

FRANKLIN RESOURCES INC

Form 13F-HR

February 14, 2006

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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 February 10, 2006

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).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 15

Form 13F Information Table Entry Total: 4,584

Form 13F Information Table Value Total: \$ 133,745,110
(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.
C	28-	TEMPLETON ASSET MANAGEMENT LTD.
D	28-	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-	TEMPLETON CAPITAL ADVISORS LTD.
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

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR SH/ PUT/ PRN AMT PRN CALL	INVEST MENT DISCRE TION
3COM CORP	COMMON SHS	885535104	1	300 SH	DEFINE
3COM CORP	COMMON SHS	885535104	94	26000 SH	DEFINE
3M CO	COMMON SHS	88579Y101	10718	138300 SH	DEFINE
3M CO	COMMON SHS	88579Y101	4309	55598 SH	DEFINE
3M CO	COMMON SHS	88579Y101	62000	800000 SH	DEFINE
3M CO	COMMON SHS	88579Y101	20456	263948 SH	DEFINE
3M CO	COMMON SHS	88579Y101	43158	556882 SH	DEFINE
3M CO	COMMON SHS	88579Y101	95140	1227617 SH	DEFINE
3M CO	COMMON SHS	88579Y101	2356	30400 SH	DEFINE
3M CO	COMMON SHS	88579Y101	29	370 SH	DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	41934	1194700 SH	DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	4	116 SH	DEFINE

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

ABBOTT LABORATORIES	COMMON SHS	002824100	331521	8407839	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	31889	808740	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	7524	190810	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	79	2008	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	15772	400000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	22392	567900	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	39223	994742	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	10928	277159	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	1282	32503	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	2821	71537	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	38405	973993	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	879	22290	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	668	16933	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	787	19970	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	473	7250	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	6	87	SH	DEFINE
ABERDEEN GLOBAL INCOME FUND INC	CLOSE END MUT F	003013109	131	10227	SH	DEFINE
ABGENIX INC	COMMON SHS	00339B107	10706	497700	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	46995	10084839	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	8958	1922370	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	7819	1677887	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	12697	2724663	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	45022	2302940	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	0	7	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	1804	69000	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	40	1521	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	14290	1825000	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	55	7000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	312885	10837735	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	728	25200	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	141	4890	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	6905	239164	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	9800	339460	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	273	9450	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	36583	474676	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	13	450	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	797209	14917824	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	292788	5478821	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1	22	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1886	35300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	896	16759	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1526	28562	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	5923	110832	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	59110	400696	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	765	14324	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	138	2590	SH	DEFINE
ACM INCOME FUND INC	CLOSE END MUT F	000912105	97	11730	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	324	91271	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	17971	1411683	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	2969	233200	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	26879	2111480	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	67	4847	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	247	17980	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	266	19325	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	105138	7651971	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	2496	181666	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	809	58900	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	13	970	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	1354	33300	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	2883	70900	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	15940	392040	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886309	707	31629	SH	DEFINE

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

ADOBE SYSTEMS INC	COMMON SHS	00724F101	1	37	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	10490	283820	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	33071	894770	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	782	53581	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	40138	2749200	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	661	45300	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	2128	171600	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	9856	794829	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	106	2448	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	74904	1723510	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	1597	36750	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COMMON SHS	00765H107	2372	605100	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3716	88888	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	32	772	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	482	29504	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2472	156140	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	2561	27160	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	4433	47000	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	4	75	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	6299	106432	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	345	5825	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	1673	20849	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	112	1400	SH	DEFINE
AFFORDABLE RESIDENTIAL CMTYS	REAL EST INV TR	008273104	20701	2172200	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	654	13700	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	3271	68500	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	127247	2741200	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	47	1019	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	3006	64760	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	20970	451743	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	35193	758140	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	8	180	SH	DEFINE
AGCO CORP	COMMON SHS	001084102	47077	2841090	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	10520	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	17097	2859100	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	87	14495	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	13316	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3401	102159	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	30062	903022	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	12	350	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	41772	1200000	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	14820	750000	SH	DEFINE
AGRIUM INC	ORDINARY SHS	008916108	2918	113900	SH	DEFINE
AGRIUM INC	COMMON SHS	008916108	12	555	SH	DEFINE
AIR FRANCE-KLM	AMER DEP RECPT	009119108	11891	550000	SH	DEFINE
AIR FRANCE-KLM	WTS TO EQUITY	009119116	775	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	1243	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	29595	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	434	7325	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	6627	111960	SH	DEFINE
AIRGAS INC	COMMON SHS	009363102	27952	849600	SH	DEFINE
AK STEEL HOLDING CORP	COMMON SHS	001547108	6876	864900	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	5789	125628	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	143	3110	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	31	675	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	2153	105000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	48243	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	17860	500000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	125968	2753400	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	363	7925	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	405	8850	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	30446	665490	SH	DEFINE

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

ALBERTO-CULVER CO	COMMON SHS	013068101	641	14000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	54	1177	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	64570	3024346	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	90689	4247750	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	15	700	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	285	13352	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	56711	1188320	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	210840	4504447	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	71	2058	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	22933	480167	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	2038	49757	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	205	5000	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	3655	76526	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	50873	710825	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	2663	55755	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	1252	30562	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	764	18665	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	3634	122899	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	333	11275	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	1820	61556	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	41298	1396630	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	1168	39500	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	19	640	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	65	500	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	19440	150000	SH	DEFINE
ALERIS INTERNATIONAL INC	COMMON SHS	014477103	12890	399800	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	1646	30346	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	118298	481865	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	20367	253000	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	2888	142600	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	334	16500	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	956	50000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	4344	227200	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	10354	541519	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	445	23300	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	214064	753747	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	387	1364	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	22	79	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	43184	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	12845	118980	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	4858	45000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	324	3000	SH	DEFINE
ALLIANCE CAPITAL MANAGEMENT HOLDIN	LTD PARTNERSHIP	01855A101	28	500	SH	DEFINE
ALLIANCE CAPITAL MANAGEMENT HOLDIN	LTD PARTNERSHIP	01855A101	1624	28750	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	113	3175	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	68621	1927554	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	1531	43000	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC.	COMMON SHS	018772103	20371	5223400	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	45	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	208134	7422770	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	434	5700	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	74	2510	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	521	17741	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	4682	108990	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	1331	30991	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	44	5000	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	7628	872800	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	749	85700	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	10	1180	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	132149	2732600	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589704	46231	176500	SH	DEFINE
ALLIS-CHALMERS ENERGY INC	COMMON SHS	019645506	4475	359400	SH	DEFINE

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

ALLIS-CHALMERS ENERGY INC	COMMON SHS	019645506	502	40300	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	7575	140100	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	108	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	12924	239022	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	8850	163673	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	17213	318355	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	1276	23600	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	15	270	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2227	35290	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	3080	48809	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2044	32393	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	22382	354712	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	55225	875205	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	745	11800	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2145	34000	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	8	120	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	4113	209300	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	77	3900	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	367	18700	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	1771	92200	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	15894	827390	SH	DEFINE
ALPHARMA INC	CONVERTIBLE BD	020813AD3	5270	4000000	PRN	DEFINE
ALTERA CORP	COMMON SHS	021441100	101	5440	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	187	10090	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	7	360	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	92864	5011551	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	2166	116900	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	502522	6725396	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	3236	43307	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	13407	179426	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	20961	280526	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	28860	386248	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	2047	27400	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	29	390	SH	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	747	9000	PRN	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	1245000	15000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	5602	72700	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	578	7500	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	670	8700	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	18	230	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	121	4417	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	946	34400	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	108785	3955820	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	2156	78400	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	13532	106700	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	1586	12505	SH	DEFINE
AMERADA HESS CORP	CONVERT PEF	023551401	14775	136700	SH	DEFINE
AMERADA HESS CORP	CONVERT PEF	023551401	25	227	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	6617	129134	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	556694	10864441	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	1024	35000	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	61075	2087326	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	69698	2382026	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	8480	289800	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	1641	56100	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	585	20000	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	6361	276800	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1947	52488	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1783	48073	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	443941	11969300	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	1	26	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	8	150	SH	DEFINE

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

AMERICAN EXPRESS CO	COMMON SHS	025816109	32488	631332	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	3	64	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	311	6050	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	518	43150	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	228	19000	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	356	29700	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	8145	180000	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	104	2300	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	805	17800	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	625663	9169909	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	36646	537096	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	27033	396200	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	215385	3156754	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	2037	29849	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	22178	325050	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	141590	2075183	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	45963	673655	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	1584	23220	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	5563	81538	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	105897	979845	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	3670	53785	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	2495	36561	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	1173	17196	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	3740	550000	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	6630	975000	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	33	4787	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	1466	215550	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	4975	279000	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	3757	210700	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	46827	2626280	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	458	25700	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	423	23700	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	90983	777703	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	4823	700000	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	415	60288	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	11000	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3039	76060	SH	DEFINE
AMERICAN STATES WATER CO	COMMON SHS	029899101	8171	265300	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	54	2000	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	17896	660354	SH	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	19812	799197	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	1	30	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	3076	75022	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	0	12	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	64704	1562898	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	10670	257722	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	127	3068	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	10159	245384	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	290	7000	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	13752	332180	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	1094	26420	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	3665	88536	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	62119	949796	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	1307	31580	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	2098	50684	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	109	2644	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	18418	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	23	400	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	0	4	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	14	321	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	636	14950	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	1984	25158	SH	DEFINE

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

AMGEN INC	COMMON SHS	031162100	73498	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	481	6100	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	62349	790634	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	192965	2446936	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	1309	16600	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	2524	32000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	21	270	SH	DEFINE
AMR CORP	COMMON SHS	001765106	24008	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	162	7280	SH	DEFINE
AMR CORP	COMMON SHS	001765106	24	1098	SH	DEFINE
AMREP CORP	COMMON SHS	032159105	227	8685	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	314	11991	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5078	53593	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5211	55000	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	18401	512996	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	17798	496190	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	2468	68800	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	1	43	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	2	100	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	397	24100	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	21736	1652890	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	3798	288800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	3635	276400	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	48665	3700750	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	331	25200	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	807	61400	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	423	32200	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	14	1080	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	174	5000	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	26	740	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	9929	285479	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	155	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	167809	3401773	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	23070	537000	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	1278	29740	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	3861	89864	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	5498	127975	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	44354	1032440	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	52750	1227897	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	1890	44000	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	27	640	SH	DEFINE
AON CORP	COMMON SHS	037389103	2023	56271	SH	DEFINE
AON CORP	COMMON SHS	037389103	18062	502420	SH	DEFINE
AON CORP	COMMON SHS	037389103	9321	259290	SH	DEFINE
AON CORP	COMMON SHS	037389103	108	3000	SH	DEFINE
AON CORP	COMMON SHS	037389103	1343	37360	SH	DEFINE
AON CORP	COMMON SHS	037389103	3511	97661	SH	DEFINE
AON CORP	COMMON SHS	037389103	66773	836351	SH	DEFINE
AON CORP	COMMON SHS	037389103	1405	39092	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	16148	235670	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	2290	33420	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	1658	24198	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	42486	620049	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	58067	847446	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	625	9120	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	480	7000	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	24373	1532900	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	16239	1001200	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	1	18	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	1659	27447	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	20415	337667	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	248	4100	SH	DEFINE

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

APOLLO INVESTMENT CORP	CLOSE END MUT F	03761U106	3586	200000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	71890	1000000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	157	2190	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	27285	379543	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	102133	1420687	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	690	9600	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	7	100	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	431	6000	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1397	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	2	76	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	202	7600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1244	46828	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	31584	937500	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	222	12360	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	5685	316881	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	45343	2527479	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	1451	80900	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	12	660	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	18406	352600	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	3435	65800	SH	DEFINE
AQUA AMERICA INC	COMMON SHS	03836W103	328	11999	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	18	725	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	174	6900	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	1742	69000	SH	DEFINE
AQUILA INC	COMMON SHS	03840P102	34853	9681400	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	7202	179997	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	8474	211800	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	3194	79842	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	926	23150	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	175	4375	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	320	8000	SH	DEFINE
ARBOR REALTY TRUST INC	REAL EST INV TR	038923108	17237	665000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	31721	399000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	16	200	SH	DEFINE
ARCH COAL INC	CONVERT PREF	039380209	19188	100000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	6768	274444	SH	DEFINE
ARCHIPELAGO HOLDINGS INC	COMMON SHS	03957A104	5972	120000	SH	DEFINE
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	2540	60638	SH	DEFINE
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	478	11400	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	1004	22400	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	4570	321400	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	6206	386190	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	3062	190553	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	88	5500	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	15827	984854	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	2116	68300	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	9354	301927	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	COMMON SHS	G0474B105	2476	190000	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	1364	62700	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	4405	465200	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	6102	644400	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	16816	1775710	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	686	72400	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	61961	2006500	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	3798	122999	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	452	14650	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	19146	620000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	150	14300	SH	DEFINE
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	707	67400	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	6572	113500	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	91	1573	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	24746	427400	SH	DEFINE

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

ASHLAND INC	COMMON SHS	044209104	510	8800	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	496	35000	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	284	20000	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	38641	1632500	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	10190	430483	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	445	18800	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	2002	84573	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	36127	830700	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	39	810	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	517	10640	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	20228	825990	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	7830	319730	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	4677	190986	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	10143	414183	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	30586	1248916	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	602207	24589894	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	912	37255	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	39812	1625646	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	618	25220	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	245	10000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	20	1000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	3868	193300	SH	DEFINE
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	88925	4491175	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	8	500	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	9428	225000	SH	DEFINE
ATMEL CORP	COMMON SHS	049513104	42	13500	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	6763	241800	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	73	2600	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	526	18800	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	1054	40300	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	105425	4030000	SH	DEFINE
ATRICURE INC	COMMON SHS	04963C209	726	68200	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	10456	134000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	4604	59000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	101	1300	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	421	5400	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	12215	813787	SH	DEFINE
AURIZON MINES LTD	ORDINARY SHS	05155P106	3132	1800000	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	AMER DEP RECPT	052528304	2751	31250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	73	1708	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	86	2000	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	92709	2158542	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	653	15200	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	63781	1404252	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	640	14100	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	2619	57662	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	12713	279900	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	2846	62011	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	36712	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	219	4770	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	15915	346814	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	20325	442902	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	202	2198	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	3459	37699	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	76	850	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	125	1400	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	21331	239000	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P401	6405	1862000	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	98402	9222280	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	6720	629850	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	180	16900	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	59	5571	SH	DEFINE

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

AVAYA INC	COMMON SHS	053499109	35849	3359800	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1619	29290	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	39	700	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	25535	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	677	12250	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1717	31070	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	6142	213250	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	63	2200	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	809	28100	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	19944	733500	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	1	48	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	3975	146200	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	4777	175700	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	55683	2047915	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	1368	50300	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	557	20500	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	7	260	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	25428	890649	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	44138	1546000	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	135	4179	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	1217	37642	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	1211	80000	SH	DEFINE
AXCAN PHARMA INC	ORDINARY SHS	054923107	146759	8329143	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	8282	547000	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	3344	106890	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	7551	241400	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	586	18740	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	108125	3557900	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	984	16196	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	4741	78000	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	5271	205499	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	3739	153875	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	433	10900	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	AMER DEP RECPT	05946K101	344	19282	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	22051	756458	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	358333	12292724	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	AMER DEP RECPT	059602201	156	6500	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	AMER DEP RECPT	059602201	865	36000	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	39632	2165700	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	140	10601	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	3	234	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	465	35240	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	20091	1895334	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	30168	653699	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	14798	320655	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	12792	277190	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	11309	245059	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	16085	348534	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	62766	1360038	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	854304	18511471	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	267	5780	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	4808	104172	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	74358	1611232	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	966	20926	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	36	770	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	554	12000	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	679	13178	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	300181	4618171	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	632	11300	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	480292	15079806	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	12473	391623	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	12684	398234	SH	DEFINE

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

BANK OF NEW YORK CO INC	COMMON SHS	064057102	18553	582520	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	9394	294953	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	199	6260	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	4924	154593	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	80986	1673378	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	2348	73711	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	878	27575	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	368025	7976269	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	536	13532	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	460	11600	SH	DEFINE
BANKUNITED FINANCIAL CORP	COMMON SHS	06652B103	503	18938	SH	DEFINE
BANTA CORP	COMMON SHS	066821109	209	4200	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	3819	90763	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	11	270	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	358	8400	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	29949	944223	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	46452	1433270	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	22441	805200	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	20664	637574	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	75	2687	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	175527	6298071	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	217	7800	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	4754	62160	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	114	1496	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	803	10495	SH	DEFINE
BASIC ENERGY SERVICES INC	COMMON SHS	06985P100	660	33100	SH	DEFINE
BASIC ENERGY SERVICES INC	COMMON SHS	06985P100	20	1000	SH	DEFINE
BASIC ENERGY SERVICES INC	COMMON SHS	06985P100	3561	178500	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	9394	507800	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	19	1000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	429	6325	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	15060	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	8	200	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	2367	62870	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1653	43900	SH	DEFINE
BAXTER INTERNATIONAL INC	CONVERT PREF	071813406	844	15700	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	850656	30522291	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	309426	11135969	SH	DEFINE
BCE INC	COMMON SHS	05534B109	17	722	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	71794	2576015	SH	DEFINE
BCE INC	COMMON SHS	05534B109	1238	51700	SH	DEFINE
BCE INC	COMMON SHS	05534B109	987	41200	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	2170	77849	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	70248	2078862	SH	DEFINE
BCE INC	COMMON SHS	05534B109	2174	85819	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	1455	52195	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	880	31574	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	1618	172160	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	2338	248750	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	491	52200	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	1755	186690	SH	DEFINE
BEACON ROOFING SUPPLY INC	COMMON SHS	073685109	3172	110400	SH	DEFINE
BEACON ROOFING SUPPLY INC	COMMON SHS	073685109	31507	1096660	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	143257	1240002	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	382	3307	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	81	10277	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	12217	1554270	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	80	10154	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	27238	3465400	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	17347	2206940	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	99	12595	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	14724	1873300	SH	DEFINE

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

BEARINGPOINT INC	COMMON SHS	074002106	288	36639	SH	DEFINE
BEAZER HOMES USA INC	COMMON SHS	07556Q105	73	1000	SH	DEFINE
BEAZER HOMES USA INC	COMMON SHS	07556Q105	18705	256800	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	393	6900	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	1747	30700	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	82989	1381312	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	78	1300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	901	15000	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	2077	34575	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	3904	107990	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	4642	171285	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	596	22005	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	21825	805348	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	629933	23244772	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	11	390	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	58293	2091600	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	86	3090	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	10815	388051	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	1297	27240	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	379825	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	3633	41	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	23927	270	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	1027783	350122	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	191	65	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	20472	6974	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	10127	3450	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	499	170	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	1	21	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	19484	448106	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	10126	232881	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	326	7500	SH	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	11	10000	PRN	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	13132	12000000	PRN	DEFINE
BEVERLY ENTERPRISES INC	COMMON SHS	087851309	19440	1665800	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7259	700000	SH	DEFINE
BG GROUP PLC	AMER DEP RECPT	055434203	6931	139540	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	74	2208	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	4598	137590	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	14092	643763	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	11030	503900	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	27023	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	3575	92600	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	18118	469250	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	18132	400000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	3003	66240	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	38841	856844	SH	DEFINE
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	642250	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	REAL EST INV TR	09063H107	66	2700	SH	DEFINE
BIOMED REALTY TRUST INC	REAL EST INV TR	09063H107	37881	1552500	SH	DEFINE
BIOMED REALTY TRUST INC	REAL EST INV TR	09063H107	612	25100	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	84	2307	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	228	6240	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	1869	51100	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	89976	2460384	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	1053	28800	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	991	27100	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	12	320	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	513	21600	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	3	143	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	379	27020	SH	DEFINE
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	70	70000	PRN	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	37897	1033464	SH	DEFINE

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

BJ SERVICES CO	COMMON SHS	055482103	587	16000	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	3509	95700	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	367	10000	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	2748	120200	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	12823	560930	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	4423	50863	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	5	55	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	123	1138	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	85324	786539	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	1421	13100	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	CLOSE END MUT F	09249U105	496	36750	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	9040	2410730	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	3	741	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	2383	635380	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	193877	9462007	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	26432	1290000	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	108	5249	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	17392	848780	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	247	12050	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1291	63018	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1045	51017	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1624	79242	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	62536	1930191	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1295	63212	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1904	92925	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	794	38746	SH	DEFINE
BNP RESIDENTIAL PPTYS INC	REAL EST INV TR	05564T103	182	11400	SH	DEFINE
BNP RESIDENTIAL PPTYS INC	REAL EST INV TR	05564T103	138	8600	SH	DEFINE
BOB EVANS FARMS INC	COMMON SHS	096761101	8959	388500	SH	DEFINE
BOEING CO	COMMON SHS	097023105	70240	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	203	2885	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2700	38445	SH	DEFINE
BOEING CO	COMMON SHS	097023105	32688	465377	SH	DEFINE
BOEING CO	COMMON SHS	097023105	836	11900	SH	DEFINE
BOEING CO	COMMON SHS	097023105	9	130	SH	DEFINE
BOIS D ARC ENERGY INC	COMMON SHS	09738U103	79	5000	SH	DEFINE
BOIS D ARC ENERGY INC	COMMON SHS	09738U103	1586	100000	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	102	1680	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	3039	50120	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	104474	1723140	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2371	39100	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	9829	162120	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	15035	494240	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	1053	34600	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	1334	18000	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	106	1428	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	73791	3013090	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	24034	981360	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1415	57790	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	3666	149700	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	58858	2403339	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	3108	126900	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	29584	1208000	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	54	2200	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	35	1430	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	24404	794400	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	6589	214498	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	4934	160624	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	323	5037	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	17597	274010	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	7302	113700	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	29856	464900	SH	DEFINE

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

BP PLC	AMER DEP RECPT	055622104	2557	39812	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	18958	295200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	6783	105616	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	107527	1674349	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	278252	4332800	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	257	4000	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	3611	54225	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	55235	1526671	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	36	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	115	4125	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	29741	1065600	SH	DEFINE
BRE PROPERTIES INC	REAL EST INV TR	05564E106	779	17132	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	36858	950200	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	5443	196300	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	175	6300	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	670	24150	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	577795	25143383	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	33159	1442938	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	131209	5709714	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1839	80016	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	12624	549344	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	20384	887050	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	447233	19461838	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1486	64650	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	3516	153021	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	83680	2379973	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1216	52900	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1096	47685	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	537	23361	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	473	8225	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	28750	500000	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	3	51	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	5673	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	14	305	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	1	31	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	168	3568	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	25071	531730	SH	DEFINE
BROCADE COMMUNICATIONS SYSTEMS INC	CONVERTIBLE BD	111621AB4	14	14000	PRN	DEFINE
BRONCO DRILLING COMPANY INC	COMMON SHS	112211107	1056	45900	SH	DEFINE
BRONCO DRILLING COMPANY INC	COMMON SHS	112211107	7779	338050	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COMMON SHS	112463104	346	11600	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	100	1990	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	ORDINARY SHS	112585104	207351	3537802	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	42892	845500	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	64	2172	SH	DEFINE
BROOKFIELD PROPERTIES CORP	ORDINARY SHS	112900105	3893	113150	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	24333	827100	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	75	2469	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	93032	3046250	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	1356	44400	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	12	380	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	38229	901000	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	47652	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	105878	1527384	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	208	3000	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	264	6260	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	125844	2223000	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	147	2601	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	40101	708369	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	207456	3664648	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	3255	57500	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	226	4000	SH	DEFINE

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

BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	40367	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	42929	606173	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	24	338	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	354	5000	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	276799	3211120	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	40336	467938	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	4314	50045	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	34	400	SH	SOLE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	203	2350	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W209	62450	1686467	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	139	2111	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1148	17410	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	82897	1257540	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1786	27100	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	53505	2279700	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	26	1103	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	30208	843800	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	33829	944949	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	3909	109200	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	573	16000	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	89479	2499403	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	1113	31100	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	512	14300	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	1267	43200	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	5635	192121	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	73	1900	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	125	3263	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	1532	40000	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	250	6540	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	412125	24357274	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	16777	991520	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	113	6668	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4583	270880	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	36	2100	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1393	82340	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1551	91686	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3786	223769	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	65241	2040170	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1828	108065	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2111	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1114	65852	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	2722	319537	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	41044	4817329	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	178	20892	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	25578	3002074	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	8068	946970	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	262	30696	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	1975	231800	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	24862	692718	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	8671	241600	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	790	22000	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	87208	2429870	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	54	1707	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	47	1500	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	51260	1629900	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	686	21800	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COMMON SHS	13054D109	13270	415067	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COMMON SHS	130788102	206	5400	SH	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	130	40000	SH	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	6923	2130000	SH	DEFINE
CAMECO CORP	ORDINARY SHS	13321L108	1328	18000	SH	DEFINE
CAMECO CORP	ORDINARY SHS	13321L108	4	60	SH	DEFINE

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

CAMECO CORP	COMMON SHS	13321L108	33734	470700	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	1222	19100	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	1077	36187	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	259557	3396901	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	231	3512	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	217	3300	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	330993	3553714	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	7798	97490	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	317	3400	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	244017	4234195	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	169	3400	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	248	5000	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	88408	1814992	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	307	7318	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	5736	97503	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	14824	251979	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1421	16449	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	2168	25095	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	139	4760	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	18385	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	147	6542	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	6379	284760	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	363	16200	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	163620	7304477	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	1998	89200	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	1988	88740	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	25	1110	SH	DEFINE
CAPITALSOURCE INC	CONVERTIBLE BD	14055XAD4	7723	8000000	PRN	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	550	8000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	20625	300000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	1242	18070	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	3381	49176	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	12438	180912	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	272	3960	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	10065	146400	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	12	180	SH	DEFINE
CAREER EDUCATION CORP	COMMON SHS	141665109	310	9200	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3917	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	119	2303	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	51221	989015	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	207860	3005931	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	2328	43539	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	26735	500000	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	19150	358144	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	52891	989168	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	2960	55350	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	428	8000	SH	DEFINE
CARNIVAL CORP	CONVERTIBLE BD	143658AN2	15180	11000000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COMMON SHS	147448104	12247	957569	SH	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	20783	838005	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	6083	105293	SH	DEFINE
CATO CORP	COMMON SHS	149205106	9653	450000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	2786	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	312	5300	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	REAL EST INV TR	124830100	3951	100000	SH	DEFINE
CBS CORP	COMMON SHS	124857103	2540	100000	SH	DEFINE
CBS CORP	COMMON SHS	124857202	78996	3097885	SH	DEFINE
CBS CORP	COMMON SHS	124857202	611	23962	SH	DEFINE
CBS CORP	COMMON SHS	124857202	1275	50000	SH	DEFINE
CBS CORP	COMMON SHS	124857202	22397	878307	SH	DEFINE
CDI CORP	COMMON SHS	125071100	4387	160100	SH	DEFINE
CDI CORP	COMMON SHS	125071100	30205	1102360	SH	DEFINE

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

CDW CORP	COMMON SHS	12512N105	710	12325	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	1	12	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	2083	72975	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	74	5280	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	35829	2546500	SH	DEFINE
CELANESE CORP	CONVERT PREF	150870202	10594	375000	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	6728	603440	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	13893	1127290	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	18605	1507700	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	315	29857	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	878	71140	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	489	39640	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	25065	386798	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	37441	577800	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	483	7450	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	1102	17000	SH	DEFINE
CELGENE CORP	CONVERTIBLE BD	151020AC8	16178	6000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	3818	643800	SH	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	459	77400	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	265909	4481869	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	87	1458	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	771	13000	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	1967	33150	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	15	245	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	415	7000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	73076	4236270	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	51	2950	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	2	88	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COMMON SHS	151345303	187	15100	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	389	30280	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	94026	7317200	SH	DEFINE
CENTERPOINT ENERGY INC	CONVERTIBLE BD	15189TAM9	11800	10000000	PRN	DEFINE
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	9492	191834	SH	DEFINE
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1227	11150	SH	DEFINE
CENTEX CORP	COMMON SHS	152312104	114	1600	SH	DEFINE
CENTEX CORP	COMMON SHS	152312104	6834	95600	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	8547	1255000	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	6992	152200	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	115	2500	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	809	17600	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	11187	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	6424	468200	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	126	9171	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	2559	186515	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	1168	64832	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	54	3000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	3033	168400	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	587	17701	SH	DEFINE
CEPHALON INC	COMMON SHS	156708109	5898	91100	SH	DEFINE
CERADYNE INC	CONVERTIBLE BD	156710AA3	1539	1500000	PRN	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	3399	136780	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	181	7300	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	80	3235	SH	DEFINE
CERNER CORP	COMMON SHS	156782104	1927	21200	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	5943	920000	SH	DEFINE
CHAPARRAL STEEL	COMMON SHS	159423102	24200	800000	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	67	1585	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	371	8760	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	38	900	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	50995	1203566	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	445	10500	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	1593	37600	SH	DEFINE

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

CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	23	550	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	1	82	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	1138	77546	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	58410	4425000	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	9	653	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	21	1000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	31863	1504400	SH	DEFINE
CHATTEM INC	COMMON SHS	162456107	2524	69355	SH	DEFINE
CHATTEM INC	COMMON SHS	162456107	215	5900	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	313698	15606872	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	196420	9772121	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	112	5574	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	27806	1383364	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	101	5000	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	996	49536	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1130	56200	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	6161	306494	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1130	56240	SH	DEFINE
CHEMICAL FINL CORP	COMMON SHS	163731102	530	16675	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	1957	61684	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	241	7590	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	1699	53552	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	239605	7551368	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	4652	146600	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	305	9600	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	11	340	SH	DEFINE
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167800	216	1100	SH	DEFINE
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167842	1072	11300	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	22705	399948	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	9342	164556	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	12654	222899	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	41068	723403	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	553410	9748284	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	1323	23300	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	19	340	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	75	204	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	184	500	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	102366	278555	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	1543	4200	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	105	2388	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	6129	139510	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	136731	3112480	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	2311	52600	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	2404	100000	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1165	48460	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	16208	810000	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	242	5440	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	7122	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	571	12830	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	4451	100000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	20602	1097000	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2620	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	6425	65800	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	49	500	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	11150	114181	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	16	164	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	286183	15595816	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	132150	7201614	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	70867	3861940	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	60	3287	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3064	166950	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3936	214500	SH	DEFINE

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

CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	1001	54570	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	208	11340	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3837	209090	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	220	12000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	1072	58422	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	614	33437	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	707	21390	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	AMER DEP RECPT	20441W104	5	160	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	AMER DEP RECPT	20441W104	1266	38720	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	30	800	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	483	12700	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	DEP RCPT PFD	204409601	595	16150	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	145165	4004557	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	66150	1824836	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	84	2329	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	100613	2775524	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	18	500	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	4713	130000	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	214308	5911937	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	1373	37884	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	3086	85126	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	612	16896	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	1769	48799	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	781	21533	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	21072	512197	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	3899	94780	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	1	33	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	101107	905168	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	8150	72960	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	61	545	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2110	18890	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2080	18618	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	34	301	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	702	6285	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2995	26809	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	17403	155799	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	873	7812	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	88	790	SH	DEFINE
CIMAREX ENERGY CO	COMMON SHS	171798101	427	9925	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	286	6400	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	73	1637	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	9	204	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	16818	396100	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	543	12790	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	526716	12405000	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	1250	30350	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	24654	960800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	26416	1543000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	23112	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	790	46120	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	56533	3302139	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	86541	5054951	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	1816	106100	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	2674	156200	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	29	1680	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	114817	2217400	SH	DEFINE
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	227	16882	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	12961	267069	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	11581	238641	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	16993	350158	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	112534	2318862	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	119448	2461322	SH	DEFINE

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

CITIGROUP INC	COMMON SHS	172967101	2873	59200	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	3169	65300	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	42	870	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	4233	346101	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	694	24115	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	2422	84170	SH	DEFINE
CITY INVESTING CO LIQUIDATING TRUS	COMMON SHS	177900107	718	6529648	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	6538	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	3	39	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	558	7700	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	76863	1061060	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	12864	432972	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	1358	45700	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	6466	217640	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	4765	165400	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	89	3100	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	536	18600	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	308335	9803965	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	2630	83612	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	15725	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	515	16360	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	821	26092	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	15278	485775	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	6254	109927	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	26	450	SH	DEFINE
CMS ENERGY CORP	CONVERTIBLE BD	125896AW0	6974	6000000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	204	14000	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	3	200	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	55991	3811490	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	1114	75800	SH	DEFINE
CNF INC	COMMON SHS	12612W104	6216	111211	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	37023	1996900	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	4559	67080	SH	DEFINE
COACH INC	COMMON SHS	189754104	10	286	SH	DEFINE
COACH INC	COMMON SHS	189754104	26497	794762	SH	DEFINE
COACH INC	COMMON SHS	189754104	6276	188240	SH	DEFINE
COACH INC	COMMON SHS	189754104	578	17350	SH	DEFINE
COACH INC	COMMON SHS	189754104	567	17000	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COMMON SHS	190345108	498	66800	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	219	8100	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	9	344	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	2566	63666	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	883	21915	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	25130	623408	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	50502	1252844	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	1383	34300	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	17	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	337349	17597765	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	6502	1625600	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	2494	82900	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	289	9600	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	133	2648	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	3098	61535	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	247021	4906070	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	3867	76800	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	892	22000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	35643	925595	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	17563	506000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	470	13300	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	178	4900	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	347	10000	SH	DEFINE

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

COHERENT INC	COMMON SHS	192479103	14576	491091	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	3286	110700	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	71	2400	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	62029	2089930	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	976	32900	SH	DEFINE
COHU INC	COMMON SHS	192576106	24094	1053500	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	18170	795880	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	20746	908700	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	212	9307	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	3156	138226	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	766	50500	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	2877	189800	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	17855	1177800	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	345	6289	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	16099	293508	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	149	2708	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	329	6000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	3894	150000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	4	161	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	2364	91061	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	1900	73183	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	289914	11285085	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	9875	384400	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	137107	5336987	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	1167	45443	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	2569	100000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	1195	46520	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	478	8423	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	133079	2344600	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	4051	117722	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	47104	1368890	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	957	27800	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	5572	296700	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	612	32600	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	194	5060	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	33	850	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	176111	4593406	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	2960	77200	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	CONVERTIBLE BD	203668AA6	6645	5791000	PRN	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	DEP RCPT PFD	20441B407	57078	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	599	28000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	17045	796500	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	34	1600	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	27988	988986	SH	DEFINE
COMPASS BANCSHARES INC	COMMON SHS	20449H109	594	12300	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	757	26837	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	50640	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	77	1525	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	3889	76803	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	228	4500	SH	DEFINE
COMSTOCK RES INC	COMMON SHS	205768203	1800	59000	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	171	6425	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	6609	248570	SH	DEFINE
COMVERSE TECHNOLOGY INC	CONVERT ZERO CP	205862AL9	757	5000	PRN	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	966	47640	SH	DEFINE
CONCUR TECHNOLOGIES INC	COMMON SHS	206708109	3320	257560	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	678	300000	SH	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AB6	17711	17800000	PRN	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AF7	305335	316000000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	829	57400	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	9262	159200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	5306	91201	SH	DEFINE

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

CONOCOPHILLIPS	COMMON SHS	20825C104	11368	195400	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	23447	403006	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	55161	948108	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	826	14200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	1815	31200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	15	260	SH	DEFINE
CONSECO INC	CONVERT PREF	208464867	12881	450000	SH	DEFINE
CONSECO INC	COMMON SHS	208464883	118932	5133000	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	24866	381500	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	7431	114000	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	1953	42150	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	208485	4500000	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	13113	499916	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	7662	195198	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	8509	216800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	462	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	5760	100000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	10650	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	21	1000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	20	939	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2905	99500	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	65200	4113560	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	24371	1537630	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	19558	1233970	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	1593	100520	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	157	9900	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	16736	1055900	SH	DEFINE
COOPER CAMERON CORP	COMMON SHS	216640102	679	16400	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	5334	103983	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	21264	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	3652	310000	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	67312	2817600	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	926	38744	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	2356	98600	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	7	300	SH	DEFINE
CORNING INC	COMMON SHS	219350105	1	31	SH	DEFINE
CORNING INC	COMMON SHS	219350105	33491	1703496	SH	DEFINE
CORNING INC	COMMON SHS	219350105	17062	867850	SH	DEFINE
CORNING INC	COMMON SHS	219350105	2590	131750	SH	DEFINE
CORNING INC	COMMON SHS	219350105	197	10000	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	101	1128	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	4830	53850	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	99684	1111300	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	1812	20200	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	249	7018	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	45161	1270700	SH	DEFINE
COSI INC	COMMON SHS	22122P101	4288	516600	SH	DEFINE
COSI INC	COMMON SHS	22122P101	514	61900	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	17470	1018662	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	2359	137540	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	15506	904160	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	6	350	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	7	150	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	30520	616939	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	346	7000	SH	DEFINE
COSTCO WHOLESALE CORP	CONVERT ZERO CP	22160QAC6	903	8000	PRN	DEFINE
COTHERIX INC	COMMON SHS	22163T103	531	50000	SH	DEFINE
COTHERIX INC	COMMON SHS	22163T103	2751	259000	SH	DEFINE
COTT CORP	ORDINARY SHS	22163N106	77033	4470883	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	7687	224830	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	29065	850102	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	566	16550	SH	DEFINE

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

COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	342	10000	SH	DEFINE
COURIER CORP	COMMON SHS	222660102	6868	200000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	65	2310	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	212	7500	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	8946	316100	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	153	2686	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	53	930	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	128342	2253190	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	2657	46650	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	4957	352040	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	30	2116	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	6627	138950	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	582	12200	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	5563	244100	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	6461	283500	SH	DEFINE
CREDIT SUISSE GROUP	AMER DEP RECPT	225401108	234	4600	SH	DEFINE
CREE INC	COMMON SHS	225447101	953	37750	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	6408	238128	SH	DEFINE
CSX CORP	COMMON SHS	126408103	588	11580	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	2125	100000	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	11078	521300	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	101	1884	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	463	8632	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	39201	730270	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	896	16700	SH	DEFINE
CURIS INC	COMMON SHS	231269101	1897	532900	SH	DEFINE
CURTISS WRIGHT CORP	COMMON SHS	231561101	228	4170	SH	DEFINE
CV THERAPEUTICS INC	COMMON SHS	126667104	3620	146400	SH	DEFINE
CVS CORP	COMMON SHS	126650100	4934	186745	SH	DEFINE
CYMER INC	COMMON SHS	232572107	4	120	SH	DEFINE
CYMER INC	COMMON SHS	232572107	352	9900	SH	DEFINE
CYNOSURE INC	COMMON SHS	232577205	1578	75200	SH	DEFINE
CYNOSURE INC	COMMON SHS	232577205	930	44300	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	1684	291300	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	1010	21200	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	8	171	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	208	4360	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	3	92	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	401	14200	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	79231	2806630	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	1417	50200	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	85366	2389200	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	172	4810	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	5071	141913	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	47460	1328300	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	5624	110215	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	306	6000	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	29347	526114	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	17123	306970	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	2508	44950	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	390	7000	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	2203	43500	SH	DEFINE
DEALERTRACK HOLDINGS INC	COMMON SHS	242309102	210	10000	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	256	6810	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	1409	37406	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	28693	761900	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	486	12900	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	452	12000	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	252096	3701300	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	13622	200000	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	1764	25906	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	567	8330	SH	DEFINE

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

DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	1103	105736	SH	DEFINE
DELL INC	COMMON SHS	24702R101	14995	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	571	19040	SH	DEFINE
DELL INC	COMMON SHS	24702R101	21043	701651	SH	DEFINE
DELL INC	COMMON SHS	24702R101	75075	2503329	SH	DEFINE
DELL INC	COMMON SHS	24702R101	2027	67600	SH	DEFINE
DELL INC	COMMON SHS	24702R101	714	23800	SH	DEFINE
DELL INC	COMMON SHS	24702R101	25	850	SH	DEFINE
DELL INC	COMMON SHS	24702R101	450	15000	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	10574	680000	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	4747	208400	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	40548	1779990	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	87	1625	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	24237	451420	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	526	9800	SH	DEFINE
DESERT SUN MNG CORP	ORDINARY SHS	25043V107	182	63629	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	2552	31126	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	584	6050	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	16028	195515	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	28	600	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	119882	2549600	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	493	7890	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	3220	51493	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	62960	1006719	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	507	8100	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	23	360	SH	DEFINE
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	130	112000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	240	12000	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	387	14300	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	3004	51522	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	4552	78072	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	11132	190935	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	12529	214900	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	292	5000	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	369	5300	SH	DEFINE
DIAMONDS TRUST	CLOSE END MUT F	252787106	543	5076	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	11645	306450	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	72	1900	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	974	25640	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	443	11650	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	6907	181750	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	612	16100	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	4373	149900	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	54891	1881750	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	572	19600	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	206	9120	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	62233	2750000	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	51784	2086400	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	77	3109	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	3	132	SH	DEFINE
DIME BANCORP INC	WTS TO EQUITY	25429Q110	3	22010	SH	DEFINE
DIODES INC	COMMON SHS	254543101	6092	196200	SH	DEFINE
DIODES INC	COMMON SHS	254543101	694	22350	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	12270	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	442	9000	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	694314	49172389	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	33670	2384571	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	90	6405	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	7473	529225	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	920	65185	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	2275	161090	SH	DEFINE

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

DIRECTV GROUP INC	COMMON SHS	25459L106	1144	81033	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3427	242670	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	76968	4212330	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1824	129185	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1741	123271	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	768	54419	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	1000	66026	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	152	10000	SH	DEFINE
DIXIE GROUP INC	COMMON SHS	255519100	5581	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	258	24864	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	11100	651000	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	228	13400	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	259	13600	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	147	7711	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	331	17360	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	156245	8193214	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	3101	162600	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	79148	2194300	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	399	16670	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	24416	1019900	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	1602	66900	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	20	820	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	5153	66748	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	855	11080	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	8649	112030	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	675745	8753170	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	664	8600	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	8	110	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	7771	1158116	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	67682	10086794	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	31179	4646700	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	3460	515600	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	111	16600	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	9762	1454830	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	27698	871000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	2701	254815	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	2055	193900	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	82113	7746495	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	954	90000	SH	DEFINE
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	147433	5335988	SH	DEFINE
DOUBLE HULL TANKERS INC	COMMON SHS	Y21110104	1976	150000	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	734	50000	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	4908	334300	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	123316	3045600	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	32	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	5387	133040	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	134888	3078239	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	17038	388820	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	6260	142864	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	9649	220188	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	19528	445636	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	109761	2504826	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	1312	29935	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	1287	29362	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	36540	833872	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	920	20997	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	13	290	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	166	4676	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	8102	228290	SH	DEFINE
DRESSER-RAND GROUP INC	COMMON SHS	261608103	20069	830000	SH	DEFINE
DRYSHIPS INC	COMMON SHS	Y2109Q101	472	38597	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	659	11000	SH	DEFINE

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

DTE ENERGY COMPANY	COMMON SHS	233331107	404588	9367622	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	2427	56184	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	264539	6125000	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	615	14243	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	15823	366353	SH	DEFINE
DTF TAX FREE INCOME INC	CLOSE END MUT F	23334J107	174	11959	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	7537	330000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	25018	911400	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	17	622	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	9147	333226	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	239238	8715400	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	36	1075	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	33	1000	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	3883	116248	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	8169	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	619	9238	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6	90	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	52190	1227994	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	141	6746	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	8	400	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	191764	9192918	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	2735	131100	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	6426	186160	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	149	4324	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	3625	105000	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	82	2385	SH	DEFINE
EAGLE HOSPITALITY PROPERTIES	REAL EST INV TR	26959T102	8613	1128800	SH	DEFINE
EARTHLINK INC	COMMON SHS	270321102	14010	1261000	SH	DEFINE
EARTHLINK INC	COMMON SHS	270321102	29	2590	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	3186	87300	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	51053	1399100	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	529	14500	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	699	13553	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	1	13	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	7020	300000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1251	53458	SH	DEFINE
EATON CORP	COMMON SHS	278058102	6454	96194	SH	DEFINE
EATON CORP	COMMON SHS	278058102	2019	30100	SH	DEFINE
EATON VANCE CORP	COMMON SHS	278265103	102	3714	SH	DEFINE
EATON VANCE CORP	COMMON SHS	278265103	112	4100	SH	DEFINE
EBAY INC	COMMON SHS	278642103	2	47	SH	DEFINE
EBAY INC	COMMON SHS	278642103	121	2790	SH	DEFINE
EBAY INC	COMMON SHS	278642103	19322	446757	SH	DEFINE
EBAY INC	COMMON SHS	278642103	57502	1329536	SH	DEFINE
EBAY INC	COMMON SHS	278642103	523	12100	SH	DEFINE
EBAY INC	COMMON SHS	278642103	5	120	SH	DEFINE
EBAY INC	COMMON SHS	278642103	389	9000	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	34666	1275900	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	87305	3213291	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	65	2400	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	5157	189800	SH	DEFINE
ECHOSTAR DBS CORP	CONVERTIBLE BD	278762AG4	10	10000	PRN	DEFINE
ECHOSTAR DBS CORP	CONVERTIBLE BD	278762AG4	24990	25500000	PRN	DEFINE
ECOLAB INC	COMMON SHS	278865100	936	25800	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	25752	710000	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	1918	215000	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	161	3696	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	90055	2065000	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	452	13500	SH	DEFINE
EDUCATION RLTY TR INC	REAL EST INV TR	28140H104	8585	666000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2081	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	103	2469	SH	DEFINE

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

EL PASO CORP	COMMON SHS	28336L109	752744	61903329	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	24522	2016648	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	62	5095	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	15951	1311790	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	244	20066	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	2141	176050	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	200	16440	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	53414	2670011	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	1954	160679	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	877	72083	SH	DEFINE
EL PASO CORP	CONVERT ZERO CP	28336LAC3	1540	28000	PRN	DEFINE
ELBIT SYSTEMS LTD	ORDINARY SHS	M3760D101	14697	130176	SH	DEFINE
ELDORADO GOLD CORP	ORDINARY SHS	284902103	24497	4305300	SH	DEFINE
ELDORADO GOLD CORP	ORDINARY SHS	284902103	12205	2145000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	37678	1560169	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	4499	186300	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	37332	1545828	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	1736	71900	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	324	6200	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	5155	98540	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	72054	1377446	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	1695	32400	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	196	3750	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	21	400	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	549176	22844249	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	20320	845244	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	19464	809640	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2456	102171	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1131	47031	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2333	97038	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	54584	1282325	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1306	54327	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1747	72658	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	838	34872	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	3725	65827	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	22636	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	1332	23533	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	17798	314511	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	393126	6946916	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	1483	26200	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	14	240	SH	DEFINE
EMAGEON INC	COMMON SHS	29076V109	439	27600	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	7462	190841	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	91039	2328368	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	2755	70460	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	175	4470	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	262	6700	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	153240	3919190	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	3077	78700	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	1307	33417	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	6	160	SH	DEFINE
EMC CORP	COMMON SHS	268648102	13620	1000000	SH	DEFINE
EMC CORP	COMMON SHS	268648102	25012	1836410	SH	DEFINE
EMC CORP	COMMON SHS	268648102	25002	1835675	SH	DEFINE
EMC CORP	COMMON SHS	268648102	208	15250	SH	DEFINE
EMC CORP	COMMON SHS	268648102	177	13000	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	15012	222300	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	2379	281250	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	16	1948	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	2913	250000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	37350	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	28262	378338	SH	DEFINE

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

EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	560	7500	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	94625	2603874	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	315	6000	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	26373	584000	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	200815	3820679	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	17204	346150	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	3432	76000	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	280	6200	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	731	13900	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	24746	951402	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	445	17115	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	106	3507	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	101051	3339433	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	1634	54000	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	2338	46956	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	25	504	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	166	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	130804	5737000	SH	DEFINE
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	840	17505	SH	DEFINE
ENGELHARD CORP	COMMON SHS	292845104	525	17411	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	6354	45560	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	140	1004	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	5116	36683	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	3000	21513	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	279	2000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3450	77800	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1390	31350	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	4790	108000	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	3545	376307	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	13	1400	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	55298	805500	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	745	10845	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	3431	49971	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	467914	6815939	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	4349	181141	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	105	2580	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	26752	656500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	10262	1441332	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	1067	149800	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	15555	2184700	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	7673	1585336	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	2755	569300	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	17544	3624868	SH	DEFINE
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	111910	124000000	PRN	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	784	10685	SH	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	2641	36000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	70	1843	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	15208	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	206	5416	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	2956	218150	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	76	5600	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	808	59665	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	912	30073	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	306	7815	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2684	68609	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	37000	945800	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	6948	201967	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	275	8000	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	71257	1339419	SH	DEFINE
ESB FINANCIAL CORP	COMMON SHS	26884F102	1382	123209	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	55025	1236800	SH	DEFINE

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

ESCO TECHNOLOGIES INC	COMMON SHS	296315104	8	180	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	0	5	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	5741	156000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	3899	228700	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	18718	1097830	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	17815	532104	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	469	14000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	435	13000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	301	9000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	24756	677700	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	4	118	SH	DEFINE
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	3293	32813	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	54138	1127404	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	60	1242	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	20369	1626941	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	3461	276400	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	7312	583992	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	3	286	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	3284	348600	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	7086	133353	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	10339	194557	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	218615	4113946	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	675	12700	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	13	240	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	7190	300100	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	61	2563	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	0	15	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	98	1446	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	217	3210	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	213288	3159350	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	3342	49500	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2208	77800	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	117	1399	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	1271	15165	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	131914	1574158	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	1969	23500	SH	DEFINE
EXTRA SPACE STORAGE INC	REAL EST INV TR	30225T102	36960	2400000	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	7886	140400	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	7939	141336	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	14952	266186	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	331617	5903806	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	175752	3128932	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	4190	74600	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	1786	31800	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	60	1070	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	281	5000	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	3	57	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	4730	82700	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	10336	180738	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	612	10700	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	574	13000	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	68088	1541498	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	1078	24400	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3381	3450000	PRN	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	5301	125000	SH	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	73	1725	SH	DEFINE
FALCONBRIDGE LIMITED	ORDINARY SHS	306104100	29780	863200	SH	DEFINE
FALCONBRIDGE LIMITED	ORDINARY SHS	306104100	17	504	SH	DEFINE
FALCONBRIDGE LIMITED	COMMON SHS	306104100	116	3900	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	178670	7207328	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	74	3000	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	911	36750	SH	DEFINE

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

FAMILY DOLLAR STORES INC	COMMON SHS	307000109	279	11260	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	19889	802300	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	424	17100	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	18	720	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	144867	2967985	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	3293	67464	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	86320	1768500	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1556	31882	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	168	3450	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	7659	156910	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	48349	990553	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	3965	81224	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	11880	243400	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1455	29808	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	639	13096	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	40489	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COMMON SHS	311642102	11688	584395	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	7828	199740	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	4574	116710	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	282	7200	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	274	7000	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	17225	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	4	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	18538	619363	SH	DEFINE
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	5307	87500	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	65465	4361420	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	15	1000	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	6020	90758	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	104	2802	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	277	7480	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	165462	4467127	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	3174	85700	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	1630	44000	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	17	470	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	361	3490	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	4917	47553	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	39877	385693	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	1478	14300	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	17	160	SH	DEFINE
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	9464	549892	SH	DEFINE
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	81765	3450000	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	209	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	842	22884	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	41	1121	SH	DEFINE
FIELDSTONE INVESTMENT CORP	REAL EST INV TR	31659U300	39433	3324900	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	367	9740	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	1061	28131	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	295260	7827680	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	1049	27800	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	18	480	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	17321	670067	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	4862	188100	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	59555	2303880	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	553	21400	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	13358	300513	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	4294	96600	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	21516	484050	SH	DEFINE
FIRST AVENUE NETWORKS INC	COMMON SHS	31865X106	1076	206073	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	17788	327160	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	1671	38840	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	6	150	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	1199	27885	SH	DEFINE

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

FIRST DATA CORP	COMMON SHS	319963104	8784	204225	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	20067	466566	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	508	11800	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	2413	56100	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	15	340	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6366	235000	SH	DEFINE
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	2732	158400	SH	DEFINE
FIRST INDIANA CORP	COMMON SHS	32054R108	7801	226900	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	229	5950	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	354	9200	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1447	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	9587	662563	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	6084	420449	SH	DEFINE
FIRST POTOMAC REALTY TRUST	REAL EST INV TR	33610F109	24980	939100	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	3727	382600	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	102	10500	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	427	43800	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	3921	163424	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	17463	727922	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	4192	85559	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	762	15545	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	3622	73942	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	907443	18523034	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	1396	28500	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	18	360	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1718	39711	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	101	1632	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	118	1900	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	132802	2146812	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	2666	43100	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	1521	106431	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	8	800	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	255	24400	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	21410	958779	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	4808	215300	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	280	12540	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	98461	4409370	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	1358	60800	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	173	7740	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	5	230	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	310295	484198	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	19937	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	273	6444	SH	DEFINE
FLOTEK INDUSTRIES INC	COMMON SHS	343389102	1803	96700	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	35791	904732	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	7239	183000	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	54563	1379240	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	1	12	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	603	7800	SH	DEFINE
FMC CORP	COMMON SHS	302491303	13558	254994	SH	DEFINE
FMC CORP	COMMON SHS	302491303	5950	111900	SH	DEFINE
FMC CORP	COMMON SHS	302491303	27428	515846	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	19641	457625	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	5743	133800	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	172	4000	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	37066	863596	SH	DEFINE
FOCUS MEDIA HOLDING LTD	AMER DEP RECPT	34415V109	5572	165000	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	82220	1133918	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	132771	1831069	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	228	29471	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	52371	6783823	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	510	18480	SH	DEFINE

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

FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	244260	8850000	SH	DEFINE
FORDING CANADIAN COAL TR	OPEN END UT TR	345425102	2	39	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	15335	443527	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	311	9000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	211	5550	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	76	2000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	80207	2114600	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	1	23	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	1203	29565	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	1920	47197	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	3	116	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	4874	199500	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	79360	3248453	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	1060	43400	SH	DEFINE
FORRESTER RESEARCH INC	COMMON SHS	346563109	3028	161500	SH	DEFINE
FORRESTER RESEARCH INC	COMMON SHS	346563109	362	19300	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	120	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1747	22392	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	8019	218800	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	33822	922847	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	679	31550	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	38	1000	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	3800	100000	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	1	17	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	3224	64800	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	4	90	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	18358	369010	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	1	31	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	9095	218848	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	357000	8590000	SH	DEFINE
FRANCE TELECOM SA	AMER DEP RECPT	35177Q105	6764	272320	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	21588	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	1608	89400	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	7910	439662	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	71644	762091	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	6508	400000	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	20	1200	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	283684	4341000	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	4278	65465	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	1159	17735	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	8304	127075	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	471630	7216980	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	817	12500	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	2091	32000	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	18	270	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	51944	965500	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	1426	26509	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	246	4570	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	43418	807029	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	1	33	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	1	26	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	391	15545	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	7	258	SH	DEFINE
FRESENIUS MEDICAL CARE AG	AMER DEP RECPT	358029106	1752	50000	SH	DEFINE
FRESENIUS MEDICAL CARE AG	AMER DEP RECPT	358029106	16	455	SH	DEFINE
FRESH BRANDS INC	COMMON SHS	35803U108	6179	900000	SH	DEFINE
FSI INTERNATIONAL INC	COMMON SHS	302633102	2760	600000	SH	DEFINE
G & K SERVICES INC	COMMON SHS	361268105	404	10283	SH	DEFINE
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	569	9456	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36467W109	1141	35845	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	83401	6039200	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	21903	1586000	SH	DEFINE

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

GANNETT CO INC	COMMON SHS	364730101	33501	553100	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	9358	154500	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	569	9400	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	6487	107091	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	28415	469121	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	1969	32500	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	28	460	SH	DEFINE
GAP INC	COMMON SHS	364760108	21166	1199900	SH	DEFINE
GAP INC	COMMON SHS	364760108	2095	118770	SH	DEFINE
GAP INC	COMMON SHS	364760108	398	22550	SH	DEFINE
GAP INC	COMMON SHS	364760108	1728	97980	SH	DEFINE
GAP INC	COMMON SHS	364760108	35324	2002500	SH	DEFINE
GAP INC	COMMON SHS	364760108	1521	86200	SH	DEFINE
GAP INC	COMMON SHS	364760108	17	990	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	1004	400000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COMMON SHS	367905106	3845	88200	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COMMON SHS	367905106	17138	393170	SH	DEFINE
GEHL CO	COMMON SHS	368483103	8426	321000	SH	DEFINE
GEHL CO	COMMON SHS	368483103	2312	88060	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	25443	1433400	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	1	13	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	92500	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	23944	258859	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	91552	989746	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	250	2700	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	2024	17750	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	57025	500000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	1927	16896	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	431	3782	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	22	190	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	422	3700	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	5608	160000	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	192775	5500000	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	6451	184046	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	22933	654293	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	337312	9623732	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	128432	3664256	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	4746	135400	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	2837	80950	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	65	1850	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	351	10000	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	269	5725	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	2453	52212	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	84173	1791290	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	8039	163000	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	30943	627400	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	92510	1875715	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	2001	40579	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	13518	274081	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	3606	73118	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	417714	8469467	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	1066	21618	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PREF	370442717	3701	235000	SH	DEFINE
GENESEE & WYOMING INC	COMMON SHS	371559105	18970	505200	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	787	21550	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	14217	265400	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	205	10505	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	141385	7250520	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	2851	146200	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	1014	52000	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	14	720	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	46	1050	SH	DEFINE

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

GENUINE PARTS CO	COMMON SHS	372460105	16488	375400	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	13446	306151	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	698	15885	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	17032	387800	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	55328	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	16	475	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	8	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	853	12053	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	31186	440600	SH	DEFINE
GEORGIA GULF CORP	COMMON SHS	373200203	3611	118700	SH	DEFINE
GEORGIA GULF CORP	COMMON SHS	373200203	426	14000	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	159	1778	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	9	100	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	123510	1383550	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	2080	23300	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	2803	59100	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	4876	102800	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	20773	437970	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	579	12200	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	32485	1416103	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	164506	3290121	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	2	31	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	24572	466874	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	76513	1453800	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	273	5200	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	263	5000	SH	DEFINE
GLAMIS GOLD LTD	ORDINARY SHS	376775102	105408	3297100	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	26065	948500	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	18883	1330700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3176	62916	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3300	65375	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	4174	82677	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	22600	447700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	65392	1295400	SH	CALL DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	419	23150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	44345	2450000	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	221	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	36873	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	68	2785	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	51	2100	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	10180	418600	SH	DEFINE
GLOBAL CASH ACCESS, LLC	COMMON SHS	378967103	2731	187200	SH	DEFINE
GLOBAL CASH ACCESS, LLC	COMMON SHS	378967103	13393	917930	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	13844	1219700	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	23	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	2270	200000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	6945	149000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	33058	709240	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	106	2195	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	574	11920	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	83664	1737570	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	1753	36400	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	253	16334	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	52734	3400000	SH	DEFINE
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	15065	854528	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	21688	4471664	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	4426	912500	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	64270	2577132	SH	DEFINE
GOLDCORP INC	ORDINARY SHS	380956409	4	145	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	33924	1350000	SH	DEFINE
GOLDCORP INC	ORDINARY SHS	380956409	1090	42080	SH	SOLE
GOLDEN STAR RES LTD CDA	ORDINARY SHS	38119T104	2318	750000	SH	DEFINE

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

GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	374	5664	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	53427	809495	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	838	12700	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	23881	186997	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	1468	11491	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	16728	407000	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	3757	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	144	3500	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	19532	475225	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	662	16100	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	1	2	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	417	1005	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	139229	335605	SH	DEFINE
GRACO INC	COMMON SHS	384109104	87506	2398749	SH	DEFINE
GRACO INC	COMMON SHS	384109104	212	5811	SH	DEFINE
GRACO INC	COMMON SHS	384109104	369	10125	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	363	5100	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	35550	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	1029	14476	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	77	1740	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	5647	128000	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	25260	971174	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	5561	213800	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	26344	1012850	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	2700	105400	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	11798	460511	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5803	201700	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	26	890	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	4234	75400	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	112	2000	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	477	8500	SH	DEFINE
GREY WOLF INC	COMMON SHS	397888108	2783	360000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4516	173000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	1624	50220	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	2456	75947	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	28	350	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	8855	110000	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	30302	2790278	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	10240	942950	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	4520	416230	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	181	16685	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	3255	299700	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	1926	275100	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	344253	5316650	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	1306	20165	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	6	89	SH	DEFINE
GUITAR CENTER INC	COMMON SHS	402040109	2756	55100	SH	DEFINE
GUITAR CENTER INC	COMMON SHS	402040109	295	5900	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	154	5200	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	1925	65000	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	29241	1249600	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2690	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	475867	19383574	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	23926	974576	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1712	69736	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	3214	130902	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	28312	1153250	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1396	56858	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	683	27818	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	301019	8927030	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	18819	558100	SH	DEFINE

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

H J HEINZ CO	COMMON SHS	423074103	5284	156700	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	202	6000	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	12005	356009	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	134	3960	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	13857	410938	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	344	10200	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	1791	28905	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	16741	270190	SH	DEFINE
HALLIBURTON CO	CONVERTIBLE BD	406216AM3	26	15000	PRN	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	1913	50600	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2741	72500	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2676	70788	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	10351	273760	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	13850	1115100	SH	DEFINE
HANOVER COMPRESSOR CO	COMMON SHS	410768105	21165	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	116701	122200000	PRN	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	236	3000	SH	DEFINE
HANSON PLC	AMER DEP RECPT	411349103	675	12300	SH	DEFINE
HARDINGE INC	COMMON SHS	412324303	15967	925600	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	15447	300000	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	520	10099	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	1333	50300	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	32	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	141	1445	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	1287	13150	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	157240	1606947	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	2407	24600	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	27451	2103500	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	2610	200000	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	147	3421	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	114	2648	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	214164	4979409	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	3019	70200	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1484	56250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	356454	4150120	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	18250	212483	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2663	31000	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	344	4000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	36607	1814000	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	13754	1067000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	13	500	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	60606	2340000	SH	DEFINE
HCA INC	COMMON SHS	404119109	362340	7175047	SH	DEFINE
HCA INC	COMMON SHS	404119109	13635	270000	SH	DEFINE
HCA INC	COMMON SHS	404119109	247	4890	SH	DEFINE
HCA INC	COMMON SHS	404119109	422	8349	SH	DEFINE
HCA INC	COMMON SHS	404119109	6467	128064	SH	DEFINE
HCA INC	COMMON SHS	404119109	298	5900	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	4338	122400	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	1095	30900	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	98759	2786659	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	748	21100	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	4154	162500	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	2680	122024	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	CONVERTIBLE BD	421933AF9	10	10000	PRN	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	378	7340	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	26	500	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	97760	1896411	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	1717	33300	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	19	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	8089	390600	SH	DEFINE

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

HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	9272	447695	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COMMON SHS	42235N108	610	28150	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	799	12900	SH	DEFINE
HENRY SCHEIN INC	COMMON SHS	806407102	220	5040	SH	DEFINE
HERCULES OFFSHORE	COMMON SHS	427093109	7395	260300	SH	DEFINE
HERCULES OFFSHORE	COMMON SHS	427093109	838	29500	SH	DEFINE
HERITAGE PPTY INVT TR INC	REAL EST INV TR	42725M107	438	13100	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	268	29800	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	114	12600	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	794	88100	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	51884	1852340	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	1137	40600	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	35576	1242611	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	1669	58300	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2270	79294	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	31958	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	4	126	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	17395	607578	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	11462	400343	SH	DEFINE
HIGHLAND HOSPITALITY CORP	REAL EST INV TR	430141101	141	12800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	REAL EST INV TR	430141101	75	6800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	REAL EST INV TR	430141101	497	45000	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	152845	3093400	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	211068	4271770	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	74	1500	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	17	340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1324	26800	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	156	6461	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	372	15425	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	70683	2931680	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	1220	50600	SH	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848AZ2	17	14000	PRN	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848AZ2	12403	10500000	PRN	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	153	2275	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	784	11630	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	40	600	SH	DEFINE
HOLLINGER INTERNATIONAL INC	COMMON SHS	309962	50754	5962664	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	25286	624650	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	1475	36450	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	1478	36500	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	58156	1436662	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	8263	204114	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	907	22400	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	8	200	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	304	7500	SH	DEFINE
HOMEBANC CORP	REAL EST INV TR	43738R109	5830	779400	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2245	77510	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	16763	450000	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	5134	137822	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	101	2700	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	20969	562937	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	22998	617393	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	2980	80000	SH	DEFINE
HOOVER FURNITURE CORP	COMMON SHS	439038100	12972	756371	SH	DEFINE
HORIZON HEALTH CORP	COMMON SHS	44041Y104	5212	230300	SH	DEFINE
HORIZON HEALTH CORP	COMMON SHS	44041Y104	124	5500	SH	DEFINE
HORIZON HEALTH CORP	COMMON SHS	44041Y104	602	26600	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	1799	55000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2	49	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1711	40000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2157	50420	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	1588	39600	SH	DEFINE

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

HOST MARRIOTT CORP	REAL EST INV TR	44107P104	166	8740	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	1655	87310	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	79355	4187596	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	821	43300	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	23662	1660500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	2680	188100	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	13273	931420	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	67	1341	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	50	1000	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	66883	1347360	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	927	11525	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	99	1234	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	4596	57120	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	14938	185638	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	241	3000	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	120182	1493500	SH	CALL DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	2423	92450	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	183	7000	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	5037	111630	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	881	19522	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1139	25240	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	630	13956	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	10908	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	248017	20463443	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	555	45833	SH	DEFINE
HUDSON UNITED BANCORP	COMMON SHS	444165104	587	14076	SH	DEFINE
HUGHES SUPPLY INC	COMMON SHS	444482103	30473	850000	SH	DEFINE
HUGHES SUPPLY INC	COMMON SHS	444482103	7	200	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	68	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	3632	424300	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	5264	232500	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	110	4844	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	97310	4298160	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	2065	91200	SH	DEFINE
HUNTSMAN CORP	CONVERT PREF	447011206	20708	512900	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	2950	103700	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	344	12100	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	106	2972	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	3063	85500	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	430	12000	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	120240	3356795	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	2251	62850	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	8496	300100	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	157	5563	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	17	597	SH	DEFINE
IAMGOLD CORP	ORDINARY SHS	450913108	3549	387400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	24437	848516	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	26	909	SH	DEFINE
ICOS CORP	COMMON SHS	449295104	15	540	SH	DEFINE
ICOS CORP	COMMON SHS	449295104	3410	123400	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	8157	92700	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	43995	500000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	19273	219035	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	577	6561	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	686	7800	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	528	6000	SH	DEFINE
ILLUMINA INC	COMMON SHS	452327109	1915	135800	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	110	3200	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	5101	148988	SH	DEFINE
IMPERIAL OIL LTD	ORDINARY SHS	453038408	21963	190304	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	528	5300	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	269	2700	SH	DEFINE

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

IMS HEALTH INC	COMMON SHS	449934108	12460	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2100	84267	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	8	313	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	2122	24200	SH	DEFINE
INCO LTD	ORDINARY SHS	453258402	354	7000	SH	DEFINE
INCO LTD	COMMON SHS	453258402	1246	28600	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	3484	652400	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	1348	250000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	7140	1324700	SH	DEFINE
INDYMAC BANCORP INC	COMMON SHS	456607100	583	14950	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	5073	62735	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	53333	659570	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1254	36015	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	163	4678	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	3519	101074	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	874	25087	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	347	8600	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	40451	1002000	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	1603	39705	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	0	6	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	1985	236300	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	3685	230300	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	112	7000	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	17181	1073800	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	1774	252290	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	5252	747060	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	1636	232680	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	48	6840	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	2547	362310	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	1016	200000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	9447	1859651	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	160	31500	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	6210	375000	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	165	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	7492	2619600	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	79	6028	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	1717	130270	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	55445	4206750	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	841	63800	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1997	80000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	2	100	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	19968	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1483	59415	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	109706	4395255	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	110915	4443711	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	3063	122700	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	2196	88000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	32	1300	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	250	10000	SH	DEFINE
INTELLISYNC CORP	COMMON SHS	458176104	2464	477500	SH	DEFINE
INTELLISYNC CORP	COMMON SHS	458176104	20	3900	SH	DEFINE
INTELLISYNC CORP	COMMON SHS	458176104	282	54700	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	10676	293700	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	1443	39700	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	178	4900	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	1200	33000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	36859	740000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	20	400	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	840	50000	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	7662	456100	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	11769	143170	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	1	16	SH	DEFINE

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

INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	46032	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	5662	68885	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	151455	1842522	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	24979	303875	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	1439	17500	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	13	160	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	247	3000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	11066	359513	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	40814	1325980	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	554	18000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	616	20000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	CONVERT ZERO CP	459902A16	940	14000	PRN	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	441318	13130545	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	6116	181960	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	255362	7597800	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	60	1774	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1741	51798	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1162	34559	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2128	63312	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	17678	525987	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1198	35637	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7383	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	445542	46170185	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	12491	1294400	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	263	27240	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	542	56168	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	400	41420	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1432	148400	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	26973	2795175	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	CONVERT PREF	460690308	2406	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	214	8597	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	157730	6339617	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	3180	127800	SH	DEFINE
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	14315	1380470	SH	DEFINE
INTVOICE-BRITE INC	COMMON SHS	461142101	12710	1596717	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	87	2606	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	303	9050	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	255	8000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	642	36000	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	17599	607900	SH	DEFINE
INTRAWEST CORP	ORDINARY SHS	460915200	19638	589200	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	8	269	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	2477	46464	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	4	68	SH	DEFINE
INTUITIVE SURGICAL INC	COMMON SHS	46120E602	23	200	SH	DEFINE
INTUITIVE SURGICAL INC	COMMON SHS	46120E602	2427	20700	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	39897	3302724	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	478	13500	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	387	10518	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	1830	49688	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	10	270	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	832	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	128	1928	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	134	2010	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	1277	19164	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	117886	1768995	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	1173	17600	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	560	8400	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	9	130	SH	DEFINE
INVITROGEN CORP	CONVERTIBLE BD	46185RAD2	10	10000	PRN	DEFINE
IOWA TELECOMMUNICATIONS SERVICES I	COMMON SHS	462594201	1032	66600	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	79605	2907400	SH	DEFINE

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

IPC HOLDINGS LTD	COMMON SHS	G4933P101	19055	695929	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	13827	504994	SH	DEFINE
IPSCO INC	ORDINARY SHS	462622101	3559	36800	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	6877	162875	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	253	6000	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	9348	436430	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	74	3440	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	1700	79360	SH	DEFINE
ISHARES COHEN & STEERS REALTY MAJO	CLOSE END MUT F	464287564	628	8392	SH	DEFINE
ISHARES FTSE/XINHUA CHINA 25	CLOSE END MUT F	464287184	1293	20985	SH	DEFINE
ISHARES LEHMAN	CLOSE END MUT F	464287457	283	3524	SH	DEFINE
ISHARES LEHMAN 20+YEAR TREASURY BO	CLOSE END MUT F	464287432	208	2261	SH	DEFINE
ISHARES LEHMAN AGG BOND FUND	OPEN END MUT FD	464287226	512	5088	SH	DEFINE
ISHARES LEHMAN TREASURY BOND FUND	OPEN END MUT FD	464287440	515	6135	SH	DEFINE
ISHARES MSCI AUSTRALIA INDEX FUND	CLOSE END MUT F	464286103	2253	119794	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	6935	116628	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	OPEN END MUT FD	464287234	26662	302114	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	1897	140448	SH	DEFINE
ISHARES MSCI MALAYSIA INDEX FUND	CLOSE END MUT F	464286830	295	43131	SH	DEFINE
ISHARES MSCI SINGAPORE INDEX FUND	CLOSE END MUT F	464286673	429	54247	SH	DEFINE
ISHARES MSCI SOUTH KOREA	CLOSE END MUT F	464286772	1174	26281	SH	DEFINE
ISHARES MSCI TAIWAN INDEX FUND	CLOSE END MUT F	464286731	879	70596	SH	DEFINE
ISHARES RUSSELL 1000 VALUE INDEX F	CLOSE END MUT F	464287598	287	4160	SH	DEFINE
ISHARES RUSSELL 2000 GROWTH INDEX	CLOSE END MUT F	464287648	14853	213227	SH	DEFINE
ISHARES S&P EUROPE 350 INDEX FUND	OPEN END MUT FD	464287861	236	2925	SH	DEFINE
ISHARES S&P INDEX 500 FUND	CLOSE END MUT F	464287200	3056	24509	SH	DEFINE
ISHARES TR DOW JONES SELECT DIVIDE	OPEN END MUT FD	464287168	6941	113300	SH	DEFINE
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	481	7218	SH	DEFINE
ISHARES TR RUSSELL 3000 INDEX FUND	OPEN END MUT FD	464287689	792	11000	SH	DEFINE
ISHARES TRUST DJ UTILITIES SECTOR	CLOSE END MUT F	464287697	672	8775	SH	DEFINE
ISHARES TRUST LEHMAN TIPS BOND FUN	CLOSE END MUT F	464287176	2850	27715	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	636	100000	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	2550	400900	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	117300	3290334	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1763	49461	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	125	3500	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	120825	3389200	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	307	8600	SH	DEFINE
ITC HOLDINGS CORPORATION	COMMON SHS	465685105	4239	150900	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	21777	445796	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	1983	19285	SH	DEFINE
IVANHOE MINES LTD	ORDINARY SHS	46579N103	13599	1628600	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	23808	759900	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	73	2343	SH	DEFINE
IVAX CORP	CONVERTIBLE BD	465823AG7	5063	5000000	PRN	DEFINE
IXIA	COMMON SHS	45071R109	2761	186800	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	93	2500	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	8482	228690	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	3	158	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	3875	203100	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	382	20000	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	13873	727110	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	77	2796	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	3214	116000	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	12993	468880	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	3680	54225	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	23453	345554	SH	DEFINE
JAMDAT MOBILE INC	COMMON SHS	47023T100	3041	114400	SH	DEFINE
JAMDAT MOBILE INC	COMMON SHS	47023T100	12080	454470	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	5177	171700	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	99	3300	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	543	18000	SH	DEFINE

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

JDS UNIPHASE CORP	COMMON SHS	46612J101	158	66819	SH	DEFINE
JEFFERSON PILOT CORP	COMMON SHS	475070108	1477	25945	SH	DEFINE
JER INVESTORS TRUST	REAL EST INV TR	46614H301	5085	300000	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	115	7464	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	139	9013	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	93767	6096660	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	2011	130785	SH	DEFINE
JETBLUE AIRWAYS CORP	CONVERTIBLE BD	477143AC5	16631	15000000	PRN	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	18090	396200	SH	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	9	200	SH	DEFINE
JOHN B SANFILIPPO & SON INC	COMMON SHS	800422107	2133	165000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	15395	1650000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	3175	52830	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	59860	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	8753	145639	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	156136	2597944	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	165203	2748795	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	3684	61300	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	2800	46584	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	59	990	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	4986	68380	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	1	14	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	29164	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	696	9550	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	51	700	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	4723	93800	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	22124	439400	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	248247	6254636	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	11989	302060	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	16114	406000	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	6706	168957	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	16008	403337	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	47483	1196349	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	586260	14770967	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	713	17952	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	44407	1118834	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	110	2770	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	27	690	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	2	68	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	15043	674566	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	6719	301320	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	445	19931	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	446	20000	SH	DEFINE
K&F INDUSTRIES HOLDINGS INC	COMMON SHS	482241106	2753	179200	SH	DEFINE
K&F INDUSTRIES HOLDINGS INC	COMMON SHS	482241106	10517	684700	SH	DEFINE
K2 INC	COMMON SHS	482732104	7827	774200	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	11471	721922	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	9450	594710	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	577	36300	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	11157	222789	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	100	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	76341	3124900	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	9	360	SH	DEFINE
KAYDON CORP	COMMON SHS	486587108	12162	378400	SH	DEFINE
KB HOME	COMMON SHS	48666K109	167	2300	SH	DEFINE
KB HOME	COMMON SHS	48666K109	690	9500	SH	DEFINE
KB HOME	COMMON SHS	48666K109	31803	437700	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	5354	221072	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	4936	203800	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	550	22700	SH	DEFINE
KELLOGG CO	COMMON SHS	487836108	1143	26438	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	17951	751700	SH	DEFINE

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

KELLWOOD CO	COMMON SHS	488044108	23666	991020	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	43	1800	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	39508	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	30935	606100	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	11627	227807	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	71687	1404530	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	1447	28350	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	2	23	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	396	4353	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	2729	30037	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	1464	100000	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	25341	1730950	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	228	15600	SH	DEFINE
KEYCORP	COMMON SHS	493267108	725	22013	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	460	12898	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	230201	6450000	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	1077	17400	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	14913	250000	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	7057	118300	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	453	7600	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5336	89456	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	12371	207400	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	159	4970	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	1145	35700	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	32834	1023500	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	9359	195718	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	40476	440200	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	349	3794	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	9	98	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	2566	27904	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	27585	300000	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	2752677	153962	6291368	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	16584	643792	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	1234	47900	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	592	29000	SH	CALL DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	53	1344	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	208	5225	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	40147	1009730	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	640	16100	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	122991	5233669	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	7945	739800	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	37730	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	117	7540	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	37807	2443900	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	2	41	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	59	1205	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	55170	1118391	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	5543	267375	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	28938	1395935	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	60351	953420	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	1242	19625	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1	21	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1656	34074	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	2938	60462	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1693	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	11246	361594	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	50331	203684	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	158	5069	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	540	17355	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	58904	788438	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	202113	2705305	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	178	2387	SH	DEFINE

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

KOOKMIN BANK	AMER DEP RECPT	50049M109	13153	176060	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	598	8000	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	275	3680	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1176	15737	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	4445	59493	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	50	670	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	268	3589	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1261	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	5964	306000	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	20996	1077261	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	45172	2317700	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	89	4554	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	14	735	SH	DEFINE
KORN/FERRY INTERNATIONAL	COMMON SHS	500643200	2971	158966	SH	DEFINE
KORN/FERRY INTERNATIONAL	COMMON SHS	500643200	335	17900	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	4600	1036091	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	2898	103000	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	7865	279500	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	6514	231489	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	795	28250	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	397	14100	SH	DEFINE
KROGER CO	COMMON SHS	501044101	58882	3118740	SH	DEFINE
KROGER CO	COMMON SHS	501044101	4310	228300	SH	DEFINE
KROGER CO	COMMON SHS	501044101	126376	6693624	SH	DEFINE
KROGER CO	COMMON SHS	501044101	15620	827337	SH	DEFINE
KROGER CO	COMMON SHS	501044101	378	20000	SH	DEFINE
KROGER CO	COMMON SHS	501044101	846	44788	SH	DEFINE
KROGER CO	COMMON SHS	501044101	24147	1278981	SH	DEFINE
KROGER CO	COMMON SHS	501044101	1607	85113	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	638907	29647668	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	159108	7383193	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	63570	2949904	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	2903	134732	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	12840	595819	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	681	31616	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	1225	56828	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	82	3807	SH	DEFINE
KYPHON INC	COMMON SHS	501577100	3669	89860	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	5803	78052	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	47504	4264300	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	21510	1586300	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	830	15412	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	133	13200	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	1565	70000	SH	DEFINE
LAIDLAW INTL INC	COMMON SHS	50730R102	407	17500	SH	DEFINE
LAKELAND BANCORP INC	COMMON SHS	511637100	195	13246	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	98	2741	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	82	2300	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	106157	2975263	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	1773	49700	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	1107	24000	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	16008	432056	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	33	900	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	20	530	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	5334	127800	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	32125	769648	SH	DEFINE
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	30110	820000	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	6763	222015	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	81	1534	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	100293	1909980	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	1959	37300	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	11444	450000	SH	DEFINE

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

LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	76	3000	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	60000	2108230	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	513	18010	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	165	5800	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	54	1900	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	4	145	SH	DEFINE
LECG CORP	COMMON SHS	523234102	11018	633950	SH	DEFINE
LECG CORP	COMMON SHS	523234102	2179	125400	SH	DEFINE
LECG CORP	COMMON SHS	523234102	10483	603160	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	1	11	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	10399	86880	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	395	3300	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	431	3600	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	299	2500	SH	DEFINE
LEGETT & PLATT INC	COMMON SHS	524660107	98682	4298000	SH	DEFINE
LEGETT & PLATT INC	COMMON SHS	524660107	41	1800	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	2627	20500	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	4877	38054	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	3499	27300	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	372	2900	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	29650	485900	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	162	2660	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	104	1712	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	39950	654700	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	2721	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	13	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	25380	900000	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	301437	6351388	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	418	8800	SH	DEFINE
LEUCADIA NATIONAL CORP	CONVERTIBLE BD	527288AX2	4172	3600000	PRN	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	65	3055	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	16399	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	CONVERT PEF	529043309	70500	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	2510	56000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	184	4100	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	274189	6116200	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	314	7000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	184	4100	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	15626	348570	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	1152	25700	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	14	310	SH	DEFINE
LG PHILIPS LCD CO LTD	AMER DEP RECPT	50186V102	230	10706	SH	DEFINE
LHC GROUP INC	COMMON SHS	50187A107	939	53900	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555101	263	11670	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555309	263	12422	SH	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	4	5000	PRN	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	7588	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	332420	42238838	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	3310	420538	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	340	43200	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	1881	239000	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	157	20000	SH	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530718AF2	11	10000	PRN	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	5	5000	PRN	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	13358	13000000	PRN	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	223	5215	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	11597	270632	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	39066	911700	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	94	2200	SH	DEFINE
LIFEPPOINT HOSPITALS INC	COMMON SHS	53219L109	87	2309	SH	DEFINE
LIFEPPOINT HOSPITALS INC	COMMON SHS	53219L109	116	3100	SH	DEFINE
LIFEPPOINT HOSPITALS INC	COMMON SHS	53219L109	1	15	SH	DEFINE

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

LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	94379	2516770	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	1853	49400	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	424	11300	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	8	200	SH	DEFINE
LIMITED BRANDS INC	COMMON SHS	532716107	208	9300	SH	DEFINE
LIMITED BRANDS INC	COMMON SHS	532716107	6	253	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	545	13000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	23579	562613	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	566	13500	SH	DEFINE
LINCOLN EDUCATIONAL SERVICES	COMMON SHS	533535100	2155	151100	SH	DEFINE
LINCOLN EDUCATIONAL SERVICES	COMMON SHS	533535100	9748	683580	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	20314	383063	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	1587	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	711	19720	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	270	7490	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	56561	1568095	SH	DEFINE
LINENS N THINGS INC	COMMON SHS	535679104	17144	644500	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	4335	564500	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	106	13800	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	496	64600	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	132	10048	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	819	62500	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	27	2030	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	43	3305	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	795	60721	SH	DEFINE
LIVEPERSON INC	COMMON SHS	538146101	4907	874600	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	605	16886	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	5529	163585	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	270	8000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	8	131	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	31815	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	6671	104837	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	5	78	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	6372	100140	SH	DEFINE
LOCKHEED MARTIN CORP	CONV FLT RATE	539830AP4	1071	10000	PRN	DEFINE
LOEWS CORP	COMMON SHS	540424108	341	3600	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	80	1717	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	1336	28565	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	48609	1039310	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	734	15700	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	26972	522100	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	229	3440	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	8695	130442	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	65121	976908	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	707	10600	SH	DEFINE
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	1424540	13000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	721	270919	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	633	25000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	17075	674650	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1078	42600	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	84	3539	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	361	15140	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	1655	69500	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	197372	8285984	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	1474	61900	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	1365	57300	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	20	840	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	2872	26336	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	10	91	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	30875	760100	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	317	4720	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	819	12200	SH	DEFINE

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

MACERICH CO	REAL EST INV TR	554382101	74720	1112900	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO TR	COMMON SHS	55607X108	213	6900	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	254484	3029568	SH	DEFINE
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	7	100	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	420	27100	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	3872	77100	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	6	110	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	17287	344230	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	2883	61990	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	29400	500000	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	315018	4614292	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	619	10527	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	276	4700	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	1582	25954	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	7359	327200	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	62549	2781190	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	585	26000	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	7043	223100	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	85	2700	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	808	25600	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	1568	23420	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	340	10710	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	861	27095	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	56653	1783785	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	981	30900	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	9	270	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1786	41489	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	1829	74300	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	207	8400	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	1517	19769	SH	DEFINE
MARVEL ENTERTAINMENT INC	COMMON SHS	57383T103	3520	214900	SH	DEFINE
MARVEL ENTERTAINMENT INC	COMMON SHS	57383T103	371	22650	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	1	21	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	85330	1521300	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	6723	222700	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	6743	223368	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	11489	380540	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	392	13000	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	8	280	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	670	17700	SH	DEFINE
MATRIA HEALTHCARE INC	COMMON SHS	576817209	4417	113950	SH	DEFINE
MATRIA HEALTHCARE INC	COMMON SHS	576817209	500	12900	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	1413	89331	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	3300	208589	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	192614	12175350	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	12820	810367	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	8	487	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	845	53429	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	2664	168376	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	30055	858239	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	910	57533	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	936	59186	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	457	28894	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	2802	107900	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	5733	220760	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	12521	482130	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	691	26600	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	89	2457	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	7206	198830	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	449	12400	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	7	190	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	13043	355494	SH	DEFINE

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

MAXIMUS INC	COMMON SHS	577933104	2539	69200	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	367	10000	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	14055	383070	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	147240	21216207	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	15328	2208584	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	56607	8156700	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	112	16078	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	296	42600	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	6304	908333	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	1216	175260	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	4139	596440	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	6253	900991	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	711	102500	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	7821	130000	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	1000	16615	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	1140	42000	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	211858	7803240	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	100	3670	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	3012	110925	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	12198	449272	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	5768	212460	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	17	630	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	69900	2260670	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	257	8300	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	5284	156700	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	13786	408852	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	2360	70000	SH	DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	19275	1321082	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	23342	452104	SH	DEFINE
MCI INC	COMMON SHS	552691107	183478	9299424	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	277	5360	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	194	3765	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	13369	259130	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	980	19000	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	18	340	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	4	189	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	513	25937	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	29750	480000	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	227	3660	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	115399	1861877	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	2005	99695	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	38975	1938071	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	42798	2128200	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	14874	739651	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	7947	395182	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	15945	792900	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	617	18853	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	26872	958687	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	91	3240	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	5516	398300	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	4475	323100	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	638	46100	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2692	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1	24	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12640	226518	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1142	20465	SH	DEFINE
MEDICAL PROPERTIES TRUST INC	REAL EST INV TR	58463J304	11012	1126000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	1745	100000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	2378	136300	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	51076	2926980	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	557	31900	SH	DEFINE
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	2	76	SH	DEFINE

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

MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	776	24200	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	1037	29616	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	26044	743682	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	1713	29750	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	256	4442	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	5492	95391	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	61458	1067527	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	31730	551149	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	1347	23400	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	360	6250	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	345	6000	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	6682	195100	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	852	24886	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COMMON SHS	552715104	432	19500	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	15873	539150	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	41177	729575	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	76	1350	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	923	16350	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	375	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	16774	2134100	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	5729	190000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	866976	27254839	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	26585	835733	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	10306	324000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	72131	2267560	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2224	69919	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	15905	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	14655	460695	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	113149	3557029	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1345394	42294679	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1564	49155	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	4340	136420	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	109015	2422808	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2290	72000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1629	51204	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	771	24249	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	33855	581500	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	134	2300	SH	DEFINE
MERCURY INTERACTIVE CORP	CONVERTIBLE BD	589405AB5	10	10000	PRN	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	11	500	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	41139	1796260	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	5936	631441	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	3345	355800	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	17142	1823599	SH	DEFINE
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	150023	124500000	PRN	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	2528	208200	SH	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	12056	993117	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	1631	25925	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	8875	141046	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	235593	3478417	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	897	13251	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	23760	350800	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	176	2600	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2480	36612	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	5370	79280	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	68700	561963	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1817	26821	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	693	10237	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	4707	450000	SH	DEFINE
METAL MANAGEMENT INC	COMMON SHS	591097209	3212	138100	SH	DEFINE
METAL MANAGEMENT INC	COMMON SHS	591097209	388	16700	SH	DEFINE
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	3201	1488998	SH	DEFINE

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

METHANEX CORP	ORDINARY SHS	59151K108	112652	5153346	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	14871	1491624	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	22168	452400	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	1053	21490	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	3	57	SH	DEFINE
METSO OYJ	AMER DEP RECPT	592671101	4296	157200	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	23758	430400	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	39591	717235	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	2429	44000	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	122255	2214763	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	1822	33000	SH	DEFINE
MEXICO FUND INC	CLOSE END MUT F	592835102	17612	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	860	50138	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	33950	1978440	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	1093	63700	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	29310	445300	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	211	3200	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	3	38	SH	DEFINE
MICREL INC	COMMON SHS	594793101	290	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	5715	492700	SH	DEFINE
MICREL INC	COMMON SHS	594793101	517	44600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	198	6161	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	460	14300	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	216436	6732080	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	3202	99600	SH	DEFINE
MICROMUSE INC	COMMON SHS	595094103	3910	395300	SH	DEFINE
MICROMUSE INC	COMMON SHS	595094103	14912	1507800	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	5803	120100	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	21866	452535	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	100	3626	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	7846	283660	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	6	200	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	136208	4924350	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	1718	62100	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	15010	574000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	10132	387450	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	268871	10281889	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3253	124409	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	26150	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	8163	312148	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	112895	4317227	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	155715	5954688	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3026	115700	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3818	146000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	46	1760	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	262	10000	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	1844	442100	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	2776	665700	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	9936	2382850	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	327	78400	SH	DEFINE
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	4699	34884	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	13875	385000	SH	DEFINE
MILACRON INC	COMMON SHS	598709103	27	21200	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	8	800	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	3072	316696	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	13995	211921	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	26416	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	12049	182450	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	427	6461	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	7370	111600	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	73	1100	SH	DEFINE
MILLS CORP	REAL EST INV TR	601148109	42	1000	SH	DEFINE

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

MILLS CORP	REAL EST INV TR	601148109	32256	769100	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	235	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	34030	939800	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	1282	35400	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	14817	265112	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	4628	82800	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	28	500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	23770	425300	SH	DEFINE
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	3884	1330000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	207778	5936500	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	16642	575263	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	3755	129800	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	21592	746357	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	3801	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	313	12072	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	3602	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	141	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	6459	242437	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	384	14400	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	285	4250	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	183	2725	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	7776	116070	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	509	7600	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	13	190	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	21110	1587200	SH	DEFINE
MONOLITHIC SYSTEM TECHNOLOGY INC	COMMON SHS	609842109	55	10000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	64738	835000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	2	23	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	755	9737	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	27018	1429500	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	47534	2515038	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	8160	431739	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	333	17600	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	36561	1934441	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	7	350	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	29973	488000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2778	45236	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	65920	1073270	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	8041	141719	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	7639	134625	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	4369	77000	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	3131	55174	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	527	9280	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	12348	217628	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	34403	606321	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	713	12564	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	4474	78847	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	35042	617584	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	1546	27249	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	595	10489	SH	DEFINE
MORGAN STANLEY DEAN WITTER INDIA I	CLOSE END MUT F	61745C105	228	6100	SH	DEFINE
MORTGAGEIT HOLDINGS INC	REAL EST INV TR	61915Q108	8014	586700	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	5	200	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	7644	338394	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	15394	681439	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	271	12000	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	51352	1872800	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	278	10125	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	6604	137100	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	140	2900	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	751	15600	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	178	13000	SH	DEFINE

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

MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	199	14492	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	75	1390	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	924	17116	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	21915	405900	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	405	7500	SH	DEFINE
MWI VETERINARY SUPPLY INC	COMMON SHS	55402X105	3280	127065	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	8096	405587	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	378	18920	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1321	66200	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	312	15650	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	81	4057	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	603	20000	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	284	9400	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	3900	129300	SH	DEFINE
MYRIAD GENETICS INC	COMMON SHS	62855J104	3199	153788	SH	DEFINE
MYRIAD GENETICS INC	COMMON SHS	62855J104	957	46000	SH	DEFINE
NABORS INDUSTRIES INC	CONVERT ZERO CP	629568A10	947	8000	PRN	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	6268	82745	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	6632	87550	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	2303	30400	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	55810	476400	SH	DEFINE
NASDAQ 100 INDEX	OPEN END UT TR	631100104	1915	47293	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	3307	94000	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	880	25000	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	299	8500	SH	DEFINE
NASH FINCH CO	COMMON SHS	631158102	204	8000	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	3355	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2442	61975	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	133	1119	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	134	1125	SH	DEFINE
NATIONAL BANK OF GREECE SA	AMER DEP RECPT	633643408	247	28800	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	1204	35860	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	598	17800	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	693	20651	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	2291	43600	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	19121	363855	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	5255	100000	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	5922	112700	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	50828	967230	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	625	11900	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	238	7628	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	16165	504356	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	6463	201650	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	28898	901662	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	53956	860541	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	156	2493	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	126	2003	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	5511	87890	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	187189	2985463	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	1856	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	31037	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	124346	2826050	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	73	1652	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	10	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	1515	70800	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	100	2280	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	1160	26435	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	68082	1551910	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	1110	25300	SH	DEFINE
NBTY INC	COMMON SHS	628782104	21812	1342300	SH	DEFINE
NBTY INC	COMMON SHS	628782104	39	2400	SH	DEFINE
NBTY INC	COMMON SHS	628782104	304	18704	SH	DEFINE

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

NCO GROUP INC	CONVERTIBLE BD	628858AB8	14925	15000000	PRN	DEFINE
NEC CORP	AMER DEP RECPT	629050204	92	14825	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	212	7575	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	4	136	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	0	1	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	39	1397	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	5	314	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	6006	364900	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	1404	51900	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	17485	1422703	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	2555	207900	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	11732	954620	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	94	3489	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	226	8380	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	346	12800	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	116068	4298829	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	1858	68800	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	959	35500	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	12	450	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	4	65	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	19041	303540	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	48	1570	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	14757	483980	SH	DEFINE
NEVSUN RESOURCES LTD	ORDINARY SHS	64156L101	1842	877000	SH	DEFINE
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2967	135000	SH	DEFINE
NEW YORK MORTGAGE TRUST INC	REAL EST INV TR	649604105	2314	349483	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	4767	180208	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	2619	99000	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	128	5135	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	42697	1718200	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	954	40134	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	312	13110	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	205	4093	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	20	400	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	214731	4288625	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	4496	89800	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	443562	8306400	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	2415	45226	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	43986	823714	SH	DEFINE
NEWPARK RESOURCES INC	COMMON SHS	651718504	1717	225000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1030345	66260132	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	68483	4404046	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	523183	33645212	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	2	100	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	9553	614314	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	8257	530970	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	3522	226510	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1015	65275	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	43231	1487558	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1478	95040	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1884	121176	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	832	53494	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	2658	160046	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	215	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	8936	537985	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	3737	225000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	5230	314860	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	268318	4841529	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	260	4700	SH	DEFINE
NEXTEL PARTNERS INC	COMMON SHS	65333F107	7630	273100	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	123	2818	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	169555	3881750	SH	DEFINE

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

NII HOLDINGS INC	COMMON SHS	62913F201	2512	57500	SH	DEFINE
NIKE INC	COMMON SHS	654106103	2604	30000	SH	DEFINE
NIKE INC	COMMON SHS	654106103	15919	183419	SH	DEFINE
NIKE INC	COMMON SHS	654106103	10	113	SH	DEFINE
NIKE INC	COMMON SHS	654106103	260	3000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	3538	155113	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	11462	502496	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	119	5208	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	282	12363	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	56	2460	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	996	43645	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	66	2884	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	14	665	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	312	14953	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	192575	9231800	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	288	13800	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	9	440	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	274508	3891521	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	62	876	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	936	13269	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	6574	93192	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	59	1475	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	5642	140000	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	2595	141830	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	481	26310	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	13723	749874	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	75872	4146003	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	13	710	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	127	6600	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	156	8136	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	89	4655	SH	DEFINE
NORDSON CORP	COMMON SHS	655663102	19003	469100	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2831	75692	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	60906	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	6664	148649	SH	DEFINE
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	34	9492	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	115	37521	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	366	119500	SH	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	5	5000	PRN	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	490822	520766000	PRN	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	5168	188878	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	33631	1708000	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	67	3400	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	30943	1571500	SH	DEFINE
NORTHERN BORDER PARTNERS	COMMON SHS	664785102	221	5250	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	1	23	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	222	4281	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	4	77	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	0	2	SH	DEFINE
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	2450	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	109612	1823530	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	60110	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	9413	156601	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	8924	333000	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	58737	1890468	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	3	104	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	10700	320372	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	5342	101790	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	5212	99314	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	1767	33670	SH	DEFINE
NOVATEL WIRELESS INC	COMMON SHS	66987M604	6089	502800	SH	DEFINE
NOVATEL WIRELESS INC	COMMON SHS	66987M604	92	7600	SH	DEFINE

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

NOVATEL WIRELESS INC	COMMON SHS	66987M604	718	59300	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	604	24746	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	11226	460254	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	82	3711	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	436	17894	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	7710	184400	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	113	2700	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	899	21500	SH	DEFINE
NSTAR	COMMON SHS	67019E107	387	13480	SH	DEFINE
NSTAR	COMMON SHS	67019E107	890	31000	SH	DEFINE
NTL INC	COMMON SHS	62940M104	470229	6907000	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	7987	1046724	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	434	56924	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	200200	3000600	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	113	1700	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	8059	120786	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	9	131	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	CLOSE END MUT F	670656107	515	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	32455	761500	SH	DEFINE
NUVEEN NEW JERSEY PREMIUM INCOME M	CLOSE END MUT F	67101N106	182	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	CLOSE END MUT F	6706K4105	308	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	8535	1052465	SH	DEFINE
NVR INC	COMMON SHS	62944T105	68	97	SH	DEFINE
NVR INC	COMMON SHS	62944T105	1439	2050	SH	DEFINE
NVR INC	COMMON SHS	62944T105	70456	100364	SH	DEFINE
NVR INC	COMMON SHS	62944T105	2176	3100	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	7077	88600	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	428	5362	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	9243	115713	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	279	8880	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	16	500	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	10566	336500	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	6233	245800	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	236	9300	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	256	10100	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	10489	413600	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	64	2510	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	35484	1215200	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	466	15975	SH	DEFINE
OIL SERVICE HOLDRS TRUST	CLOSE END MUT F	678002106	319	2475	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	15850	500300	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	16135	509300	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	2851	90000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	33230	1048940	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	289669	11030813	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	451978	17211645	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2982	113575	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	58	2200	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	27254	1037839	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	7	250	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	16994	936300	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	3131	172500	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	323	17800	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	123	2149	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	35	610	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	123965	2166470	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	2581	45100	SH	DEFINE
OMNICARE INC	CONVERTIBLE BD	681904AL2	15960	16000000	PRN	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	83882	985335	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	3103	36452	SH	DEFINE
OMNICOM GROUP INC	CONVERT ZERO CP	681919AR7	494	5000	PRN	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	17178	860600	SH	DEFINE

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

ONEOK INC	COMMON SHS	682680103	133	5000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	141919	5329300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	3210	111600	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	28729	1746444	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	17361	1055400	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	4150	252256	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	133	8100	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	4682	284600	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	6105	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	7926	649125	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	2509	205459	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	17422	1356889	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	3260	253900	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	51	3961	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	23650	1841870	SH	DEFINE
ORBOTECH LTD	ORDINARY SHS	M75253100	23864	995590	SH	DEFINE
ORCHID CELLMARK INC	COMMON SHS	68573C107	1682	221351	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	5037	159800	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	66210	2100580	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	860	27300	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	43359	972400	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	118	2657	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	2881	64600	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	535	12000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	115089	2581050	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	2172	48700	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	9	210	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	3767	134350	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COMMON SHS	690027206	1040	77000	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	55489	1101200	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	76	1500	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	19	372	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	12831	466057	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	179	6500	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	3	51	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	3985	80300	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	58145	1171577	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	918	18500	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	0	5	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	288	4165	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	8488	122600	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	21910	840737	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	363	10209	SH	DEFINE
PACIFIC SUNWEAR OF CALIFORNIA INC	COMMON SHS	694873100	12639	507172	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	5150	57317	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	8658	2000000	PRN	DEFINE
PACTIV CORP	COMMON SHS	695257105	41568	1889449	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	707	32120	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	197	8944	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	10	464	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	207	9390	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	2612	118728	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	13785	626600	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	1362	61904	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	649	29522	SH	DEFINE
PALL CORP	COMMON SHS	696429307	405	15090	SH	DEFINE
PALL CORP	COMMON SHS	696429307	13430	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	567	21115	SH	DEFINE
PALL CORP	COMMON SHS	696429307	24656	917952	SH	DEFINE
PALL CORP	COMMON SHS	696429307	218	8100	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	866	125000	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	1384	199700	SH	DEFINE

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

PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	55	7967	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	10938	1578350	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	3672	55900	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	99	1500	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	16150	245890	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	18284	583393	SH	DEFINE
PARALLEL PETROLEUM CORP	COMMON SHS	699157103	4582	269400	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	10737	1760122	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	15	2400	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	11	1760	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	3199	157900	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	14147	698270	SH	DEFINE
PARKER HANNIFIN CORP	COMMON SHS	701094104	258	3910	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	46	1140	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	16257	405000	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	74	1120	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	5	71	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	489	7450	SH	DEFINE
PATHMARK STORES INC	WTS TO EQUITY	70322A119	6	21975	SH	DEFINE
PATRIOT CAPITAL FUNDING INC	COMMON SHS	70335Y104	5368	440000	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	3693	110580	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	237	7200	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	4877	148000	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	330	10000	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	330	8660	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	20583	539943	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	71582	1877802	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	1231	32300	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	15	390	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	305	8000	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	1428	50234	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	13781	484900	SH	DEFINE
PDL BIOPHARMA INC.	CONVERTIBLE BD	74369LAD5	11250	7550000	PRN	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	149403	1812700	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	85	1030	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	20512	248875	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	135215	1640555	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	2044	24800	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	486	5900	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	16	190	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	330	4000	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	9085	102575	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	585	6600	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	7895	239600	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	10	300	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	33282	1010080	SH	DEFINE
PENN VIRGINIA CORP	COMMON SHS	707882106	230	4000	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	LTD PARTNERSHIP	707884102	228	4100	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	2051	36880	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	REAL EST INV TR	709102107	39	1040	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	REAL EST INV TR	709102107	39	1050	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	REAL EST INV TR	709102107	13584	363600	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	25927	908747	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	34	1200	SH	DEFINE
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	181	10752	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	68	3056	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	173517	7756700	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	526	22600	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	1891	32000	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	6586	111475	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	94949	1607126	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	47646	806470	SH	DEFINE

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

PEPSICO INC	COMMON SHS	713448108	1170	19800	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	753	12750	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	236	4000	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	521	22112	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	263059	5639000	SH	DEFINE
PETRO-CANADA	COMMON SHS	71644E102	61	1520	SH	DEFINE
PETRO-CANADA	COMMON SHS	71644E102	237	5900	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	8197	100018	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	328	4000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1612	25040	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	17	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	837	13000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	387736	6023554	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	114	1600	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	3065	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	4851	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	32	986	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	26692	1040207	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	439	17100	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	710856	30482659	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	46328	1986617	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	50168	2151300	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	166328	7132430	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	397571	17048503	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	4566	195799	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	46640	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	32849	1408600	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	88642	3801105	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1028089	44086168	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1814	77806	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	5985	256626	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	102274	3246809	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1345	57677	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1769	75849	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	355	15241	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	47	1276	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	558675	15050511	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	23721	382900	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	23180	374175	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	4485	72400	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	142	2300	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	131859	2128480	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	2007	32400	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	718	40400	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	11209	630800	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	1253	8707	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	139	965	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	17645	565000	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	1562	50000	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	414	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	3854	114910	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	8945	266689	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	3262	97253	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	2143	37300	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	15	260	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	550	62990	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	12925	1480520	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	13925	1595100	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	18867	2161200	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	2378	272420	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE

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

PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	87	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	245040	5926000	SH	DEFINE
PIONEER DRILLING CO	COMMON SHS	723655106	2690	150000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	4953	96600	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	131	2550	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	3429	81155	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	4487	106205	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	25249	597600	SH	DEFINE
PIXAR	COMMON SHS	725811103	79	1496	SH	DEFINE
PIXAR	COMMON SHS	725811103	40	750	SH	DEFINE
PIXAR	COMMON SHS	725811103	137725	2612390	SH	DEFINE
PIXAR	COMMON SHS	725811103	1518	28800	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	164560	6181800	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	93	4065	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	55299	2411655	SH	DEFINE
PLAINS EXPL & PRODTN CO	COMMON SHS	726505100	250	6300	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	9357	259569	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	12582	349015	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	180	5000	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	77	10000	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	56874	1384800	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	10851	264200	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4855	78519	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	45632	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	202	8250	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	131404	2638100	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	747	15000	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	2	37	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	9002	1400000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	72	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	112	11162	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	36620	739647	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1405	28375	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	199	4010	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1174	23704	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	883	17844	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	ORDINARY SHS	73755L107	186	2000	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COMMON SHS	73755L107	128	1600	SH	DEFINE
POTLATCH CORP	REAL EST INV TR	737628107	216832	4253280	SH	DEFINE
POTLATCH CORP	REAL EST INV TR	737628107	21	404	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	4145	230800	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	1	56	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	5838	245200	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	28902	1213880	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	1678	175000	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	10118	1055052	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	26	450	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	2867	49524	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	174	3000	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	2	80	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	386	13130	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	209634	7130400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	189136	3571300	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	95	1800	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	14441	272670	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	26904	508000	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	265	5000	SH	DEFINE
PRECISION DRILLING TRUST	ORDINARY SHS	740215108	2409	62772	SH	DEFINE
PRECISION DRILLING TRUST	ORDINARY SHS	740215108	4568	119020	SH	DEFINE
PREMIUM STANDARD FARMS INC	COMMON SHS	74060C105	25432	1700000	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	317	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	13290	698000	SH	DEFINE

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

PRIMEENERGY CORP	COMMON SHS	74158E104	864	16800	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	10672	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	7	150	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	1997	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	156016	2695510	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	390	6733	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	23976	414244	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	96436	1666133	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	81339	1405311	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	1760	30400	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	21	370	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3373	76790	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	455450	10370000	SH	DEFINE
PROGRESSIVE CORP	COMMON SHS	743315103	989	8465	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COMMON SHS	74340R104	4358	823800	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	328	7010	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	2225	47615	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	99192	2123114	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4393	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	10894	248900	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	79	1800	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	4	101	SH	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	3055	205000	SH	DEFINE
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	230	8000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	13376	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	106126	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	214208	2926736	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	996	13611	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	5	65	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	168	3420	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	52693	1071000	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	4682	79700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	26388	449230	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	11117	171115	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	537185	8268202	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	161	2378	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	1081	15962	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	45325	669300	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	20	1000	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	232345	11378300	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	102667	2608400	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	CLOSE END MUT F	746922103	344	30000	SH	DEFINE
QLT INC	ORDINARY SHS	746927102	9670	1520448	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	2	45	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	591	13730	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	55206	1281478	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	116776	2710679	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	1055	24500	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	2574	59750	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	18	410	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	646	15000	SH	DEFINE
QUALITY SYSTEMS INC	COMMON SHS	747582104	1535	20000	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	2931	58650	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	64	1288	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	350	7000	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	17780	1350000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	53950	3431933	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	29684	1888289	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	64	4049	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	15378	978235	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	2278	144924	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	3598	228873	SH	DEFINE

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

QUEBECOR WORLD INC	ORDINARY SHS	748203106	11644	740692	SH	DEFINE
QUEENSTAKE RES LTD YUKON	ORDINARY SHS	748314101	1763	7500000	SH	DEFINE
QUEST CAPITAL CORP	ORDINARY SHS	74835U109	41	17500	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	14157	275000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	29352	570158	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	21912	425648	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	2214	43000	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	9403	644503	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	4546	311600	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	23321	1598440	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	119	1577	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	2439	32213	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	22983	303600	SH	DEFINE
QUINENCO SA	AMER DEP RECPT	748718103	1059	98003	SH	DEFINE
QWEST COMMUNICATIONS INTERNATIONAL	CONVERTIBLE BD	749121BY4	37375	32500000	PRN	DEFINE
R & G FINANCIAL CORP	COMMON SHS	749136107	693	52485	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	89798	2624900	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3572	104410	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	4287	125305	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	8766	256250	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	703	20537	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	25921	757700	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	41619	660274	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	736	21502	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	342	5552	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	23	369	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	7114	249800	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	809	28400	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	47130	804400	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	4218	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	498	8500	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	321	15260	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	1812	86150	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	13285	631730	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	1180	56100	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	15	730	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	210	10000	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	84	3145	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	12051	452200	SH	DEFINE
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	29479	1827600	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	537393	13384630	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	16024	399100	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	4689	116794	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	24090	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	1030	25650	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	5444	135582	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	30707	764800	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	20391	507867	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	111	14262	SH	DEFINE
REDWOOD TRUST INC	REAL EST INV TR	758075402	35	850	SH	DEFINE
REDWOOD TRUST INC	REAL EST INV TR	758075402	62	1500	SH	DEFINE
REDWOOD TRUST INC	REAL EST INV TR	758075402	6292	152500	SH	DEFINE
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	72714	1248730	SH	DEFINE
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	122	2100	SH	DEFINE
REEBOK INTERNATIONAL LTD	CONVERTIBLE BD	758110AH3	11	10000	PRN	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	6383	335600	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	124	2105	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	825	14000	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	35205	597200	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	942	27576	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	34991	907200	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	3221	83500	SH	DEFINE

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

REGIS CORP	COMMON SHS	758932107	386	10000	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	13841	358850	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	13089	647992	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	2523	124900	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	11936	590900	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	108048	1767800	SH	DEFINE
RELIANT ENERGY INC	CONVERTIBLE BD	75952BAD7	7395	6000000	PRN	DEFINE
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	708	16050	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	10678	566170	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	1230	65200	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	15	770	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	26054	885884	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	131	4471	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	226	7675	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	3768	247900	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	21155	1391780	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	226169	6023150	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	419	11150	SH	DEFINE
RESEARCH IN MOTION LTD	ORDINARY SHS	760975102	89486	1165940	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	43	655	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	1089	16500	SH	DEFINE
RESMED INC	COMMON SHS	761152107	31836	831000	SH	DEFINE
RESPIRONICS INC	COMMON SHS	761230101	5959	160760	SH	DEFINE
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	822	18570	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	103783	3697300	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	159	5653	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1134	40394	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	578359	6066918	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	334	3500	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	2	24	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	0	28	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	25	3000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	572	68400	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	2673	144800	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	10451	566140	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	13071	8169400	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	2080	1300000	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	10825	59220	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	366	2000	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	84392	1692236	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	85	1700	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	8	165	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	106	2790	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	11367	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	2522	66550	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	119370	3150444	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	1580	41700	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	1926	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	2764	46719	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	123	2075	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	440	7435	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	75302	1272845	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	141	3044	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	4647	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	355	7635	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	144913	3118410	SH	DEFINE
ROCKWOOD HOLDINGS INC	COMMON SHS	774415103	25423	1288570	SH	DEFINE
ROCKWOOD HOLDINGS INC	COMMON SHS	774415103	539	27300	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	5	110	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	21	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	34786	707550	SH	DEFINE
ROHM & HAAS CO	COMMON SHS	775371107	1684	34783	SH	DEFINE

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

ROPER INDUSTRIES INC	COMMON SHS	776696106	223512	5657100	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	103	2600	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	82	2076	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	200	6920	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1420	49150	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	55882	1933616	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	902	31200	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1124	38900	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	16	560	SH	DEFINE
ROSTELECOM	AMER DEP RECPT	778529107	3501	256460	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	18109	508100	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	73	2051	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	14	400	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	104068	2919968	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	2110	59200	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	405465	4464980	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	337	4320	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	546	7000	SH	DEFINE
ROYAL BANK OF SCOTLAND GROUP PLC	AMER DEP RECPT	780097788	709	30780	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	3940	87447	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	16687	258599	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	146156	2264925	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	5716	88579	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	7381	114382	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	421	6531	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	36173	560557	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	11689	190090	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	5629	91540	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	258	4200	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	17217	280000	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	379	6160	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	39894	648782	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	405473	6594133	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	363	5900	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	17	270	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	40983	666500	SH CALL	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	40721	3867100	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	4823	458000	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	26500	1525600	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	112	6445	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	11238	646954	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	13938	1241100	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	28	2500	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	642	57200	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	12144	320000	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	25502	2233100	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	32319	2401103	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	5	385	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	5635	311300	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	69	3800	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	650	35900	SH	DEFINE
RYDER SYSTEMS INC	COMMON SHS	783549108	8	200	SH	DEFINE
RYDER SYSTEMS INC	COMMON SHS	783549108	919	22400	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	72	1000	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	80271	1112861	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	1421	19700	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	6583	52873	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	309	5475	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	18	314	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	2826	70000	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	10960	271500	SH	DEFINE
SAFEWAY INC	COMMON SHS	786514208	463	19555	SH	DEFINE

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

SAKS INC	COMMON SHS	79377W108	29505	1750000	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	17	1000	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	58	1822	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	42581	1328570	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	484	15100	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	334	8800	SH	DEFINE
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	242	14790	SH	DEFINE
SANDISK CORP	COMMON SHS	80004C101	31	500	SH	DEFINE
SANDISK CORP	COMMON SHS	80004C101	3515	55952	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	6120	139413	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	138	3140	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	1565	35639	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	1	25	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	208	4620	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	20127	446564	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	37649	835343	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	352	7800	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	3535	621200	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	16694	2933920	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	1362	120210	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	59029	5209950	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	12515	1104600	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	787	69450	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	619	32760	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	4006	211984	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	17005	899760	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	898	47500	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	15	770	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	1617	44182	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	21077	576040	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	77	2102	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	12	316	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	39742	3507685	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	4881	272700	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	837	21262	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1512	72534	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	233	11190	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	4265	204561	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	68657	3292920	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	1571	29207	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	4611	85730	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	251237	4670700	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	59	609	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	38860	400000	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	307	3160	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	49631	510874	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	20659	212650	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	738	7600	SH	DEFINE
SCHLUMBERGER LTD	CONVERTIBLE BD	806857AC2	14	10000	PRN	DEFINE
SCHLUMBERGER LTD	CONVERTIBLE BD	806857AC2	17940	13000000	PRN	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	4487	157400	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	344	12050	SH	DEFINE
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	63525	66000000	PRN	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	938	25082	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	306	8195	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COMMON SHS	810186106	231	5100	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	481604	24092251	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1340	67043	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	10635	532000	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	31797	1590644	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1707	85415	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	942	47107	SH	DEFINE

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

SEARS HOLDING CORP	COMMON SHS	812350106	294	2543	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	3624	295600	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	413	33700	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	34515	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	20	378	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	18	341	SH	DEFINE
SEMCO ENERGY INC	COMMON SHS	78412D109	731	130000	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	370	8253	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	287604	6414000	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	22035	1206720	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	5949	325800	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	7	400	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	41060	2248610	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	270	14800	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	2369	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	4875	256600	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	94	1818	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	5	100	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	36035	698350	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	557	10800	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	3356	170000	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	18933	959108	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	26304	3215600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	464	56720	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	17025	2081300	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1076	131600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	32277	3945890	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	168	14087	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	1253	128610	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	9130	937400	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	8768	900219	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	1005	103210	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	2197	225600	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	424	9333	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	333	8590	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	31	808	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	257	6625	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	6974	179800	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	5250	208850	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	79	3150	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	599	23825	SH	DEFINE
SHURGARD STORAGE CENTERS INC	REAL EST INV TR	82567D104	40395	712300	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	16875	197160	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	96	1116	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	394	4600	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	5141	64300	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	68167	852520	SH	DEFINE
SIERRA HEALTH SERVICES INC	CONVERTIBLE BD	826322AB5	8763	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	82208	6304300	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	5	361	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	13	1000	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	45281	3472473	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	361	5700	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	12658	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	2083	32916	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	7911	125000	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	17958	1370840	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	180	13710	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	14456	514981	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	1985	70700	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	3615	128800	SH	DEFINE

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

SIGNATURE BANK	COMMON SHS	82669G104	8844	315077	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	446	15900	SH	DEFINE
SIGNET GROUP PLC	AMER DEP RECPT	82668L872	1776	95000	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	9685	264190	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	104141	2840724	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	1697	46300	SH	DEFINE
SILVER WHEATON CORP	ORDINARY SHS	828336107	267	39500	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	406	5300	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	8533	111350	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	75979	991508	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PREF	828806802	609	9469	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PREF	828806802	64299	999980	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	3534	118600	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	545	18300	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	51933	1742706	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	536	18000	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	85	12710	SH	DEFINE
SIX FLAGS INC	CONVERTIBLE BD	83001PAJ8	13150	10000000	PRN	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	315210	15535256	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	113575	5597565	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	68	3376	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	24496	1207290	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	931	45870	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	3327	163969	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	2552	125783	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	63	3090	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1708	84204	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	24459	910600	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	21	800	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	3777	68569	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1659	35798	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	397	10700	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	35776	964041	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1406	47968	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	2415	54876	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	1980	45000	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	DEP RCPT PFD	833635105	9435	86400	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	153	41700	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	152	41409	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COMMON SHS	834453102	1493	150000	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	29603	1006889	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	4089	1099100	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	52	14000	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	488	131100	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	29955	734195	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	151	3707	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	69	1700	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	867	21255	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	493	16908	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	1577	45668	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	648128	18770000	SH	DEFINE
SOUTHERN COPPER CORPORATION	COMMON SHS	84265V105	52	775	SH	DEFINE
SOUTHERN COPPER CORPORATION	COMMON SHS	84265V105	134503	2008104	SH	DEFINE
SOUTHERN UNION CO	COMMON SHS	844030106	304	12850	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1071	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	487	29640	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	4261	259360	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	54750	3332337	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1303	79300	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	23	1380	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	2839	79000	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	374472	17320625	SH	DEFINE

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

SOVEREIGN BANCORP INC	COMMON SHS	845905108	1502	69462	SH	DEFINE
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	667	14200	SH	DEFINE
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	359	7650	SH	DEFINE
SPANSION INC	COMMON SHS	84649R101	19836	1425000	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	1952	217890	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	2085	631673	SH	DEFINE
SPIRIT FINANCE CORP	REAL EST INV TR	848568309	109	9600	SH	DEFINE
SPIRIT FINANCE CORP	REAL EST INV TR	848568309	109	9600	SH	DEFINE
SPIRIT FINANCE CORP	REAL EST INV TR	848568309	487	42900	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	16521	707229	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	1037	44376	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	556	23785	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	11700	500838	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	32161	1376759	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	10	443	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	19227	621623	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	95163	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	124236	1848203	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	159	2370	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	81	1200	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	67791	1008500	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	1972	39275	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	50621	1008390	SH	DEFINE
ST JUDE MEDICAL INC	CONVERTIBLE BD	790849AB9	501	500000	PRN	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	25685	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2391	53527	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2903	64980	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	24265	543200	SH	DEFINE
STAMPS.COM INC	COMMON SHS	852857200	2279	99280	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	70599	1413400	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	1	26	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	10808	376700	SH	DEFINE
STANDARD PACIFIC CORP	COMMON SHS	85375C101	13515	367242	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	524	10900	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	340	7080	SH	DEFINE
STANTEC INC	ORDINARY SHS	85472N109	31602	795022	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	9553	420640	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	3312	110364	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	6139	204560	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	1287	20160	SH	DEFINE
STATE NATIONAL BANCSHARES INC	COMMON SHS	B0LN3M0	47761	1882936	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	146339	2639600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	23	415	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	24170	435965	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	101	1483	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	105992	1563300	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	2115	31200	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	37204	1047700	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	2	48	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	15002	421880	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	15401	433100	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	1766	49670	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	12815	1488440	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	272	31600	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	33875	575320	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	27489	1098700	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	14	557	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	3615	144500	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	273	10900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	15234	608880	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	2930	253246	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	31	2300	SH	DEFINE

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

STORA ENSO OYJ	AMER DEP RECPT	86210M106	122	9030	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	108	7966	SH	DEFINE
STRATEGIC HOTEL CAPITAL INC	REAL EST INV TR	86272T106	45	2200	SH	DEFINE
STRATEGIC HOTEL CAPITAL INC	REAL EST INV TR	86272T106	494	24000	SH	DEFINE
STRAYER EDUCATION INC	COMMON SHS	863236105	2614	27900	SH	DEFINE
STRAYER EDUCATION INC	COMMON SHS	863236105	9857	105200	SH	DEFINE
STREETTRACKS GOLD TRUST	OPEN END MUT FD	863307104	887	17205	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	12725	286416	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	8886	200000	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	3456	110630	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	85	2718	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	252256	5398154	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	250	6224	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	221	5500	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	1	153	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6704	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	915	218260	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	105	25000	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	189869	2589600	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	217459	2965886	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	240	3800	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	303	4800	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	740	9446	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	31	400	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	15561	2958281	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	102	3000	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	22814	671200	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	6243	185200	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	105	3100	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	728	21600	SH	DEFINE
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	97	50000	PRN	DEFINE
SUNSTONE HOTEL INVESTORS INC	REAL EST INV TR	867892101	14449	543800	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	93876	1290209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	97	1336	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	2935	40339	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	4752	940900	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	17476	830219	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	6877	326700	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	53035	2519460	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	3816	181300	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	58223	2615600	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	22	1000	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	4788	215100	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	539	24200	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	4728	461300	SH	DEFINE
SUPERIOR WELL SERVICES INC	COMMON SHS	86837X105	801	33700	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	152	8660	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	3094	176815	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	5211	297743	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	576	32900	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	7	390	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	2339	101700	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	13816	600700	SH	DEFINE
SYMMETRY MEDICAL INC	COMMON SHS	871546206	1495	77100	SH	DEFINE
SYMMETRY MEDICAL INC	COMMON SHS	871546206	7731	398720	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	20649	1430000	SH	DEFINE
SYNGENTA AG	AMER DEP RECPT	87160A100	350	14069	SH	DEFINE
SYNIVERSE HOLDINGS INC	COMMON SHS	87163F106	1461	69900	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	7272	362536	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	7444	371070	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	6213	309724	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	10	500	SH	DEFINE

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

SYNOPSYS INC	COMMON SHS	871607107	8059	401733	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	807	40243	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	361	17982	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	1956	63000	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	1253	40370	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	17594	566648	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	40142	1292802	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	1546	49800	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	20	650	SH	DEFINE
T ROWE PRICE GROUP INC	COMMON SHS	74144T108	406	5641	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	2478	250000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1041	104998	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1	88	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	49845	5029811	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	823	83000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	218	21997	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	906	91384	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	197892	19968963	SH CALL	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	739	12000	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	31532	511875	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	18747	308300	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	5817	110000	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	238	4500	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	40	650	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	4736	394700	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	79	2740	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	158	5500	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	12881	448200	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	13701	249250	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	23972	436100	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	1907	34700	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	103	1881	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	2180	39650	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	19598	356516	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	41037	746542	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	941	17119	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	54025	629593	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	126	2300	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	9	160	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	11713	838422	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	175	12500	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	3405	236928	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	293	20395	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	518	19100	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	1	60	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	22	900	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	56988	2374507	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	1210	50400	SH	DEFINE
TECHNICAL OLYMPIC USA INC	COMMON SHS	878483106	666	31600	SH	DEFINE
TECHNIP SA	AMER DEP RECPT	878546209	2796	46000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	135796	7904294	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	365	21260	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	158056	9200000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	1732	100796	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	8671	504700	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	6440	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	25904	1130665	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	67942	1702800	SH	DEFINE
TEKELEC	COMMON SHS	879101103	2	145	SH	DEFINE
TEKELEC	COMMON SHS	879101103	3268	235100	SH	DEFINE
TEKELEC	COMMON SHS	879101103	391	28100	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	30263	1072778	SH	DEFINE

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

TEKTRONIX INC	COMMON SHS	879131100	5041	178700	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	144	5098	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	188328	6675920	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	2968	105200	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	189474	10573311	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	33275	1856889	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	24079	1343710	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	217	12100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	415	23160	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	119550	1839800	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	165	2537	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	32490	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	195	3000	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	403	38500	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1476	32786	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	166003	3687323	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	112	2491	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	95662	2124877	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	903	20049	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	28	612	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3184	70714	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	117	2600	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	809296	32791588	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	331015	13412282	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	92	3723	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	108093	4379790	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	1684	68240	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	15	613	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	134684	5457216	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	4149	168100	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	38042	853521	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2641	107014	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	1155	46806	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	102	4120	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	25	866	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	129	4374	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	256	8699	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	259	7200	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	461563	19377125	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	4215	176951	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	1022	60176	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	4564	268600	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	76087	4478349	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	945	55600	SH	DEFINE
TELLABS INC	COMMON SHS	879664100	0	45	SH	DEFINE
TELLABS INC	COMMON SHS	879664100	141	12950	SH	DEFINE
TELLABS INC	COMMON SHS	879664100	13	1180	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	150722	3229517	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	6671	165700	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	442485	9865880	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	8052	179530	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	6068	135300	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	269	6000	SH	DEFINE
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	267	13900	SH	DEFINE
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	210	10935	SH	SOLE
TEMPLETON EMERGING MARKETS FUND	CLOSE END MUT F	880191101	1341	69308	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	CLOSE END MUT F	880192109	35	2800	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	CLOSE END MUT F	880192109	177	14279	SH	SOLE
TEMPLETON GLOBAL INCOME FUND	CLOSE END MUT F	880198106	260	32380	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	CLOSE END MUT F	88022F105	603	11042	SH	SOLE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	492772	64330543	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	23282	3039370	SH	DEFINE

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

TENET HEALTHCARE CORP	COMMON SHS	88033G100	65	8519	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	13640	1780670	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	250	32700	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	930	121352	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	3192	416729	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	37280	2766909	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	371	48380	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1233	160999	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	513	66949	SH	DEFINE
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	578	16600	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	153	10500	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	78	1320	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	4	65	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	75676	1274015	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	1740	29300	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1763	41000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1	18	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	88251	2051862	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	13763	320000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	2346	54550	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	860	20000	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	6320	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	39872	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	2	42	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	16516	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	31349	977532	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	1	33	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	321	10000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	40415	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	306	3975	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	28531	516400	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	2385	43171	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	1126	50000	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	8470	376100	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	98	3249	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	414	13724	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	94625	3140570	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	2028	67300	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	20980	500000	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	28	660	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	136	3240	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	37939	956602	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	73	2124	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	46726	1166100	SH	DEFINE
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	123	4700	SH	DEFINE
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	314	12000	SH	DEFINE
THQ INC	COMMON SHS	872443403	4505	188900	SH	DEFINE
THQ INC	COMMON SHS	872443403	347	14550	SH	DEFINE
THQ INC	COMMON SHS	872443403	18133	760310	SH	DEFINE
THRESHOLD PHARMACEUTICALS INC	COMMON SHS	885807107	81	5600	SH	DEFINE
THRESHOLD PHARMACEUTICALS INC	COMMON SHS	885807107	4516	312500	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	5162	691000	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	619	82800	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	11649	262000	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	9	200	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	2423	54500	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	1	16	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	4149	108347	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	2106	55000	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	17929	550800	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	24	740	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	2	47	SH	DEFINE

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

TIME WARNER INC	COMMON SHS	2712165	301995	17669636	SH	DEFINE
TIME WARNER INC	COMMON SHS	2712165	77	4500	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	48433	2777100	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4234	242800	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	14972	858500	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	14	800	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	23544	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	5	300	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	9319	534328	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	2618	150128	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	2192	125700	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	3551	203600	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	155094	88930	SH CALL	DEFINE
TIMKEN CO	COMMON SHS	887389104	46375	1448300	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	700	489700	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	1304	56135	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	816	35130	SH	DEFINE
TNS INC	COMMON SHS	872960109	2708	141200	SH	DEFINE
TNS INC	COMMON SHS	872960109	4699	245000	SH	DEFINE
TNS INC	COMMON SHS	872960109	12238	638050	SH	DEFINE
TNS INC	COMMON SHS	872960109	537	28000	SH	DEFINE
TNT NV	AMER DEP RECPT	87260W101	1720	55000	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	138	3970	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	4195	121100	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	27044	780706	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	42224	2600000	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	7	454	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	3494	215170	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	651	22487	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	745	25750	SH	DEFINE
TOP TANKERS INC	COMMON SHS	Y8897Y107	2016	163905	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	306240	5507907	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	11250	202340	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1041	18730	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	638	11470	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1389	24980	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	272	4900	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	3135	56380	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	42267	760201	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	2013	36200	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1465	26340	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	647	11630	SH	DEFINE
TORONTO DOMINION BANK	ORDINARY SHS	891160509	61419	1004731	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	500	9493	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	27595	218318	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	5305	41966	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	8317	65797	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	8143	64421	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	1	10	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	1956	18700	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	757	7236	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	2	40	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	3526	66600	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	58	1100	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	16876	318780	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	5379	209700	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	115	4500	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	618	24100	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	1382	20563	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	3294	89875	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	45134	1231486	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	1569	49850	SH	DEFINE

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

TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	67	11150	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	7	96	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	5397	77440	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	11438	164120	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	2160	31000	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	210	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	7428	300000	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	13969	1083710	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	53	4100	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	5480	425174	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	1	15	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	2004	51096	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	1694	55972	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	2058	68000	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COMMON SHS	895919108	2388	132640	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	98	2760	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	5410	152450	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	988	27850	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	120807	3403979	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	1874	52790	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	581	50608	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	2808	244400	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	21527	1873525	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	79630	1806900	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	163	3698	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	60	2614	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	999	43600	SH	DEFINE
TRUE RELIGION APPAREL INC	COMMON SHS	89784N104	2926	190000	SH	DEFINE
TRUE RELIGION APPAREL INC	COMMON SHS	89784N104	80	5200	SH	DEFINE
TRUE RELIGION APPAREL INC	COMMON SHS	89784N104	345	22400	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COMMON SHS	89816T103	102989	5116213	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	12503	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	76	6085	SH	DEFINE
TRUSTEE PROPERTIES INC	REAL EST INV TR	898404108	813	55631	SH	DEFINE
TRUSTEE PROPERTIES INC	REAL EST INV TR	898404108	10256	701500	SH	DEFINE
TRUSTEE PROPERTIES INC	REAL EST INV TR	898404108	325	22200	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	9756	466343	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	2366	113110	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	52495	2509345	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	1732	82800	SH	DEFINE
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	3684	1195978	SH	DEFINE
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	437	141722	SH	DEFINE
TUPPERWARE BRANDS CORP	COMMON SHS	899896104	271	12100	SH	DEFINE
TXU CORP	COMMON SHS	873168108	114	2280	SH	DEFINE
TXU CORP	COMMON SHS	873168108	4632	92292	SH	DEFINE
TXU CORP	COMMON SHS	873168108	62138	1238050	SH	DEFINE
TXU CORP	COMMON SHS	873168108	391	7800	SH	DEFINE
TXU CORP	COMMON SHS	873168108	5	100	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	10	8000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	7628	6000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	792002	27442893	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	18725	648820	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1674	58020	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	379398	13146170	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	94	3270	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	44735	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	17097	592396	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	2595	89908	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	52545	1820696	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1129	39110	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	4988	172840	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	29272	1014260	SH	DEFINE

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

TYCO INTERNATIONAL LTD	COMMON SHS	902124106	3068	106300	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1441	49916	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	628	21745	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	164	7770	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	47914	2276200	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	99	10000	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2423	25465	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	152	1600	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	890	9350	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	50	2823	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	47615	2663040	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	579	32400	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COMMON SHS	90385D107	641	33600	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COMMON SHS	90385D107	6920	362860	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	5969	93400	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	179	2797	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	9487	332526	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	2212	34800	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	196069	3084300	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	458	6670	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	4797	69882	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	499	7262	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	1961	28569	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	19991	291200	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	101	2525	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	230	5740	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	4096	102100	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	12	310	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	65396	1630000	SH CALL	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	4	55	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	24153	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	13661	169677	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	3987	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	10674	404320	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	2887	38413	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	323	4300	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	59633	793520	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	27170	361540	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	552	7350	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	827	11000	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	85954	1788100	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	464	9644	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	1755	36500	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	44059	908439	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	4498	139900	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	4676	145446	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	47816	1487285	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	545	16950	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	189174	3383542	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	78	1400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	44728	800000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	4988	89215	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	47581	851035	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	53800	962256	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	492	8800	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	2348	42000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	18	320	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	101	1621	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	2	28	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	38009	611666	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	38429	618426	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	416	6700	SH	DEFINE

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

UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	311	5000	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	686	15220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	34952	850000	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	9071	209200	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	8893	15500000	PRN	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	213	7260	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	206	7025	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	33840	1151418	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	749	25500	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	12	400	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2451	107725	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	60	2366	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	4	150	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	42873	1693922	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	1136	44900	SH	DEFINE
US BANCORP	COMMON SHS	902973304	7290	243892	SH	DEFINE
US BANCORP	COMMON SHS	902973304	141948	4749012	SH	DEFINE
US BANCORP	COMMON SHS	902973304	3685	123302	SH	DEFINE
US BANCORP	COMMON SHS	902973304	1335	44650	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8828	295360	SH	DEFINE
US BANCORP	COMMON SHS	902973304	27723	927500	SH	DEFINE
V F CORP	COMMON SHS	918204108	27670	500000	SH	DEFINE
V F CORP	COMMON SHS	918204108	620	11200	SH	DEFINE
V F CORP	COMMON SHS	918204108	6	105	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	50371	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	4178	126500	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	95	2879	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	502	15200	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	106977	5916853	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	3715	205500	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	154	8530	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	1183	22920	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	7572	146746	SH	DEFINE
VALLEY NATIONAL BANCORP	COMMON SHS	919794107	222	9195	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	3819	210900	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	0	1	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	17492	965870	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	23432	588886	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	4727	118800	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	57027	1433210	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	621	15600	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	110	2179	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	199313	3959329	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	2577	51200	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	12727	289700	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	8746	199100	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	49229	1120620	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	76	2696	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	5651	200400	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	846	30000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	152845	5420028	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	1582	56100	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	271	9979	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	21728	800000	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	95280	2975630	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	47996	1498930	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	727	22700	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	69	3131	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	208	9500	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	61122	2788400	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	1425	65000	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1446	47997	SH	DEFINE

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

VERIZON COMMUNICATIONS	COMMON SHS	92343V104	157274	5221590	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	739	24538	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	47254	1568871	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	398488	13230028	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	846	28100	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	9	290	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	241	8000	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	2954	90172	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	459	14000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	204	6250	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	8860	271769	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	6399	196300	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	1359	41700	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	21	640	SH	DEFINE
VIACOM INC	COMMON SHS	92553P102	4000	100000	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	128562	3097885	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	1367	32942	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	2075	50000	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	36450	878307	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	14994	560936	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	7289	272700	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	33437	1250908	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	6939	115175	SH	DEFINE
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	1010	22825	SH	DEFINE
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	864	19540	SH	DEFINE
VINTAGE PETROLEUM INC	COMMON SHS	927460105	100152	1877960	SH	DEFINE
VINTAGE PETROLEUM INC	COMMON SHS	927460105	136	2550	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	8736	4550000	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	65495	3050550	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	105	4880	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	10831	504493	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	2147	100000	SH	DEFINE
VOLCOM INC	COMMON SHS	92864N101	4435	130400	SH	DEFINE
VOLCOM INC	COMMON SHS	92864N101	517	15200	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	1875	39833	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	31	660	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	94	2000	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	237	2834	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1302	15600	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	77978	934200	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	15640	1272600	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	4166	339000	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	34090	1789500	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	5	273	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	3606	189300	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	15582	817960	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	6106	227000	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	67	2500	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	697	25900	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	8590	162500	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	5936	112300	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	5912	111836	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	352	6650	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	55158	1043474	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	45557	861852	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	999	18900	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	9	170	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	3602	76960	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	2540	54269	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	8027	171526	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	38868	830510	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	69657	1488396	SH	DEFINE

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

WAL-MART STORES INC	COMMON SHS	931142103	1788	38200	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	307	6550	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	29	620	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	147	3310	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	19899	449599	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	38697	874319	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	686	15500	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	8	190	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	1	32	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	23970	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	237	9872	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	52731	2199875	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	18355	765748	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	978	40800	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	330	13750	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	10	420	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	240	10000	SH	DEFINE
WALT DISNEY CO	CONVERTIBLE BD	254687AU0	19	19000	PRN	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	6020	225300	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	1045	39093	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	641	24000	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	115419	2653303	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6127	140850	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	1767	40632	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9629	221349	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	26021	598175	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	422757	552623	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	1599	2090	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	13657	396316	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	1720	49900	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	9452	274300	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	28277	931700	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2668	87921	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	85	2800	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	99	3260	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	17296	569900	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	177	4695	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	18900	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	1315	34792	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	120742	3194233	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	2457	65000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	44405	1365900	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	1292	39749	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	18465	609600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	48	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	8	265	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	949	26224	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	16627	459300	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	3	78	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	169	4665	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	3890	107450	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	368	17000	SH	DEFINE
WEBMD HEALTH CORP	COMMON SHS	94770V102	1987	68400	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	10603	1375195	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	6045	784000	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	524	68000	SH	DEFINE
WEBSense INC	COMMON SHS	947684106	5	79	SH	DEFINE
WEBSense INC	COMMON SHS	947684106	2407	36670	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	99	2000	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	86094	1741733	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	1982	40100	SH	DEFINE

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

WELLPOINT INC	COMMON SHS	94973V107	11	136	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	367	4600	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	2210	27703	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	90993	1140402	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	1340	16800	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	16	200	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	2868	45650	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	1546	24604	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	11218	178546	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	35121	558988	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	72605	1155572	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	666	10600	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	132	2100	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	13	200	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	651	11775	SH	DEFINE
WEST CORP	COMMON SHS	952355105	4	87	SH	DEFINE
WEST CORP	COMMON SHS	952355105	6932	164450	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	21198	1516290	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	24458	1749500	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	322	23000	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	2136	152760	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	92460	3693973	SH	DEFINE
WESTAMERICA BANCORP	COMMON SHS	957090103	1247	23500	SH	DEFINE
WESTAMERICA BANCORP	COMMON SHS	957090103	5450	102687	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	19350	900000	SH	DEFINE
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	1036	22000	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	54990	1908700	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	2642	91700	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	12750	442560	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1132274	17067748	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2874	43318	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	8507	15230	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	1113158	1992943	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	531	950	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	1	47	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	202	7330	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	60	780	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	21709	280518	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	53380	689750	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	697	9000	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	240	19900	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	142	6150	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	1457	62900	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	8449	364640	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	517	22300	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	6	280	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	384	8900	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	526617	14256007	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	14209	384642	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2968	80350	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	10174	275409	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	1111	30064	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	524	14192	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	70	1800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	351	9010	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	0	5	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	129	8700	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	490	33000	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	3	104	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	3608	108400	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	16985	510360	SH	DEFINE
WIPRO LTD	AMER DEP RECPT	97651M109	4830	404150	SH	DEFINE

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

WISCONSIN ENERGY CORP	COMMON SHS	976657106	1557	39850	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	42966	1100000	SH	DEFINE
WITNESS SYSTEMS INC	COMMON SHS	977424100	2461	125100	SH	DEFINE
WITNESS SYSTEMS INC	COMMON SHS	977424100	10868	552500	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	1	12	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	931	14000	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	17036	256213	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309409	3241	60025	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309409	19	350	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	20473	1003570	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	549	26900	SH	DEFINE
WYETH	COMMON SHS	983024100	19635	426200	SH	DEFINE
WYETH	COMMON SHS	983024100	2685	58280	SH	DEFINE
WYETH	COMMON SHS	983024100	151883	3296780	SH	DEFINE
WYETH	COMMON SHS	983024100	359	7784	SH	DEFINE
WYETH	COMMON SHS	983024100	27642	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	1503	32634	SH	DEFINE
WYETH	COMMON SHS	983024100	24336	528250	SH	DEFINE
WYETH	COMMON SHS	983024100	34942	758460	SH	DEFINE
WYETH	COMMON SHS	983024100	501	10880	SH	DEFINE
WYETH	CONV FLT RATE	983024AD2	1037	10000	PRN	DEFINE
X-RITE INC	COMMON SHS	983857103	5383	538311	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	8232	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	16208	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	8	423	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	280	15183	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	139862	7576500	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	609	41563	SH	DEFINE
XILINX INC	COMMON SHS	983919101	198	7840	SH	DEFINE
XILINX INC	COMMON SHS	983919101	441	17500	SH	DEFINE
XILINX INC	COMMON SHS	983919101	45226	1793954	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	598303	8879529	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	185098	2747074	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	112	1659	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	36560	542590	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	861	12773	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	6480	96175	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	1230	18248	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	3444	51111	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	38675	573986	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	1792	26589	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	1388	20599	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	708	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	1387	50860	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	87	3197	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	248	9100	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	91453	3352384	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	1222	44800	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	90	2041	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	49474	1125950	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	2	48	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	62688	1600000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	1083	27630	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	124287	3172211	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	551	71500	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	29498	3830940	SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1454	31007	SH	DEFINE
ZALE CORP	COMMON SHS	988858106	38980	1549900	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	325	133100	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	2665	1092100	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	4316	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	279	4130	SH	DEFINE

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

ZIMMER HOLDINGS INC	COMMON SHS	98956P102	58282	864206 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	52548	779188 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	1025	15200 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	2907	43100 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	13	190 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	540	8000 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	1310	30300 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	43	1000 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	34429	796598 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	488	11300 SH	DEFINE

GRAND TOTAL			133745110		