	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	429	14500	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	140933	4758020	SH	DEFINE
MICROMUSE INC	COMMON SHS	595094103	0	26	SH	DEFINE
MICROMUSE INC	COMMON SHS	595094103	13544	2392900	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	475	25273	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	15081	607110	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	44	1760	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3231	130081	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	24840	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	16472	663119	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	110299	4440375	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	151804	6111288	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	6416	1279300	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	15071	3005200	SH	DEFINE
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	4251	33940	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	13548	385000	SH	DEFINE
MILACRON INC	COMMON SHS	598709103	40	21200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	27	2898	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	22373	2413493	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	8959	157930	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	11665	205621	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	22692	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	10007	176400	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	367	6461	SH	DEFINE
MILLS CORP	REAL EST INV TR	601148109	207	3408	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	122	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	6685	144700	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	1700	36800	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	15745	255599	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	185	3000	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	55181	895800	SH	DEFINE
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	1889	1330000	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	226789	9553027	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	1	29	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	174697	5191600	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	249	7400	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	12236	565702	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	16393	757900	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	98	3750	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	3814	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	221	8472	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	3439	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	134	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	68797	1554380	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	15128	244000	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	17	270	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	9	150	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	17772	286640	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	20850	1212900	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	52496	835000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	591	9393	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	12	350	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	29573	855200	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	44986	1300921	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	1452	41989	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	2650	76630	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	90074	2604813	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	21940	488000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2214	49236	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	111962	2490266	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	33559	639581	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	10229	194946	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	7052	134405	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	3967	75600	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	7016	133719	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	126	2400	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	10222	194816	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	33161	632006	SH	DEFINE
MORTGAGEIT HOLDINGS INC	REAL EST INV TR	61915Q108	12636	692400	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	2	125	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	6719	367983	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	12455	682106	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	4401	131049	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	5279	157200	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	48368	1784800	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	283	10425	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	187	13000	SH	DEFINE
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	62629L104	395	27700	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	197	14512	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MURPHY OIL CORP	COMMON SHS	626717102	894	17116	SH	DEFINE
MYERS INDUSTRIES INC	COMMON SHS	628464109	938	75000	SH	DEFINE
MYKROLIS CORP	COMMON SHS	62852P103	3847	270725	SH	DEFINE
MYKROLIS CORP	COMMON SHS	62852P103	10	720	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1532	79650	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	7321	380520	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	346	18000	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	771	40070	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	8295	431146	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	306	15920	SH	DEFINE
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	6601	433400	SH	DEFINE
NABORS INDUSTRIES INC	CONVERT ZERO CP	629568A10	827	8000	PRN	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	7604	125445	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	5307	87550	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	51080	476400	SH	DEFINE
NASDAQ 100	OPEN END UT TR	631100104	1745	47405	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	4670	247600	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	41	2200	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	4489	475000	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2604	66775	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	129	1100	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	25006	213672	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	140	1200	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	4038	118335	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	831	24362	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	1707	43600	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	14575	372388	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	28823	736400	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	221	7628	SH	DEFINE
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	12003	246119	SH	DEFINE
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	6	117	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	11153	526084	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	46212	2179802	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	1882	39598	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	56411	1186601	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	81	1703	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	95	2003	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	8479	178353	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	128621	2705533	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	2091	261700	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	29084	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	107220	2826050	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	66	1752	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	9	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	1001	42400	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	47	1263	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	1127	30300	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	58933	1585072	SH	DEFINE
NBTY INC	COMMON SHS	628782104	21151	815400	SH	DEFINE
NBTY INC	COMMON SHS	628782104	62	2400	SH	DEFINE
NBTY INC	COMMON SHS	628782104	14852	572550	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	40024	1850400	SH	DEFINE
NCO GROUP INC	CONVERTIBLE BD	628858AB8	14944	15000000	PRN	DEFINE
NEC CORP	AMER DEP RECPT	629050204	80	14825	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	432	13958	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	4	121	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	1	17	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	37	1203	SH	DEFINE
NEIGHBORCARE INC	COMMON SHS	64015Y104	28905	871417	SH	DEFINE
NEIMAN MARCUS GROUP INC	COMMON SHS	640204202	14892	153650	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	3	184	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	5271	313000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NEKTAR THERAPEUTIC	COMMON SHS	640268108	9518	565200	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	875	53300	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	0	21	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	16809	1480972	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	23334	2055900	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	342	12100	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	25381	897814	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	2	37	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	15638	371810	SH	DEFINE
NEVSUN RESOURCES LTD	ORDINARY SHS	64156L101	2087	877000	SH	DEFINE
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2923	135000	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	5410	256900	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	40	1900	SH	DEFINE
NEW YORK MORTGAGE TRUST INC	REAL EST INV TR	649604105	16538	1823350	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	6161	197780	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	2987	95900	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	195	6460	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	40546	1344800	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	5231	219424	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	312	13082	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	103	2587	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	16	400	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	150400	3770363	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	493390	12641294	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	1646	42163	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	30081	770714	SH	DEFINE
NEWPARK RESOURCES INC	COMMON SHS	651718504	1575	210000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	4087	252595	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	668007	41285988	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	42728	2640817	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	330103	20401922	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	7415	458300	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	11071	684232	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	3257	201300	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	118	7000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	5025	298056	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	218	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	34972	2074234	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	5361	318000	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	200570	5391675	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	11	350	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	112597	3484900	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	3	85	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	3528	109185	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	13862	429023	SH	DEFINE
NEXTEL PARTNERS INC	COMMON SHS	65333F107	5281	209800	SH	DEFINE
NICOR INC	COMMON SHS	654086107	25	600	SH	DEFINE
NICOR INC	COMMON SHS	654086107	23240	564500	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	89602	1401343	SH	DEFINE
NIKE INC	COMMON SHS	654106103	14407	166358	SH	DEFINE
NIKE INC	COMMON SHS	654106103	3	30	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	4274	199068	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	13899	647380	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	21495	1001158	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	265	12363	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	33	1525	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	11	440	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	3618	146295	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	555	22453	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	273734	11068900	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	416358	6768950	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	54	876	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOBLE CORP	COMMON SHS	G65422100	921	14969	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	5734	93213	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	45	600	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	5296	70000	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	351	21080	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	2470	148431	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	3	205	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	13036	783415	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	56488	3394728	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	79	6600	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	19858	1661725	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	33	2750	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	13	300	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	1146	27000	SH	DEFINE
NORDSON CORP	COMMON SHS	655663102	1477	43100	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2574	37877	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	5	70	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	42062	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	3883	125434	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	17345	191191	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	4	40	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	54	600	SH	DEFINE
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	9	2679	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	101	38828	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	392	150000	SH	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	5	5000	PRN	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	311719	332500000	PRN	DEFINE
NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	799	132000	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	5761	205105	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	32333	1550000	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	81	3900	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	29204	1400000	SH	DEFINE
NORTHERN BORDER PARTNERS	COMMON SHS	664785102	258	5250	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	0	2	SH	DEFINE
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	1530	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	136674	2473740	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	55250	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	14178	256612	SH	DEFINE
NORTHWEST AIRLINES CORP	COMMON SHS	667280101	2280	500000	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	7742	333000	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	60034	1904643	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	9900	323682	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	82196	2689649	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	6954	146580	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	545	11495	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	5976	125976	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	1189	25067	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	955	30744	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	668	21502	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	10179	327602	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	186	6485	SH	DEFINE
NSTAR	COMMON SHS	67019E107	477	15480	SH	DEFINE
NSTAR	COMMON SHS	67019E107	956	31000	SH	DEFINE
NTL INC	COMMON SHS	62940M104	469046	6855394	SH	DEFINE
NTL INC	COMMON SHS	62940M104	87	1277	SH	DEFINE
NTL INC	COMMON SHS	62940M104	97	1417	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	669967101	6422	1427190	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	156787	3436800	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	173	3800	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	5477	120060	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	13	287	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	CLOSE END MUT F	670656107	540	38600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NUVEEN NEW JERSEY PREMIUM INCOME M	CLOSE END MUT F	67101N106	199	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	CLOSE END MUT F	6706K4105	316	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	193	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	11650	1507175	SH	DEFINE
NVR INC	COMMON SHS	62944T105	40	49	SH	DEFINE
NVR INC	COMMON SHS	62944T105	3414	4215	SH	DEFINE
NVR INC	COMMON SHS	62944T105	71360	88099	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	5662	73600	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	475	6171	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	9517	123713	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	14176	620650	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	72864	3190210	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	2725	119300	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	12358	415130	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	6746	226600	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	679	22811	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	191	6420	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	301	10100	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	40613	1236700	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	580	17675	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	12819	509300	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	11439	454454	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	21349	848200	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	13	530	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	217098	8584350	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	346625	13706016	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2494	98629	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	223	8800	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	44954	1777551	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	13096	688900	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	9423	495700	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	80	4200	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	300	7060	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	2342	55200	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	98798	1237135	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	3	40	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	2704	33857	SH	DEFINE
OMNICOM GROUP INC	CONVERT ZERO CP	681919AR7	490	5000	PRN	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	22285	1639800	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	5	400	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	1	50	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	65	2000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	175308	5369300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	1507	63100	SH	DEFINE
OPENTV CORP	COMMON SHS	G67543101	1069	390100	SH	DEFINE
OPENWAVE SYSTEMS INC	COMMON SHS	683718308	853	52000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	6600	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	11083	839629	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	4384	332095	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	11070	1118227	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	39	3961	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	22404	2263000	SH	DEFINE
ORBOTECH LTD	ORDINARY SHS	M75253100	27428	1276310	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	32	1000	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	50898	1607150	SH	DEFINE
OSHKOSH B'GOSH INC	COMMON SHS	688222207	9304	358000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	37574	480000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	470	6000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	98965	1264250	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	0	11	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	4804	117550	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COMMON SHS	690027206	3090	224600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

OVERNITE CORP	COMMON SHS	690322102	10027	233300	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	56339	944500	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	89	1500	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	38	636	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	13952	431290	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	210	6500	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	2	30	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	1210	20520	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	784	11528	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	179	2625	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	17535	257867	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	18090	830175	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	421	11359	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	10	275	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	103	1444	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	15698	219706	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	153359	2146380	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	6850	2000000	PRN	DEFINE
PACKETEER INC	COMMON SHS	695210104	6933	491700	SH	DEFINE
PACKETEER INC	COMMON SHS	695210104	59	4200	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	23019	1066700	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	43336	2008177	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	723	33490	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	134	6194	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	10	464	SH	DEFINE
PALL CORP	COMMON SHS	696429307	495	16292	SH	DEFINE
PALL CORP	COMMON SHS	696429307	15180	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	826	27215	SH	DEFINE
PALL CORP	COMMON SHS	696429307	156531	5155830	SH	DEFINE
PALM INC	COMMON SHS	696643105	14885	500000	SH	DEFINE
PALM INC	COMMON SHS	696643105	1	25	SH	DEFINE
PALM INC	COMMON SHS	696643105	0	4	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	62	1000	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	28106	452700	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	13667	429636	SH	DEFINE
PARALLEL PETROLEUM CORP	COMMON SHS	699157103	1947	220000	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	10701	1677328	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	22	3400	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	12	1866	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	10956	551923	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	18951	954700	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	80	1600	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	15253	305000	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	79	1230	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	3	42	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	544	8450	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	6434	142730	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	159	5700	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	2313	83100	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	495	15220	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	27	830	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	17259	530397	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	100829	3098609	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	19	360	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	124490	2392200	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	38	731	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	16791	322650	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	114589	2201937	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	11588	157575	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	81	1100	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	11	300	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	49352	1352101	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PENN VIRGINIA RESOURCES PARTNERS L	LTD PARTNERSHIP	707884102	244	5100	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	3	65	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	1878	35717	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	5	98	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	REAL EST INV TR	709102107	247	5200	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	24309	908747	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	72	2700	SH	DEFINE
PEOPLES ENERGY CORP	COMMON SHS	711030106	280	6449	SH	DEFINE
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	197	10752	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	2389	99799	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	45	1900	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	118	4931	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	191573	8002200	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	580	22600	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	273	5060	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	8989	166676	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	89567	1660810	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	40162	744702	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	536	28362	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	228240	2861946	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	41	510	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	7051	96000	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	8378	114068	SH	DEFINE
PETROKAZAKHSTAN INC	ORDINARY SHS	71649P102	79132	1767521	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	210980	4582532	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1153	25040	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	574	12459	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	42	800	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	2242	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	4500	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	75	2512	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604103	2308	95100	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604202	13300	565000	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604202	1177	50000	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	4	122	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	31680	1043825	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	137010	4967729	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	524284	19009578	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	17697	641647	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	154125	5588300	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	69711	2527590	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	9821	356074	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	55160	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	33680	1221191	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	125938	4566288	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1126969	40861816	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	39	1041	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	412959	11000511	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	23542	502400	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	24077	513802	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	108	2300	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	127347	2717600	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	1044	45000	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	32875	1416410	SH	DEFINE
PHASE FORWARD INC	COMMON SHS	71721R406	2586	380300	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	624	6743	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	91	982	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	2825	97253	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	364	12530	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	5513	189790	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	25060	862655	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	13	260	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PEF	718252703	1921	37300	SH	DEFINE
PHOTRONICS INC	COMMON SHS	719405102	13421	575000	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	18203	1282800	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	19	425	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	93	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	256921	5780000	SH	DEFINE
PIONEER DRILLING CO	COMMON SHS	723655106	2136	140000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	3787	90000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	23	550	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	3866	88770	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	5966	136998	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	19763	453800	SH	DEFINE
PIXAR	COMMON SHS	725811103	43	850	SH	DEFINE
PIXAR	COMMON SHS	725811103	18311	365850	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	52003	2773500	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	139	9065	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	39737	2583655	SH	DEFINE
PLAINS EXPL & PRODTN CO	COMMON SHS	726505100	288	8100	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	8950	246569	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	11919	328347	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	94	10100	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	49758	1276500	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	9799	251390	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4814	88400	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4064	74632	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	53682	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	238	8250	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	137090	2640400	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	779	15000	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	61	1125	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	4076	75486	SH	DEFINE
POLO RALPH LAUREN CORP	COMMON SHS	731572103	99	2308	SH	DEFINE
POLO RALPH LAUREN CORP	COMMON SHS	731572103	86086	1996900	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	9268	1400000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	101	10562	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	18340	1918387	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	65	6800	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1463	33274	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	38866	883927	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	3302	75100	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1794	40799	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	ORDINARY SHS	73755L107	246	2100	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COMMON SHS	73755L107	191	2000	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	238963	4566460	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	1	17	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	4806	254700	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	1	67	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	30299	1404700	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	821	100122	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	3965	483521	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	53	850	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	2466	39294	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	2	40	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	346	5821	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	213780	3600200	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	165910	3560300	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	205	4400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	12281	263535	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	4364	90372	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	6054	125360	SH	DEFINE
PRECISION DRILLING CORP	COMMON SHS	74022D100	2013	51000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PREMCO INC	COMMON SHS	74045Q104	92317	1244500	SH	DEFINE
PREMCO INC	COMMON SHS	74045Q104	7	92	SH	DEFINE
PREMIUM STANDARD FARMS INC	COMMON SHS	74060C105	22780	1700000	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	371	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	12327	720440	SH	DEFINE
PRESTIGE BRANDS HOLDINGS INC	COMMON SHS	74112D101	7279	373300	SH	DEFINE
PRESTIGE BRANDS HOLDINGS INC	COMMON SHS	74112D101	24976	1280800	SH	DEFINE
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	1340	475000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	9428	225000	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	2174	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	368	6980	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	20	370	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	130567	2475200	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	22812	432446	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	75070	1423120	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	79080	1499144	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3953	87375	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	373049	8246000	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COMMON SHS	74340R104	999	158800	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	318	7899	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	2205	54795	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	70267	1746200	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4373	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	6857	162400	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	59	1400	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	4	101	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1621	80195	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	3660	181100	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	51843	2565200	SH	DEFINE
PROTEIN DESIGN LABS INC	CONVERTIBLE BD	74369LAD5	13073	11150000	PRN	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	2899	205000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	47	2681	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	112	6350	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	91143	5169748	SH	DEFINE
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	12330	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	95207	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	188414	2869536	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	427	6499	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	1198	18240	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	10097	153777	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	227	5110	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	47606	1071000	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	29959	615050	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	4157	68345	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	472219	7764205	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	229	3618	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	1110	17542	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	42333	669300	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	63	2700	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	149913	6412000	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	109525	1300000	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	CLOSE END MUT F	746922103	361	30000	SH	DEFINE
QLT INC	ORDINARY SHS	746927102	2093	200895	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	469	14210	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	14	410	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	66	2000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	40978	1241387	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	82449	2497683	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	4129	77899	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	36	688	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	13200	1500000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	17479	728300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

QUEBECOR WORLD INC	ORDINARY SHS	748203106	75936	3163996	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	27977	1165713	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	13621	567523	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	19478	811566	SH	DEFINE
QUEENSTAKE RES LTD YUKON	ORDINARY SHS	748314101	1913	7500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	27095	508637	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	21446	402582	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	8666	635786	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	60304	4424390	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	2136	32413	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	20007	303600	SH	DEFINE
QUIKSILVER INC	COMMON SHS	74838C106	24108	1508651	SH	DEFINE
QUINENCO SA	AMER DEP RECPT	748718103	1195	101303	SH	DEFINE
R & G FINANCIAL CORP	COMMON SHS	749136107	813	45932	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	35296	1022776	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	97430	2823250	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	4396	127379	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	8294	240348	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	10342	299670	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	1056	30603	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	33330	965800	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	21	340	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	307	4952	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	20	328	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	3748	312300	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	32	2700	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	37776	800000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	3400	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	401	8500	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	5022	106354	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P108	503	39500	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P405	9862	772300	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	592	25550	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	124	4225	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	13240	452200	SH	DEFINE
RANDGOLD & EXPLORATION CO LTD	AMER DEP RECPT	753009307	1410	834060	SH	DEFINE
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	20074	1427760	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	19699	503550	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	439183	11226561	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	5074	129713	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	8965	229173	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	23472	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	163	4170	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	5948	152048	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	36115	923180	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	0	50	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	1000	201200	SH	DEFINE
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	6533	105400	SH	DEFINE
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	12086	195000	SH	DEFINE
REEBOK INTERNATIONAL LTD	CONVERTIBLE BD	758110AH3	11	10000	PRN	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	32	1150	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	21871	784189	SH	DEFINE
REED ELSEVIER PLC	AMER DEP RECPT	758205108	276	7118	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	5849	309800	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	9	452	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	172	3005	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	801	14000	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	34160	597200	SH	DEFINE
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	510	81400	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	1054	31120	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	20200	516900	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	352	9000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

REGIS CORP	COMMON SHS	758932107	19130	489500	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	11213	419488	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	20938	783300	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	65614	1770000	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	10839	292400	SH	DEFINE
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	651	13225	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	22922	912154	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	19090	759651	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	177	7050	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	15719	1087800	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	216894	6023150	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	402	11150	SH	DEFINE
RESEARCH IN MOTION LTD	ORDINARY SHS	760975102	27258	302292	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	90	1225	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	1158	15700	SH	DEFINE
RESMED INC	COMMON SHS	761152107	7694	116600	SH	DEFINE
RESMED INC	COMMON SHS	761152107	19982	302810	SH	DEFINE
RESPIRONICS INC	COMMON SHS	761230101	3293	91180	SH	DEFINE
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	812	19154	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	105344	3897300	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	49	1800	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1068	39516	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	467804	5936600	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	229	2900	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	2	24	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	996	50006	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	60	3000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	5478	275000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	16178	1345900	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	17497	8881700	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	2167	1100000	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	7636	62631	SH	DEFINE
RITCHIE BROTHERS AUCTIONEERS INC	COMMON SHS	767744105	7193	186600	SH	DEFINE
RITCHIE BROTHERS AUCTIONEERS INC	COMMON SHS	767744105	77	2000	SH	DEFINE
RITE AID CORP	COMMON SHS	767754104	167	40000	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	74805	1677236	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	196	4400	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	262	10510	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	46	1852	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	7491	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	1683	67400	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	68032	2724534	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	2128	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	2526	51862	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	4871	100000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	469	9635	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	63441	1302422	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	70	1467	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	4768	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	364	7635	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	145925	3060500	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	16	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	8872	220700	SH	DEFINE
ROHM & HAAS CO	COMMON SHS	775371107	1631	35204	SH	DEFINE
ROLLINS INC	COMMON SHS	775711104	2549	127220	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	199979	2802000	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	200	2800	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	74	1038	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	15	510	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1459	50473	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	70023	2422107	SH	DEFINE
ROSTELECOM	AMER DEP RECPT	778529107	3090	256460	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ROWAN COMPANIES INC	COMMON SHS	779382100	15096	508100	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	12	400	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	77870	2621004	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	320851	4227280	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	268	4320	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	545	8800	SH	DEFINE
ROYAL BANK OF SCOTLAND GROUP PLC	AMER DEP RECPT	780097788	490	20150	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	4860	100498	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	11416	175900	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	2786	42930	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	532	8200	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	18172	280000	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	47530	732350	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	439226	6767733	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	4213	314900	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	28653	2141500	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	27175	1488200	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	13018	712922	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	670	36670	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	7624	664114	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	2626	228760	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	14012	1220590	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	13192	420000	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	28552	2228900	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	40481	1979500	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	8	385	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	13	110	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	5462	45833	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	15960	800000	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	5	238	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	261	4800	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	3207	95000	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	22760	674180	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	443	19625	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	38099	2008400	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	19	1000	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	2	90	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	3760	183600	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	10277	501830	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	362	9310	SH	DEFINE
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	284	16540	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	5715	139413	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	25199	614764	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	1251	30508	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	505	11670	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	4148	95800	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	19820	457745	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	36991	854293	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	12383	1561600	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	6216	574480	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	4832	446600	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	11	580	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	16	800	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	3973	200534	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	15368	775770	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3036	116751	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	18656	717527	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	26248	1009537	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3505	134826	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	1074	41294	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	59876	3507685	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	0	17	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SBC COMMUNICATIONS INC	COMMON SHS	78387G103	50414	2122691	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	10480	441280	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	7978	335930	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	4750	200018	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9041	380665	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	30222	1272510	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	353956	14903407	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	865	20262	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	539	12621	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1633	85684	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	3812	200000	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	3884	203768	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1	40	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	2916	57205	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	191771	3761700	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	46	600	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	30376	400000	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	4	55	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	40550	533975	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	16870	222150	SH	DEFINE
SCHLUMBERGER LTD	CONVERTIBLE BD	806857AC2	12	10000	PRN	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	6068	157400	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	465	12050	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	18415	477700	SH	DEFINE
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	62370	66000000	PRN	DEFINE
SCIENTIFIC ATLANTA INC	COMMON SHS	808655104	13	400	SH	DEFINE
SCIENTIFIC ATLANTA INC	COMMON SHS	808655104	2296	69000	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	689	25578	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1798	50505	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	408	11456	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	60898	3469980	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	270633	15420695	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	898	51163	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	6560	373800	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1583	90220	SH	DEFINE
SEARS HOLDING CORP	COMMON SHS	812350106	381	2543	SH	DEFINE
SEARS HOLDING CORP	COMMON SHS	812350106	10	66	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	5103	469000	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	42	3900	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	32208	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	19	378	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	17	341	SH	DEFINE
SEMCO ENERGY INC	COMMON SHS	78412D109	777	129700	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	340	8240	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	273047	6609700	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	16568	995086	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	7	400	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	81271	4881170	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	1974	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	4157	256600	SH	DEFINE
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	927	49000	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	623	10386	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	41127	685340	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	19073	897563	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	59868	7464890	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	404	50400	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	15736	1962100	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1308	163100	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	510	38087	SH	DEFINE
SHAMIR OPTICAL INDUSTRY LTD	COMMON SHS	M83683108	162	10000	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	2872	225600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SHARPER IMAGE CORP	COMMON SHS	820013100	397	31150	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	11933	937400	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	11460	900219	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	3311	260110	SH	DEFINE
SHAW GROUP INC	COMMON SHS	820280105	37369	1737300	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	17418	300000	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	161671	2784550	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	38203	657997	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	7664	132000	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	1523	26240	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	37756	650300	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	444	9433	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	282	8590	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	22605	689178	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	107	3275	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	2073	63200	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	5146	183600	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	55	1950	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	363	5000	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	69016	965806	SH	DEFINE
SIERRA HEALTH SERVICES INC	CONVERTIBLE BD	826322AB5	11798	3000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	68018	5463300	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	5	432	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	18675	1500000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	11208	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	1856	33116	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	7005	125000	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	12827	525681	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	4233	173500	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	27	1100	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	71032	2710104	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	589	8120	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	9142	126120	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	87974	1213608	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PEF	828806802	656	10579	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PEF	828806802	61999	999980	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	306	17300	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	76	11710	SH	DEFINE
SIX FLAGS INC	CONVERTIBLE BD	83001PAJ8	138709	141000000	PRN	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	2739	134280	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	407770	19988716	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	112118	5495987	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	12191	597575	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	25573	1253590	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1176	57670	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	22590	1242600	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	15	800	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	3538	69650	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	5527	111859	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	404	6350	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	37130	582895	SH	DEFINE
SMITHFIELD FOODS INC	COMMON SHS	832248108	55	2000	SH	DEFINE
SMITHFIELD FOODS INC	COMMON SHS	832248108	264	9680	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1140	47968	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	2506	53379	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	DEP RCPT PFD	833635105	8640	86400	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	117	30850	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	188	49524	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	15516	585500	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	12358	2585300	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	108	22600	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	27477	797825	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SONY CORP	AMER DEP RECPT	835699307	16306	473474	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	55	1585	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	1415	41100	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	552	9037	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	2596	74868	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	539933	15573500	SH	DEFINE
SOUTHERN PERU COPPER CORPORATION	COMMON SHS	843611104	103	2400	SH	DEFINE
SOUTHERN PERU COPPER CORPORATION	COMMON SHS	843611104	43	1000	SH	DEFINE
SOUTHERN PERU COPPER CORPORATION	COMMON SHS	843611104	86353	2015700	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	561	40260	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	19	1380	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	908	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	4487	322132	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	60868	4369527	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	255966	11457745	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	1	46	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	811	36300	SH	DEFINE
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	843	18550	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	1866	188657	SH	DEFINE
SPECTRASITE INC	COMMON SHS	84761M104	5642	75800	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	49633	1398500	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	3339	967924	SH	DEFINE
SPIRIT FINANCE CORP	REAL EST INV TR	848568309	699	59500	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	1185	47214	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	9643	384327	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	27036	1077569	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	11969	623047	SH	DEFINE
SR TELECOM INC	ORDINARY SHS	78464P208	37	74500	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	115436	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	120908	1482803	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	264	3240	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	514	6300	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	73386	900000	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	830	19030	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	6096	139780	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	22730	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2246	56819	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2367	59885	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	21473	543200	SH	DEFINE
STAAR SURGICAL CO	COMMON SHS	852312305	533	107800	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	53905	703900	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	0	1	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	8807	376700	SH	DEFINE
STANDARD PACIFIC CORP	COMMON SHS	85375C101	814	9256	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	322	7080	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	9625	451436	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	2056	39807	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	3505	67840	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	1175	20060	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	136046	2819600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	68	1400	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	20537	425636	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	709	14700	SH	DEFINE
STATE STREET CORP	CONVERT PREF	857477202	3056	14082	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	19208	289270	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	23326	888600	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	4422	119290	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	12083	325940	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	16055	433100	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	12219	1521680	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	14395	286060	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	21389	830000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

STERIS CORP	COMMON SHS	859152100	10984	426236	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	307	11900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	39168	1519900	SH	DEFINE
STERLING FINANCIAL CORP	COMMON SHS	859319105	413	11049	SH	DEFINE
STEWART & STEVENSON SERVICES INC	COMMON SHS	860342104	3147	138900	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	1879	253246	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	29	2300	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	18059	1420825	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	101	7966	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	14912	313549	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	13317	280000	SH	DEFINE
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	556	15540	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	5671	209030	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	14377	529917	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	200918	4868379	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	210	6224	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	5968	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	1156	309935	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	93	25000	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	223739	3862900	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	185789	3207689	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	677	14300	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	55941	1590600	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	7034	200000	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	11	300	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	30	855	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	543	4773	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	29	251	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	12273	2160782	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	17	3000	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	13112	242900	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	92	1700	SH	DEFINE
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	229	150000	PRN	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	95372	1320209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	198	2736	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	3121	43210	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	85	1181	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	5718	1157400	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	8421	473100	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	46925	2636215	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	58020	2448100	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	109	4600	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	14	600	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	6366	461300	SH	DEFINE
SVB FINANCIAL GROUP	COMMON SHS	78486Q101	13584	283600	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	84	3870	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	23	1050	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	4475	205835	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	41768	1921264	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	19578	820900	SH	DEFINE
SYMMETRY MEDICAL INC	COMMON SHS	871546206	11831	502600	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	21007	1430000	SH	DEFINE
SYNAGRO TECHNOLOGIES INC	COMMON SHS	871562203	1328	275000	SH	DEFINE
SYNGENTA AG	AMER DEP RECPT	87160A100	1193	58497	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	22590	1355132	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	39839	2389877	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	6068	363980	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	4698	281834	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	8	500	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	552	15260	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	24	650	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	5894	162875	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SYSCO CORP	COMMON SHS	871829107	16261	449322	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	76448	2112413	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1549	169899	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	0	0	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	2465	270295	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	42536	4664090	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	504	55300	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	22222	484135	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	4433	118000	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	3281	301000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	110	4080	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	148	5500	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	12070	448200	SH	DEFINE
TANOX INC	COMMON SHS	87588Q109	3007	256600	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	56070	1030512	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	6984	128360	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	23432	430655	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	4849	89123	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	9021	165805	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	17967	330213	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	12	223	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	15787	543075	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	24535	844000	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	170	17600	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	2359	243708	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	494	19100	SH	DEFINE
TD BANKNORTH INC	COMMON SHS	87235A101	228	7667	SH	DEFINE
TECHNIP SA	AMER DEP RECPT	878546209	1957	42000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	9544	504700	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	160889	8508150	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	62	3300	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	391	20700	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	177754	9400000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	8291	300000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	21373	778900	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	74292	1692300	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	22313	958888	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	95	4098	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	157933	6786962	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	218	13100	SH	DEFINE
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	14925	1250000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	113385	1909800	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	196	3300	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	29685	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	178	3000	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	1861	175387	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3590	73415	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1261	25777	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	181586	3713409	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	24575	502564	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	99814	2041192	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1952	39916	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	4092	83683	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	137070	7256204	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	641125	33939890	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	270477	14318513	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	20660	1093678	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	83966	4445010	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2965	156962	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2261	119672	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	8794333100	276	6775	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433860	23564	614600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433860	260	6775	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	437788	19218105	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	10865	476951	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	1141	70146	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	3587	220600	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	79515	4890250	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	103364	2473403	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	6792	199700	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	5772	155366	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	355634	9572920	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	6895	185600	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	5153	138702	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	10833	291597	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	CLOSE END MUT F	880191101	779	44628	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	288	32380	SH	DEFINE
TEMPUR PEDIC INTL INC	COMMON SHS	88023U101	18	800	SH	DEFINE
TEMPUR PEDIC INTL INC	COMMON SHS	88023U101	2294	103410	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	38591	3152896	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	680433	55590902	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	18837	1538940	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	4456	364030	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	14342	1171700	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	364	29700	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	15846	1294610	SH	DEFINE
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	203	4900	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	2	160	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	126	10500	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	72	1835	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	10	256	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	50254	1275494	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1308	42000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	3114	100000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	63783	2048267	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	14500	465640	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5567	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	44984	800000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	14456	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	28825	1026891	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	1	33	SH	DEFINE
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	4816	157995	SH	DEFINE
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	38	1260	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	39821	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	311	4100	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	32068	516400	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	2279	36696	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	255	15000	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	3700	217620	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	331	12328	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	348	12963	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	69880	2600680	SH	DEFINE
THERMOGENESIS CORP	COMMON SHS	883623209	473	108700	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	3521	124690	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	14120	500000	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	19	660	SH	DEFINE
THOMAS INDUSTRIES INC	COMMON SHS	884425109	8527	213400	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	24610	599962	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	198	5900	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	30808	980200	SH	DEFINE
THORATEC CORP	COMMON SHS	885175307	5740	374200	SH	DEFINE
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	412	14160	SH	DEFINE
THQ INC	COMMON SHS	872443403	284	9700	SH	DEFINE
THQ INC	COMMON SHS	872443403	25430	868800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TIBCO SOFTWARE INC	COMMON SHS	88632Q103	6793	1038700	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	9987	262000	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	8	200	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	1525	40000	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	3972	121247	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	3440	105000	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	17656	456000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4421	264559	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	58655	3510200	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4044	242000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	22559	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	2	115	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	9526	570087	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	6511	389628	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	33474	1449100	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	896	489700	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	3390	139200	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	8254	338985	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	493	20266	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	0	3	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	5474	53900	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	0	2	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	2961	215170	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	35776	2600000	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	6	454	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	658	22487	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	753	25750	SH	DEFINE
TOP TANKERS INC	COMMON SHS	Y8897Y107	651	41000	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	698	13370	SH	DEFINE
TORONTO DOMINION BANK	ORDINARY SHS	891160509	46822	856915	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	413	9257	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	25510	218318	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	5887	50378	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	7829	67002	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	8654	74057	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	1766	24700	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	106	1485	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	1029	38868	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	51239	1935000	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	1123	42395	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	54	1100	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	28964	589900	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	7033	819648	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	48	5600	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	3560	63775	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	2898	89875	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	35652	1105816	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	4697	177500	SH	DEFINE
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	94	11650	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	5	96	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	4179	77440	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	4551	84330	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	6867	440174	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	9271	594300	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	2100	134600	SH	DEFINE
TREND MICRO INC	AMER DEP RECPT	89486M206	919	25704	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	15	280	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	5985	109533	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	23544	430901	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	3379	96055	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	3831	108900	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	64	1650	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	130390	3345909	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	4011	401947	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	21080	2112195	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	57875	1806900	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	118	3698	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	83	4054	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	897	43600	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	13148	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	170	12985	SH	DEFINE
TRUSTEE PROPERTIES INC	REAL EST INV TR	898404108	947	57006	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	24	750	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	14353	455366	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	126877	4025294	SH	DEFINE
TUPPERWARE CORP	COMMON SHS	899896104	328	14050	SH	DEFINE
TXU CORP	COMMON SHS	873168108	4618	55574	SH	DEFINE
TXU CORP	COMMON SHS	873168108	46620	561079	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	694	500000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	22	17000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	3885	3000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	16665	570730	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	6494	222398	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	505	17280	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	4579	156799	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	45262	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	16515	565581	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	4899	167784	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	52834	1809380	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	229	12030	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	33265	1746200	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	82	10000	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	3387	415100	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2338	30035	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	25132	322830	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2124	27289	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	24	1466	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	39128	2409350	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COMMON SHS	90385D107	1307	79710	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	5327	93400	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	160	2797	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	7500	318623	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	9089	386100	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	105039	2719800	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	1344	34800	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	487	12600	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	432	6670	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	23267	358887	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	243	3747	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	2149	33155	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	20268	312636	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	118	3035	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	356	9154	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	132	3400	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	12308	316800	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	4	55	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	19440	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	13754	212260	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	3733	217168	SH	DEFINE
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	265	11000	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	10800	355623	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	2065	68000	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	121	11100	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	1	85	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UNITED PARCEL SERVICE INC	COMMON SHS	911312106	104	1500	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	2165	31306	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	62088	897738	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	21447	310100	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	66970	1948500	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	325	9444	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	1111	32326	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	47362	964600	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	9771	187623	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	39505	758550	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	641	12480	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	21	400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	144571	2815400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	154	3000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	41080	800000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	10863	211540	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	49915	972048	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	66268	1290516	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	156	3000	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	31638	606788	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	21281	408156	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	777	15820	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	30804	850000	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	7882	217500	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	69	1900	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	5473	125000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	249	4000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	11005	15500000	PRN	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	449	16300	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	21	770	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	184	6675	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	80696	2929079	SH	DEFINE
UNOCAL CORP	COMMON SHS	915289102	6030	92700	SH	DEFINE
UNOCAL CORP	COMMON SHS	915289102	2841	43669	SH	DEFINE
UNOCAL CORP	COMMON SHS	915289102	2283	35101	SH	DEFINE
UNOVA INC	COMMON SHS	91529B106	41930	1574554	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2148	117225	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	13314	694525	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	4	75	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	3109	54840	SH	DEFINE
URS CORP	COMMON SHS	903236107	5426	145270	SH	DEFINE
URS CORP	COMMON SHS	903236107	10581	283300	SH	DEFINE
URS CORP	COMMON SHS	903236107	108	2900	SH	DEFINE
US BANCORP	COMMON SHS	902973304	7738	265017	SH	DEFINE
US BANCORP	COMMON SHS	902973304	117023	4007652	SH	DEFINE
US BANCORP	COMMON SHS	902973304	3698	126656	SH	DEFINE
US BANCORP	COMMON SHS	902973304	6804	233020	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8295	284062	SH	DEFINE
US BANCORP	COMMON SHS	902973304	27083	927500	SH	DEFINE
US UNWIRED INC	COMMON SHS	90338R104	2862	491700	SH	DEFINE
USA MOBILITY INC	COMMON SHS	90341G103	1725	58747	SH	DEFINE
V F CORP	COMMON SHS	918204108	28610	500000	SH	DEFINE
V F CORP	COMMON SHS	918204108	694	12135	SH	DEFINE
VAALCO ENERGY INC	COMMON SHS	91851C201	1349	390000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	42853	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	5105	181688	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	33	1179	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	105386	5977653	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	3623	205500	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	930	11752	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	886	11196	SH	DEFINE
VALSPAR CORP	COMMON SHS	920355104	1352	28000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VALUECLICK INC	COMMON SHS	92046N102	14091	1142800	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	22310	590357	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	109440	2896010	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	284	7620	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	63	1687	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	181984	4875009	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	13835	373912	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	74952	2025740	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	825	34000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	133385	5500427	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	287	9979	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	25857	900000	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	89864	2975630	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	257	8500	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	45159	1495330	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	159	5530	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	49	1711	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	125847	4375779	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	112979	4630300	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	78	3200	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	70	2869	SH	DEFINE
VERITY INC	COMMON SHS	92343C106	1	60	SH	DEFINE
VERITY INC	COMMON SHS	92343C106	3074	350500	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	10	290	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	79610	2304200	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	9613	278227	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	56735	1642100	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	271823	7867528	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	10328	613300	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	6444	200000	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	4395	136394	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	451	14000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	326	10180	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	11	340	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	169757	5301600	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	2604	81309	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	3202	100000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	3	105	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	10939	341624	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	61304	1914564	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	11526	566921	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	27420	1348745	SH	DEFINE
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	12198	437200	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	6196	115175	SH	DEFINE
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	218	6400	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	9460	4526270	SH	DEFINE
VIVENDI UNIVERSAL SA	AMER DEP RECPT	92851S204	5639	180000	SH	DEFINE
VIVENDI UNIVERSAL SA	AMER DEP RECPT	92851S204	3	95	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	37039	1522990	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	21355	878099	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	3	140	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	19625	806954	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	22704	933560	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	1648	40633	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	12453	307040	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	81	2000	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	343	4269	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1254	15600	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	75110	934200	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	15179	1254500	SH	DEFINE
W&T OFFSHORE INC	COMMON SHS	92922P106	481	20000	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	22638	934300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WABASH NATIONAL CORP	COMMON SHS	929566107	5330	219974	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	27077	1117500	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	4442	206800	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	34	1600	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	7559	152400	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	5757	116063	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	30190	608671	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	32554	656322	SH	DEFINE
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	4921	266000	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	309	6420	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	37	770	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	2629	54547	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	17501	363093	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	35754	741774	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	101810	2112233	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	20607	448070	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	11571	251604	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	370	14680	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	1611	63974	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	25180	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	0	12	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	57073	2266602	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	53464	2123272	SH	DEFINE
WALT DISNEY CO	CONVERTIBLE BD	254687AU0	25	24000	PRN	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	347	14918	SH	DEFINE
WARREN RESOURCES INC	COMMON SHS	93564A100	1568	150000	SH	DEFINE
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	4	23010	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	95652	2350750	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6181	151899	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	8976	220591	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9177	225536	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	28201	693066	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	461457	552623	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	3175	3802	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	14200	380805	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	22644	607250	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	25605	903500	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2621	92480	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	466	16460	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	16151	569900	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	87	2353	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	18585	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	2	65	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	773	20806	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	118663	3192433	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	29560	1000000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	70486	2384510	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	13835	413100	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	54	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	3	90	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	23462	404650	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	129	2230	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	4304	74225	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	510	19300	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	8196	1463538	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	5083	907600	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	63	11300	SH	DEFINE
WEBSense INC	COMMON SHS	947684106	20010	416440	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	4	75	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	83320	1614422	SH	DEFINE
WELLCHOICE INC	COMMON SHS	949475107	57	818	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WELLCHOICE INC	COMMON SHS	949475107	101688	1463770	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	15365	220640	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	14	200	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	1428	20502	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	79914	1147525	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	325	5270	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	12	200	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	3173	51524	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	18449	299593	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	35012	568554	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	111528	1811112	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	740	15525	SH	DEFINE
WESCAST INDUSTRIES INC	ORDINARY SHS	950813105	5669	206128	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	8624	477510	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	25761	1426400	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	1954	108200	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	98700	3518700	SH	DEFINE
WESTAMERICA BANCORP	COMMON SHS	957090103	19133	362300	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	21627	900000	SH	DEFINE
WESTCORP	COMMON SHS	957907108	67	1273	SH	DEFINE
WESTCORP	COMMON SHS	957907108	69817	1331870	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	43157	3215900	SH	DEFINE
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	1640	47000	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	50367	1190700	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	54	1276	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	4	87	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	42983	1754400	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	27325	1115300	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1086136	17064198	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2037	32003	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2561	40231	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	14574	23100	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	1261316	1999233	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	599	950	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	12252	19420	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	239	7330	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	95	800	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	26	217	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	27810	235077	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	30990	261960	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	228	19900	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	881	46350	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	455	11500	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	8677	265200	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	439835	13442386	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	692	21152	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	7319	223680	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2189	66890	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	8822	245000	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	137	3800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	447	12410	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	0	5	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	335	23900	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	27618	843288	SH	DEFINE
WIPRO LTD	AMER DEP RECPT	97651M109	4724	226455	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1554	39850	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	42900	1100000	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	861	12500	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	3321	65050	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	1326	25971	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	24024	899760	SH	DEFINE
WYETH	COMMON SHS	983024100	18514	416050	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WYETH	COMMON SHS	983024100	20	460	SH	DEFINE
WYETH	COMMON SHS	983024100	116745	2623480	SH	DEFINE
WYETH	COMMON SHS	983024100	3996	89804	SH	DEFINE
WYETH	COMMON SHS	983024100	26700	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	7695	172913	SH	DEFINE
WYETH	COMMON SHS	983024100	20246	454973	SH	DEFINE
WYETH	COMMON SHS	983024100	481689	10824463	SH	DEFINE
WYETH	CONV FLT RATE	983024AD2	1029	10000	PRN	DEFINE
X-RITE INC	COMMON SHS	983857103	2770	240649	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	6496	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	17139	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	7	349	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	296	15183	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	147893	7576500	SH	DEFINE
XCYTE THERAPIES INC	CONVERT PREF	98389F408	208	64000	SH	DEFINE
XENOGEN CORP	COMMON SHS	98410R108	2001	533600	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	655	47492	SH	DEFINE
XILINX INC	COMMON SHS	983919101	239	9390	SH	DEFINE
XILINX INC	COMMON SHS	983919101	651	25540	SH	DEFINE
XILINX INC	COMMON SHS	983919101	23873	936189	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	47127	633256	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	586799	7884962	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	205059	2755430	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	26780	359845	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	10913	146635	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	2369	31833	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	4489	60325	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	19624	583000	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	55	1640	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	555	16500	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	56369	1674670	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	376	11066	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	1869	55000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	278	8010	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	55440	1600000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	839	24225	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	97254	2806750	SH	DEFINE
YAHOO INC	CONVERT ZERO CP	984332AB2	864	5000	PRN	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	167	37500	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	11748	2640000	SH	DEFINE
YAMANA GOLD INC	WTS TO EQUITY	98462Y118	3554	1150000	SH	DEFINE
YORK INTERNATIONAL CORP	COMMON SHS	986670107	35534	935100	SH	DEFINE
YORK INTERNATIONAL CORP	COMMON SHS	986670107	34	900	SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1577	30272	SH	DEFINE
ZALE CORP	COMMON SHS	988858106	48853	1541600	SH	DEFINE
ZARLINK SEMICONDUCTOR INC	ORDINARY SHS	989139100	136	82325	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	6977	1653200	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	207	2720	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	4875	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	48187	632624	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	58349	766042	SH	DEFINE
ZIPREALTY INC	COMMON SHS	98974V107	128	10000	SH	DEFINE
ZOLL MEDICAL CORP	COMMON SHS	989922109	603	23700	SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	29	1000	SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	3001	102936	SH	DEFINE

GRAND TOTAL

122904060

*** RECORD TOTALS ***

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RECS READ:	248,922
RECS SELECTED:	120,063
LINE ITEMS:	3,967