

FRANKLIN RESOURCES INC  
Form 4  
May 30, 2007

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON GREGORY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN MATEO, CA 944031906

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.10	05/25/2007		S		100 D \$ 133.74	534,224 (1)	D
Common Stock, par value \$.10	05/25/2007		S		100 D \$ 133.73	534,124 (1)	D
Common Stock, par value \$.10	05/25/2007		S		100 D \$ 133.72	534,024 (1)	D

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Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.7	533,724 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	500	D	\$ 133.65	533,224 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.62	532,924 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	2,000	D	\$ 133.6	530,924 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	700	D	\$ 133.42	530,224 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	1,200	D	\$ 133.41	529,024 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	1,000	D	\$ 133.4	528,024 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	800	D	\$ 133.39	527,224 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 138.38	527,024 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	3,500	D	\$ 133.37	523,524 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 133.35	523,324 <sup>(1)</sup>	D	
Common Stock, par value \$.10	05/25/2007	S	400	D	\$ 133.34	522,924 <sup>(1)</sup>	D	
Common Stock, par value \$.10						16,148 <sup>(2)</sup>	I	As a Trustee for Minor Child
Common Stock, par value \$.10						1,377.46 <sup>(3)</sup>	I	By 401(k)
						3,816 <sup>(4)</sup>	I	By Spouse



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- (3) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of March 15, 2007.
- (4) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.

### **Remarks:**

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.