

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

FRANKLIN RESOURCES INC  
Form 13F-HR/A  
September 22, 2008

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

Form 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment [ X ]; Amendment Number: 2  
This Amendment (Check only one.): [ X ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-00734

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: Robert C. Rosselot  
Title: Assistant Secretary  
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT                      Fort Lauderdale, FL                      September 22, 2008  
[Signature]                                      [City,State]                                      [Date]

Report Type (Check only one.):

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

FORM 13F SUMMARY PAGE

# Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

Report Summary:

Number of Other Included Managers:	15
Form 13F Information Table Entry Total:	3928
Form 13F Information Table Value Total:	\$136,080,772 (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.

Form 13F No.	File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-05825	Franklin Investment Advisory Services, LLC
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE  
FOR THE PERIOD ENDED 06/30/2008  
REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3COM CORP	COM	885535104	55	26000	SH		DEFINE
3M CO	COM	88579Y101	3744	53800	SH		DEFINE
3M CO	COM	88579Y101	592044	8507603	SH		DEFINE
3M CO	COM	88579Y101	59499	855000	SH		DEFINE
3M CO	COM	88579Y101	23115	332161	SH		DEFINE
3M CO	COM	88579Y101	46	660	SH		DEFINE

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

3M CO	COM	88579Y101	25447	365942	SH	DEFINE
3M CO	COM	88579Y101	271	3900	SH	DEFINE
3M CO	COM	88579Y101	1601	23000	SH	DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	4774	323244	SH	DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	292	19740	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	43401	1532520	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1637	57817	SH	DEFINE
ABBOTT LABS	COM	002824100	5732	108210	SH	DEFINE
ABBOTT LABS	COM	002824100	3769	71160	SH	DEFINE
ABBOTT LABS	COM	002824100	21188	400000	SH	DEFINE
ABBOTT LABS	COM	002824100	42448	801367	SH	DEFINE
ABBOTT LABS	COM	002824100	212	4000	SH	DEFINE
ABBOTT LABS	COM	002824100	13	240	SH	DEFINE
ABBOTT LABS	COM	002824100	23105	436188	SH	DEFINE
ABBOTT LABS	COM	002824100	13636	257421	SH	DEFINE
ABBOTT LABS	COM	002824100	773	14577	SH	DEFINE
ABBOTT LABS	COM	002824100	1735	32753	SH	DEFINE
ABBOTT LABS	COM	002824100	93187	1759240	SH	DEFINE
ABBOTT LABS	COM	002824100	20437	385827	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	5261	576850	SH	DEFINE
ABITIBIBOWATER INC	COM	003687100	12332	1321711	SH	DEFINE
ABITIBIBOWATER INC	COM	003687100	3572	382896	SH	DEFINE
ABITIBIBOWATER INC	COM	003687100	0	1	SH	DEFINE
ABM INDS INC	COM	000957100	86056	3867695	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	8135	199775	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	26363	647410	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	6113	150125	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	147472	3621607	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	2619	63401	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	362	8900	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	1287236	31611889	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	40460	993614	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	200	4900	SH	DEFINE
ACE LTD	ORD	G0070K103	129	2350	SH	DEFINE
ACE LTD	ORD	G0070K103	684	12409	SH	DEFINE
ACE LTD	ORD	G0070K103	5311	96405	SH	DEFINE
ACE LTD	ORD	G0070K103	5661	102760	SH	DEFINE
ACE LTD	ORD	G0070K103	76260	1384284	SH	DEFINE
ACE LTD	ORD	G0070K103	13306	240883	SH	DEFINE
ACE LTD	ORD	G0070K103	1562	28362	SH	DEFINE
ACE LTD	ORD	G0070K103	151572	2751358	SH	DEFINE
ACE LTD	ORD	G0070K103	299483	5436247	SH	DEFINE
ACE LTD	ORD	G0070K103	143	2590	SH	DEFINE
ACTEL CORP	COM	004934105	19879	1179121	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	310894	9125160	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	299	8781	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	5513	161800	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	3386	99378	SH	DEFINE
ADOBE SYS INC	COM	00724F101	95379	2421410	SH	DEFINE
ADOBE SYS INC	COM	00724F101	30590	776604	SH	DEFINE
ADOBE SYS INC	COM	00724F101	315	8000	SH	DEFINE
ADOBE SYS INC	COM	00724F101	345	8760	SH	DEFINE
ADOBE SYS INC	COM	00724F101	142	3600	SH	DEFINE
ADOBE SYS INC	COM	00724F101	500	12700	SH	DEFINE
ADOBE SYS INC	COM	00724F101	528	13400	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	3901	944600	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	2900	702211	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	214	51700	SH	DEFINE
ADVANCED LIFE SCIENCES HLDGS	COM	00765H107	396	377400	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	952	50780	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	1666	88888	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	2290	70400	SH	DEFINE

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

AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	6230	153100	SH	DEFINE
AEGON N V	NY REGISTRY SH	007924103	287	21901	SH	DEFINE
AERCAP HOLDINGS NV	SHS	N00985106	196	15500	SH	DEFINE
AEROPOSTALE	COM	007865108	5840	186400	SH	DEFINE
AEROPOSTALE	COM	007865108	44	1410	SH	DEFINE
AES CORP	COM	00130H105	1869	97292	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	510	485500	SH	DEFINE
AETNA INC NEW	COM	00817Y108	2152	53100	SH	DEFINE
AETNA INC NEW	COM	00817Y108	371	9160	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	127670	1417609	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	13309	147779	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	234	2600	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1961	21778	SH	DEFINE
AFLAC INC	COM	001055102	190790	3038050	SH	DEFINE
AFLAC INC	COM	001055102	92778	1477350	SH	DEFINE
AFLAC INC	COM	001055102	5338	85000	SH	DEFINE
AFLAC INC	COM	001055102	34474	548948	SH	DEFINE
AFLAC INC	COM	001055102	2606	41500	SH	DEFINE
AFLAC INC	COM	001055102	30	470	SH	DEFINE
AFLAC INC	COM	001055102	3977	63330	SH	DEFINE
AFLAC INC	COM	001055102	214	3400	SH	DEFINE
AFLAC INC	COM	001055102	1916	30505	SH	DEFINE
AGCO CORP	COM	001084102	4093	78100	SH	DEFINE
AGCO CORP	COM	001084102	532	10157	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	46586	1310810	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14216	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	4634	130377	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	1972	55500	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	17	490	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	300	8440	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	124	3500	SH	DEFINE
AGL RES INC	COM	001204106	98899	2860000	SH	DEFINE
AGL RES INC	COM	001204106	21	600	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	96681	1300000	SH	DEFINE
AGRIUM INC	COM	008916108	5	50	SH	DEFINE
AGRIUM INC	COM	008916108	6678	62100	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	2076	21000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	49430	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	12367	125094	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	173	1750	SH	OTHER
AIR TRANSPORT SERVICES GRP I	COM	00922R105	1825	1825000	SH	DEFINE
AIRGAS INC	COM	009363102	51290	878400	SH	DEFINE
AIRGAS INC	COM	009363102	25	421	SH	DEFINE
AK STL HLDG CORP	COM	001547108	5978	86640	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	247	7100	SH	DEFINE
ALAMO GROUP INC	COM	011311107	2232	108400	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	20718	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	7670	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	63530	2418329	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	7	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	63	2400	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	302	49927	SH	DEFINE
ALCOA INC	COM	013817101	3815	107100	SH	DEFINE
ALCOA INC	COM	013817101	45495	1277240	SH	DEFINE
ALCOA INC	COM	013817101	5872	164861	SH	DEFINE
ALCOA INC	COM	013817101	300022	8422845	SH	DEFINE
ALCOA INC	COM	013817101	1993	56678	SH	DEFINE
ALCOA INC	COM	013817101	1738	48801	SH	DEFINE
ALCON INC	COM SHS	H01301102	12209	75000	SH	DEFINE
ALCON INC	COM SHS	H01301102	260	1600	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	5858	128595	SH	DEFINE
ALEXANDERS INC	COM	014752109	160779	517640	SH	DEFINE

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

ALEXION PHARMACEUTICALS INC	COM	015351109	4265	58830	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	341	4700	SH	DEFINE
ALKERMES INC	COM	01642T108	2997	242500	SH	DEFINE
ALKERMES INC	COM	01642T108	124	10000	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	35	104	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	274210	825810	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	8836	475300	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	1811	97400	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	141	7600	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	4701	252536	SH	DEFINE
ALLERGAN INC	COM	018490102	1291	24808	SH	DEFINE
ALLERGAN INC	COM	018490102	41640	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	13658	262405	SH	DEFINE
ALLERGAN INC	COM	018490102	479	9200	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	113055	1999210	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	156	2750	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	242478	4287850	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1864	32963	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	18760	3671200	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	5637	1103110	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1176	21500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	17023	311318	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	3718	68000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1203	22000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	42996	1255000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	55	1600	SH	DEFINE
ALLIED CAP CORP NEW	COM	01903Q108	232	16730	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	1414	45927	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	123	4000	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	3955	128465	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	1628	131200	SH	DEFINE
ALLSTATE CORP	COM	020002101	5562	122000	SH	DEFINE
ALLSTATE CORP	COM	020002101	7376	161789	SH	DEFINE
ALLSTATE CORP	COM	020002101	105	2300	SH	DEFINE
ALLSTATE CORP	COM	020002101	15151	332335	SH	DEFINE
ALLSTATE CORP	COM	020002101	91	2000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4533	220460	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4962	241351	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	62	3000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	259296	12611675	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7	350	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	3899	189640	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	60	2900	SH	DEFINE
ALUMINA LTD	SPONSORED ADR	022205108	3	189	SH	DEFINE
ALUMINA LTD	SPONSORED ADR	022205108	7574	414565	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	13500	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	216	6340	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	58	1700	SH	DEFINE
AMAZON COM INC	COM	023135106	24259	330820	SH	DEFINE
AMAZON COM INC	COM	023135106	183	2500	SH	DEFINE
AMAZON COM INC	NOTE 4.750% 2/00	0023135AF3	17200	16000000	PRN	DEFINE
AMB PROPERTY CORP	COM	00163T109	54	1075	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	589	11700	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	1028	20400	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	14907	295900	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	36	710	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	171	3400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	101	75400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	0	100	SH	DEFINE
AMDOCS LTD	ORD	G02602103	1325	45050	SH	DEFINE
AMEDISYS INC	COM	023436108	1296	25701	SH	DEFINE
AMEREN CORP	COM	023608102	670190	15870000	SH	DEFINE

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

AMEREN CORP	COM	023608102	2704	64026	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	107226	2032720	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	50904	964997	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	5908	112000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	48150	912800	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	476	9024	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	354060	6712029	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1741	33000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	3772	71500	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	11985	1500000	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	447712	11128800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	3113	77384	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	80	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM	025537101	193	4800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	14	350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	21124	560760	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	17338	460262	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	137986	3663019	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8	200	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	130	3450	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	53	1400	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	164049	6199877	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	21524	813470	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	33634	1271110	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	236232	8927900	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	10107	381971	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	6411	242302	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	22100	835213	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	86292	3261215	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2498	90140	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	1212	45790	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	591709	22362406	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	32267	1219482	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	213	8067	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	367800	6203400	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	1943	32775	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	89	1500	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	83876	5610430	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	4805	321390	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	419	28000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	14106	943511	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/0	02744MAA6	14700	15000000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	83303	849854	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	11844	687000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	133508	3159947	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4859	115000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	17999	426003	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	6211	147000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	833	19706	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1458	34500	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	24669	1167510	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	11090	500000	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2714	66726	SH	DEFINE
AMETEK INC NEW	COM	031100100	186937	3958850	SH	DEFINE
AMETEK INC NEW	COM	031100100	1580	33455	SH	DEFINE
AMETEK INC NEW	COM	031100100	2745	58136	SH	DEFINE
AMGEN INC	COM	031162100	29215	619480	SH	DEFINE
AMGEN INC	COM	031162100	43953	932000	SH	DEFINE
AMGEN INC	COM	031162100	8052	170748	SH	DEFINE
AMGEN INC	COM	031162100	71	1500	SH	DEFINE
AMGEN INC	COM	031162100	23541	499180	SH	DEFINE
AMGEN INC	COM	031162100	8471	179619	SH	DEFINE

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

AMGEN INC	COM	031162100	47292	1002800	SH	DEFINE
AMGEN INC	COM	031162100	171554	3637696	SH	DEFINE
AMGEN INC	COM	031162100	4384	94512	SH	DEFINE
AMGEN INC	COM	031162100	2885	61170	SH	DEFINE
AMGEN INC	COM	031162100	953948	20227900	SH	DEFINE
AMGEN INC	COM	031162100	50898	1079256	SH	DEFINE
AMGEN INC	COM	031162100	160	3400	SH	DEFINE
AMGEN INC	NOTE	0.375% 2/0031162AQ3	30794	35600000	PRN	DEFINE
AMICUS THERAPEUTICS INC	COM	03152W109	516	48331	SH	DEFINE
AMR CORP	COM	001765106	10240	2000000	SH	DEFINE
AMR CORP	COM	001765106	1	288	SH	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	10594	840831	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	6771	90470	SH	DEFINE
ANADIGICS INC	COM	032515108	4735	480710	SH	DEFINE
ANADIGICS INC	COM	032515108	378	38400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	322	10136	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	8533	2863500	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	21062	7067630	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	11065	312121	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	48	1346	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	2	60	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	204228	6016739	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	115	3376	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	31276	503480	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	43272	696580	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	225964	3637541	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	22	360	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	4333	69868	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	149	2400	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	1067	17181	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	105	6774	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	4708	303570	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	3262	210300	SH	DEFINE
ANSOFT CORP	COM	036384105	5611	154150	SH	DEFINE
ANSOFT CORP	COM	036384105	568	15600	SH	DEFINE
ANSYS INC	COM	03662Q105	16615	352600	SH	DEFINE
AON CORP	COM	037389103	2516	54760	SH	DEFINE
AON CORP	COM	037389103	55	1200	SH	DEFINE
AON CORP	COM	037389103	3365	73244	SH	DEFINE
AON CORP	COM	037389103	29606	644440	SH	DEFINE
AON CORP	COM	037389103	118931	2588826	SH	DEFINE
AON CORP	COM	037389103	2998	64560	SH	DEFINE
AON CORP	COM	037389103	1973	42940	SH	DEFINE
AON CORP	COM	037389103	628	13662	SH	DEFINE
AON CORP	COM	037389103	29111	633683	SH	DEFINE
APACHE CORP	COM	037411105	6186	44500	SH	DEFINE
APACHE CORP	COM	037411105	44514	320248	SH	DEFINE
APACHE CORP	COM	037411105	520	3740	SH	DEFINE
APACHE CORP	COM	037411105	5574	40100	SH	DEFINE
APEX SILVER MINES LTD	ORD	G04074103	982	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	39839	2465300	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	39	873	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	5502	124300	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	2960	206582	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	101	7063	SH	DEFINE
APPLE INC	COM	037833100	198756	1187030	SH	DEFINE
APPLE INC	COM	037833100	133952	800000	SH	DEFINE
APPLE INC	COM	037833100	81644	487602	SH	DEFINE
APPLE INC	COM	037833100	3684	22000	SH	DEFINE
APPLE INC	COM	037833100	27	160	SH	DEFINE
APPLE INC	COM	037833100	464	2770	SH	DEFINE
APPLE INC	COM	037833100	167	1000	SH	DEFINE

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

APPLE INC	COM	037833100	991	5921	SH	DEFINE
APPLE INC	COM	037833100	2738	16350	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	33312	1378250	SH	DEFINE
APPLIED MATLS INC	COM	038222105	564	29550	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2872	150435	SH	DEFINE
APTARGROUP INC	COM	038336103	31014	739300	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	190	11866	SH	DEFINE
AQUILA INC	COM	03840P102	791	209710	SH	DEFINE
AQUILA INC	COM	03840P102	169	45890	SH	DEFINE
AQUILA INC	COM	03840P102	61393	16284718	SH	DEFINE
AQUILA INC	COM	03840P102	36684	9730447	SH	DEFINE
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	12335	168075	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	9384	1046100	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	2423	24454	SH	DEFINE
ARCH COAL INC	COM	039380100	21376	284900	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	8166	241942	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	17536	400000	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	22	648	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6407	190910	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	1772	738300	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	SHS	G0474B105	3007	619900	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	18320	500000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	4797	206600	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	10227	350000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	27124	928264	SH	DEFINE
ARQULE INC	COM	04269E107	2570	790800	SH	DEFINE
ARQULE INC	COM	04269E107	228	70000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	209	24696	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	3650	431900	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	296	35000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	137	16200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	265	8640	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	6393	1997730	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	482	150700	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	4784	1495460	SH	DEFINE
ASHLAND INC NEW	COM	044209104	12848	266546	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	58099	2454550	SH	DEFINE
ASSURANT INC	COM	04621X108	52814	800700	SH	DEFINE
ASSURANT INC	COM	04621X108	21982	333270	SH	DEFINE
ASSURANT INC	COM	04621X108	321	4860	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	5487	305000	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	7933	440991	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1887	44363	SH	DEFINE
AT&T INC	COM	00206R102	1603108	47584102	SH	DEFINE
AT&T INC	COM	00206R102	42506	1261681	SH	DEFINE
AT&T INC	COM	00206R102	168	5000	SH	DEFINE
AT&T INC	COM	00206R102	46	1366	SH	DEFINE
AT&T INC	COM	00206R102	25930	771876	SH	DEFINE
AT&T INC	COM	00206R102	22451	666411	SH	DEFINE
AT&T INC	COM	00206R102	2978	88402	SH	DEFINE
AT&T INC	COM	00206R102	1255	37255	SH	DEFINE
AT&T INC	COM	00206R102	10559	313430	SH	DEFINE
AT&T INC	COM	00206R102	270	8000	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	14267	475570	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	4554	151800	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	345	11500	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	11279	410000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	45353	1645000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	139780	5070000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	18	641	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	32838	264100	SH	DEFINE
AUTODESK INC	COM	052769106	48041	1420910	SH	DEFINE

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

AUTODESK INC	COM	052769106	3959	117090	SH	DEFINE
AUTODESK INC	COM	052769106	3638	107600	SH	DEFINE
AUTODESK INC	COM	052769106	277	8191	SH	DEFINE
AUTODESK INC	COM	052769106	1200	35500	SH	DEFINE
AUTOLIV INC	COM	052800109	1790	38400	SH	DEFINE
AUTOLIV INC	COM	052800109	11655	250000	SH	DEFINE
AUTOLIV INC	COM	052800109	270	5800	SH	DEFINE
AUTOLIV INC	COM	052800109	950	20373	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	29330	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	9758	232891	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	176	4210	SH	OTHER
AUTOMATIC DATA PROCESSING IN	COM	053015103	2	50	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	205	2300	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	219	2455	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	954	10700	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	1765	19800	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	25321	283998	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	67	755	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	348	3900	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	25780	586854	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	20296	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	489	11120	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	44	1000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	767	17450	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	268	6100	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	31	700	SH	DEFINE
AVISTA CORP	COM	05379B107	13031	607200	SH	DEFINE
AVOCENT CORP	COM	053893103	37330	2007000	SH	DEFINE
AVON PRODS INC	COM	054303102	16616	461289	SH	DEFINE
AVON PRODS INC	COM	054303102	448	12430	SH	DEFINE
AVON PRODS INC	COM	054303102	2	50	SH	DEFINE
AXA	SPONSORED ADR	054536107	561	19080	SH	DEFINE
AXA	SPONSORED ADR	054536107	314	10680	SH	DEFINE
AXA	SPONSORED ADR	054536107	27307	915170	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1025	34370	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	11079	35400	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	47	150	SH	DEFINE
BAKER HUGHES INC	COM	057224107	7424	85000	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1407	16105	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	4176	238875	SH	DEFINE
BALL CORP	COM	058498106	476	9980	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	1996	105197	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	429882	21010869	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	21994	1074954	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	356	17420	SH	DEFINE
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	1243	61211	SH	DEFINE
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	19402	1198403	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	191	11500	SH	DEFINE
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	3286	76400	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	150	8272	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	17598	961648	SH	DEFINE
BANK HAWAII CORP	COM	062540109	630	13178	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	648	14132	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3765	157727	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	709225	29711965	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	21953	919673	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	143	6000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	5964	249855	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3006	125914	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	15192	635266	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	65469	2742738	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1644	68892	SH	DEFINE

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

BANK OF AMERICA CORPORATION	COM	060505104	727	30470	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	56449	2364849	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	11044	462657	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	49	2050	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3802	100500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	16646	440012	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	98	2600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	23596	623750	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	59026	1560301	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	9590	253491	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	410	10849	SH	DEFINE
BANKUNITED FINL CORP	CL A	06652B103	357	372090	SH	DEFINE
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	3590	145983	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	17	750	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	2786	120330	SH	DEFINE
BARD C R INC	COM	067383109	72439	823635	SH	DEFINE
BARD C R INC	COM	067383109	1552	17642	SH	DEFINE
BARD C R INC	COM	067383109	1650	18761	SH	DEFINE
BARR PHARMACEUTICALS INC	COM	068306109	4134	91700	SH	DEFINE
BARR PHARMACEUTICALS INC	COM	068306109	79	1750	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	127229	2141550	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	6199	104340	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	463	7800	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	9127	153636	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	158530	3484183	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	614	13493	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	7518	637100	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	12	1000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3652	57110	SH	DEFINE
BAXTER INTL INC	COM	071813109	25576	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3861	60391	SH	DEFINE
BAXTER INTL INC	COM	071813109	267	4170	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	6726	1269025	SH	DEFINE
BCE INC	COM NEW	05534B760	5136	147546	SH	DEFINE
BE AEROSPACE INC	COM	073302101	11524	494800	SH	DEFINE
BE AEROSPACE INC	COM	073302101	5231	224609	SH	DEFINE
BE AEROSPACE INC	COM	073302101	1558	66900	SH	DEFINE
BEARINGPOINT INC	COM	074002106	10073	12435368	SH	DEFINE
BEARINGPOINT INC	COM	074002106	33	40700	SH	DEFINE
BEAZER HOMES USA INC	COM	07556Q105	17818	3198991	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	452	6700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	105943	1303112	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	4938	60737	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1813	22300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	106	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	1929	68650	SH	DEFINE
BEMIS INC	COM	081437105	68672	3062989	SH	DEFINE
BEMIS INC	COM	081437105	8016	357558	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	42120	2577700	SH	DEFINE
BERKLEY W R CORP	COM	084423102	987	40859	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	22218	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	6038	50	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	483845	4007	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	550	137	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	23791	5930	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	837076	208643	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	20	5	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	421	105	SH	DEFINE
BEST BUY INC	COM	086516101	34067	860279	SH	DEFINE
BEST BUY INC	COM	086516101	16881	426297	SH	DEFINE
BEST BUY INC	COM	086516101	1444	36473	SH	DEFINE
BEST BUY INC	COM	086516101	238	6000	SH	DEFINE

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

BEST BUY INC	SDCV	2.250%	1/1086516AF8	38700	36945000	PRN	DEFINE
BEVERLY HILLS BANCORP DEL	COM		087866109	1456	866488	SH	DEFINE
BFC FINL CORP	CL A		055384200	750	1000000	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR		088606108	8320	97662	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR		05545E209	7663	98900	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM		08915P101	11274	1488859	SH	DEFINE
BIG LOTS INC	COM		089302103	31240	1000000	SH	DEFINE
BIODEL INC	COM		09064M105	2295	176500	SH	DEFINE
BIOFORM MEDICAL INC	COM		09065G107	1852	458300	SH	DEFINE
BIOFORM MEDICAL INC	COM		09065G107	81	20000	SH	DEFINE
BIOGEN IDEC INC	COM		09062X103	9525	170422	SH	DEFINE
BIOGEN IDEC INC	COM		09062X103	22356	400000	SH	DEFINE
BIOGEN IDEC INC	COM		09062X103	3346	59863	SH	DEFINE
BIOGEN IDEC INC	COM		09062X103	177	3170	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM		09061G101	3095	106800	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM		09061G101	2151	74210	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM		09061G101	168	5800	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE	1.875%	4/209061GAD3	6789	4300000	PRN	DEFINE
BIOVAIL CORP	COM		09067J109	117	12100	SH	DEFINE
BJ SVCS CO	COM		055482103	6053	189510	SH	DEFINE
BJS RESTAURANTS INC	COM		09180C106	4212	432900	SH	DEFINE
BLACK & DECKER CORP	COM		091797100	2701	46968	SH	DEFINE
BLACKROCK INC	COM		09247X101	34897	197160	SH	DEFINE
BLACKROCK INC	COM		09247X101	227	1280	SH	DEFINE
BLACKROCK INC	COM		09247X101	266	1500	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM		09254A101	151	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM		09255E102	142	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM		09249U105	484	36750	SH	DEFINE
BLOCK H & R INC	COM		093671105	984	46000	SH	DEFINE
BLOCK H & R INC	COM		093671105	105370	4923826	SH	DEFINE
BMB MUNAI INC	COM		09656A105	27232	4583855	SH	DEFINE
BMC SOFTWARE INC	COM		055921100	378	10493	SH	DEFINE
BMC SOFTWARE INC	COM		055921100	9797	272150	SH	DEFINE
BMC SOFTWARE INC	COM		055921100	8524	236790	SH	DEFINE
BOB EVANS FARMS INC	COM		096761101	675	23600	SH	DEFINE
BOEING CO	COM		097023105	55297	841400	SH	DEFINE
BOEING CO	COM		097023105	68677	1045000	SH	DEFINE
BOEING CO	COM		097023105	17987	273685	SH	DEFINE
BOEING CO	COM		097023105	47	710	SH	DEFINE
BOEING CO	COM		097023105	2886	43666	SH	DEFINE
BOEING CO	COM		097023105	322	4900	SH	DEFINE
BOEING CO	COM		097023105	1894	28822	SH	DEFINE
BOEING CO	COM		097023105	434	6600	SH	DEFINE
BORGWARNER INC	COM		099724106	45523	1025760	SH	DEFINE
BORGWARNER INC	COM		099724106	2089	47080	SH	DEFINE
BORGWARNER INC	COM		099724106	977	22012	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	433	4800	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	235	2600	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	1498	16600	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	2607	28900	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	40833	452593	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	89	982	SH	DEFINE
BOSTON PROPERTIES INC	COM		101121101	460	5100	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	168	13645	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	4634	377094	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	22156	1802740	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	48316	3931287	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	2175	177869	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	1067	86810	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	629397	51212110	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM		101137107	25930	2109854	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM		101388106	16559	1701800	SH	DEFINE

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

BOTTOMLINE TECH DEL INC	COM	101388106	3861	396770	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	276	28400	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	15733	1616497	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	2804	40300	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	532238	7650400	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	24363	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	69646	1001098	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30633	440315	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7610	109386	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	29243	431445	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28128	404310	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	281	4032	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	5874	56826	SH	DEFINE
BRADY CORP	CL A	104674106	247027	7153992	SH	DEFINE
BRADY CORP	CL A	104674106	69	2000	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	25667	2024200	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	5	365	SH	DEFINE
BRINKS CO	COM	109696104	245	3750	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	332041	16173440	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	14834	722546	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	119785	5834616	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	685	33389	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	17855	869691	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	97353	4742009	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2134	105064	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2102	102400	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	159469	7767618	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	18089	881081	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	246	12000	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	87585	1769750	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	689	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	23	330	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	5890	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	14670	400157	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	549	26094	SH	DEFINE
BROOKDALE SR LIVING INC	COM	112463104	1110	54500	SH	DEFINE
BROOKDALE SR LIVING INC	COM	112463104	31	1500	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	51019	671120	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	264	3500	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	119799	1585267	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	43600	3217681	SH	DEFINE
BRUNSWICK CORP	COM	117043109	32634	3078700	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	281	6560	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	6572	90000	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	37	500	SH	DEFINE
BUNGE LIMITED	COM	G16962105	19922	184994	SH	DEFINE
BUNGE LIMITED	COM	G16962105	17859	165840	SH	DEFINE
BUNGE LIMITED	COM	G16962105	21976	204071	SH	DEFINE
BUNGE LIMITED	COM	G16962105	253	2350	SH	DEFINE
BUNGE LIMITED	COM	G16962105	8	73	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	35161	352000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	47831	478839	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	170	1700	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	699	7000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	30	300	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	205221	3742182	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1694	30883	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2539	46302	SH	DEFINE
CA INC	COM	12673P105	289	12505	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	18	800	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	88009	3894189	SH	DEFINE

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

CABOT CORP	COM	127055101	24439	1005300	SH	DEFINE
CABOT CORP	COM	127055101	272	11170	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	186	3693	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	13126	260855	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	56	1120	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	738	73080	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1464	144967	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	614	60830	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	31549	3123664	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	848	83675	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	954	94426	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	68030	6735633	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	7552	747719	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	79	7800	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	5829	957194	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	14700	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	19921	1778459	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	240	20300	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	136	3074	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	571	12900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	1093	24700	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	16239	366900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	164	3700	SH	DEFINE
CAMECO CORP	COM	13321L108	5311	123885	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	79623	1438540	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	288	5200	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	1144	20660	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	652	19486	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	30122	626500	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	24040	500000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	10031	208630	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	373	7756	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	33070	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	54	818	SH	DEFINE
CANON INC	ADR	138006309	12707	248137	SH	DEFINE
CANON INC	ADR	138006309	6656	129969	SH	DEFINE
CANON INC	ADR	138006309	154	3000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	47	4830	SH	DEFINE
CAPE BANCORP INC	COM	139209100	316	32393	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	10490	275988	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	470	12375	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	26180	2362838	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1102	99480	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	194	17481	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1	110	SH	DEFINE
CAPITALSOURCE INC	DBCV 4.000% 7/1	114055XAE2	39724	49310000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	4300	73700	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	15474	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1113	21573	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	675	13080	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	3805	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	2552	290028	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	179	12275	SH	DEFINE
CARLISLE COS INC	COM	142339100	208566	7191931	SH	DEFINE
CARLISLE COS INC	COM	142339100	15	500	SH	DEFINE
CARMAX INC	COM	143130102	192	13510	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	39517	1198926	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	18622	565000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	136	4140	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	3685	111810	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	1691	51738	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	51102	1550439	SH	DEFINE

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

CARNIVAL CORP	PAIRED CTF	143658300	1866	56615	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	622	18870	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/1	143658AN2	18428	18000000	PRN	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	22093	1811282	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	38170	1647400	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	32038	434000	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	12062	163404	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1715	23475	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1855	25122	SH	DEFINE
CATO CORP NEW	CL A	149205106	6408	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	851	432000	SH	DEFINE
CBS CORP NEW	CL B	124857202	1154	59212	SH	DEFINE
CBS CORP NEW	CL B	124857202	136	7000	SH	DEFINE
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	739	39325	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1849	40500	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	21902	375000	SH	DEFINE
CELGENE CORP	COM	151020104	180389	2824318	SH	DEFINE
CELGENE CORP	COM	151020104	1597	25000	SH	DEFINE
CELGENE CORP	COM	151020104	69204	1083512	SH	DEFINE
CELGENE CORP	COM	151020104	6060	94880	SH	DEFINE
CELGENE CORP	COM	151020104	722	11302	SH	DEFINE
CELGENE CORP	COM	151020104	1948	30500	SH	DEFINE
CELLCOM ISRAEL LTD	SHS	M2196U109	1799	52600	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	21052	852312	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	1548	62677	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	2011	81400	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	115	4656	SH	DEFINE
CENTENNIAL COMMUNCTNS CORP N	CL A NEW	15133V208	5726	819100	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	141038	8787420	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	87	5400	SH	DEFINE
CENTURYTEL INC	COM	156700106	4343	122029	SH	DEFINE
CENTURYTEL INC	COM	156700106	107	3000	SH	DEFINE
CEPHALON INC	COM	156708109	15612	234100	SH	DEFINE
CERNER CORP	COM	156782104	86318	1910532	SH	DEFINE
CERNER CORP	COM	156782104	469	10370	SH	DEFINE
CERNER CORP	COM	156782104	2182	48304	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	5287	34600	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	23868	5200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4218	178206	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	125	5300	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4081	172420	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3654	154360	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	42999	1816616	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	12261	517987	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	26595	1110060	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3324	140430	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	350352	14801536	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	324948	13728250	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	31973	1567309	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	6141	93100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	48616	737057	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	16878	255880	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1915	29029	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	778	11800	SH	DEFINE
CHESAPEAKE ENERGY CORP	PFD CONV	165167842	677	4250	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	603699	6089969	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	57352	578556	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	22133	223270	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	8762	88391	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	25546	258225	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	131024	1321743	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4414	44569	SH	DEFINE

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

CHEVRON CORP NEW	COM	166764100	1533	15460	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	232445	2344850	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6253	63080	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	359	3620	SH	DEFINE
CHICOS FAS INC	COM	168615102	91	17000	SH	DEFINE
CHICOS FAS INC	COM	168615102	2062	384060	SH	DEFINE
CHICOS FAS INC	COM	168615102	25914	4825760	SH	DEFINE
CHICOS FAS INC	COM	168615102	4297	800155	SH	DEFINE
CHICOS FAS INC	COM	168615102	886	156015	SH	DEFINE
CHICOS FAS INC	COM	168615102	270	50310	SH	DEFINE
CHICOS FAS INC	COM	168615102	146472	27275938	SH	DEFINE
CHICOS FAS INC	COM	168615102	6047	1126131	SH	DEFINE
CHICOS FAS INC	COM	168615102	26	4760	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	1591	30500	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	12533	187200	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	2863	42764	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8	123	SH	DEFINE
CHINA NEPSTAR CHAIN DRUGSTOR	SPONSORED ADR	16943C109	114	13200	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	505	25550	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	8573	159068	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	84	1540	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	18094	219000	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	13904	168290	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	157	1900	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	213	2579	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	109493	1452930	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	777	10305	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	1506	19978	SH	DEFINE
CHIQUITA BRANDS INTL INC	COM	170032809	12288	810000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	27808	4089400	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	690	200000	SH	DEFINE
CHUBB CORP	COM	171232101	15771	321800	SH	DEFINE
CHUBB CORP	COM	171232101	11885	242494	SH	DEFINE
CHUBB CORP	COM	171232101	49	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	91	3598	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	2946	116127	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	165	6501	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	5273	207862	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	50667	1997141	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	1721	67820	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	12904	525210	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	437881	17259812	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	244029	9618806	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	259	10200	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	2	91	SH	SOLE
CHURCH & DWIGHT INC	COM	171340102	1304	23140	SH	DEFINE
CIGNA CORP	COM	125509109	1678	47414	SH	DEFINE
CIGNA CORP	COM	125509109	4	120	SH	DEFINE
CIGNA CORP	COM	125509109	3344	94500	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	341	4899	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	630	24800	SH	DEFINE
CINTAS CORP	COM	172908105	66115	2493978	SH	DEFINE
CINTAS CORP	COM	172908105	441	16650	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	38193	779600	SH	DEFINE
CISCO SYS INC	COM	17275R102	157585	6774950	SH	DEFINE
CISCO SYS INC	COM	17275R102	35937	1545000	SH	DEFINE
CISCO SYS INC	COM	17275R102	60978	2621566	SH	DEFINE
CISCO SYS INC	COM	17275R102	105	4500	SH	OTHER
CISCO SYS INC	COM	17275R102	1628	70000	SH	DEFINE
CISCO SYS INC	COM	17275R102	8806	378570	SH	DEFINE
CISCO SYS INC	COM	17275R102	4115	176930	SH	DEFINE
CISCO SYS INC	COM	17275R102	766	32920	SH	DEFINE

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

CISCO SYS INC	COM	17275R102	10631	457068	SH	DEFINE
CISCO SYS INC	COM	17275R102	910	39104	SH	DEFINE
CISCO SYS INC	COM	17275R102	1038	44620	SH	DEFINE
CISCO SYS INC	COM	17275R102	306184	13163550	SH	DEFINE
CISCO SYS INC	COM	17275R102	10698	459940	SH	DEFINE
CISCO SYS INC	COM	17275R102	4	182	SH	SOLE
CIT GROUP INC	COM	125581108	17498	2569400	SH	DEFINE
CIT GROUP INC	COM	125581108	1	85	SH	DEFINE
CIT GROUP INC	COM	125581108	68788	10101048	SH	DEFINE
CIT GROUP INC	UNIT 99/99/9999	125581405	13957	1561200	SH	DEFINE
CIT GROUP INC	8.75%PFD SER C	125581603	1226	30000	SH	DEFINE
CITIGROUP INC	COM	172967101	1642	98000	SH	DEFINE
CITIGROUP INC	COM	172967101	22369	1334690	SH	DEFINE
CITIGROUP INC	COM	172967101	12133	723954	SH	DEFINE
CITIGROUP INC	COM	172967101	18	1050	SH	DEFINE
CITIGROUP INC	COM	172967101	5616	334860	SH	DEFINE
CITIGROUP INC	COM	172967101	121	7200	SH	DEFINE
CITIGROUP INC	COM	172967101	34	2000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	7058	622382	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	193	17000	SH	DEFINE
CITRIX SYS INC	COM	177376100	394	13400	SH	DEFINE
CLARCOR INC	COM	179895107	6037	172000	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	5618	940970	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	191	32000	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	6551	92190	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	490	6900	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	441	6200	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	17600	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	25	712	SH	DEFINE
CLECO CORP NEW	COM	12561W105	23330	1000000	SH	DEFINE
CLEVELAND CLIFFS INC	COM	185896107	12	100	SH	DEFINE
CLEVELAND CLIFFS INC	COM	185896107	5435	45600	SH	DEFINE
CLOROX CO DEL	COM	189054109	29583	566720	SH	DEFINE
CLOROX CO DEL	COM	189054109	4406	84408	SH	DEFINE
CLOROX CO DEL	COM	189054109	25	480	SH	DEFINE
CLOROX CO DEL	COM	189054109	524	10030	SH	DEFINE
CLOROX CO DEL	COM	189054109	162	3100	SH	DEFINE
CLOROX CO DEL	COM	189054109	262	5015	SH	DEFINE
CME GROUP INC	COM	12572Q105	13542	35340	SH	DEFINE
CME GROUP INC	COM	12572Q105	2147	5603	SH	DEFINE
CME GROUP INC	COM	12572Q105	106	277	SH	DEFINE
CMS ENERGY CORP	COM	125896100	4470	300000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	6429	431474	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/01	125896AW0	7139	6000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	41277	1215100	SH	DEFINE
CNINSURE INC	SPONSORED ADR	18976M103	4637	316070	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	32	185	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	2393	13790	SH	DEFINE
COACH INC	COM	189754104	21464	743214	SH	DEFINE
COAST DISTR SYS	COM	190345108	204	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1283	470000	SH	DEFINE
COCA COLA CO	COM	191216100	29869	574630	SH	DEFINE
COCA COLA CO	COM	191216100	26549	510752	SH	DEFINE
COCA COLA CO	COM	191216100	1913	37153	SH	DEFINE
COCA COLA CO	COM	191216100	1752	33697	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	1	40	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	235998	13641495	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	1069	79800	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	10229	762962	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	25504	784500	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	11295	347427	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	276	8480	SH	DEFINE

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

COHERENT INC	COM	192479103	14601	488500	SH	DEFINE
COHERENT INC	COM	192479103	32203	1077022	SH	DEFINE
COHU INC	COM	192576106	31803	2166400	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	13491	195235	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	405	5864	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	193	2800	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	21018	1107950	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1458	76855	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	33	1740	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	690	36350	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	511	26950	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	220	11600	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	10044	529470	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	271	14440	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1126	60038	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	735284	39194244	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	13021	694060	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2646	141020	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	49568	2642193	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3890	210928	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2038	108630	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	858051	45738336	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	23671	1261771	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	56	3000	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	66397	2013251	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	61	1850	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	304775	9241211	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1327	40249	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	2521	102672	SH	DEFINE
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	19351	954665	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	595	13390	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	9832	329500	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	119	4000	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	12278	411446	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	133430	4471526	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	4933	165320	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	18	612	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1640665	54982072	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	196793	6594928	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	122780	4114602	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	265	8892	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1165	32530	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2176	60740	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2156	60200	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	126	3529	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	64426	1798600	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	9369	261545	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	3117	106900	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	84261	1288986	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	6439	567836	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	9336	538282	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	46840	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1666	35568	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	296	15345	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	73571	2214005	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	752	22628	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4417	46800	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	749545	7940940	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3304	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	53709	569013	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3407	36100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	33	350	SH	DEFINE

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

CONOCOPHILLIPS	COM	20825C104	17259	183759	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	198	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2747	29102	SH	DEFINE
CONSECO INC	COM NEW	208464883	114515	11543887	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	20361	181200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	585764	14985000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1488	38066	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	2509	126329	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	45566	555000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	571	6950	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	571658	6962942	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	3	33	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	10110	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1055	104400	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1041	102970	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2459	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	19409	1306100	SH	DEFINE
CON-WAY INC	COM	205944101	2784	58906	SH	DEFINE
COOPER COS INC	COM NEW	216648402	744	20020	SH	DEFINE
COOPER COS INC	COM NEW	216648402	17909	482060	SH	DEFINE
COOPER COS INC	COM NEW	216648402	9254	249110	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	360	12775	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	27020	959525	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	46719	4023998	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	82259	1675000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1534	31236	SH	DEFINE
CORNING INC	COM	219350105	29419	1276300	SH	DEFINE
CORNING INC	COM	219350105	61407	2664082	SH	DEFINE
CORNING INC	COM	219350105	150	6500	SH	OTHER
CORNING INC	COM	219350105	1640	71160	SH	DEFINE
CORNING INC	COM	219350105	338	14652	SH	DEFINE
CORNING INC	COM	219350105	387	16800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	62	1800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	601	17500	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	1140	33200	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	17189	500700	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	51	1499	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	192	5600	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	19333	4647326	SH	DEFINE
COSAN LTD	SHS A	G25343107	8755	692100	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	5822	2326999	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	7	100	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	35313	503458	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	913	13012	SH	DEFINE
COURIER CORP	COM	222660102	4016	200000	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	220	9535	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	282	12200	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	492	21300	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	7916	342700	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	33	1432	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	83	3600	SH	DEFINE
COVANCE INC	COM	222816100	63878	742590	SH	DEFINE
COVANCE INC	COM	222816100	1387	16128	SH	DEFINE
COVANCE INC	COM	222816100	575	6689	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1144	37600	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	946	31101	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	376	12370	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	18148	378942	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1556	32492	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	331067	6913067	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	13382	279423	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	6916	144422	SH	DEFINE

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

COVIDIEN LTD	COM	G2552X108	11657	243406	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	52579	1097909	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1654	34906	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1520	31740	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	536991	11213002	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	13905	290356	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	104	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	52770	642600	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	974	21500	SH	DEFINE
CREE INC	COM	225447101	1860	81550	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	897	25870	SH	DEFINE
CROSSTEX ENERGY L P	COM	22765U102	915	31900	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	69925	1805438	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	15	400	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	1124	29018	SH	DEFINE
CSX CORP	COM	126408103	1266	20149	SH	DEFINE
CTC MEDIA INC	COM	12642X106	28068	1138216	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	738	16110	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	2949	64436	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	1974	43165	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COM	229678107	3992	223500	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	331	6632	SH	DEFINE
CUMMINS INC	COM	231021106	2097	32000	SH	DEFINE
CURIS INC	COM	231269101	441	300000	SH	DEFINE
CURRENCY SHARES EURO TR	EURO SHS	23130C108	1956	12395	SH	DEFINE
CVR ENERGY INC	COM	12662P108	7163	372100	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	97317	2459354	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	4997	126293	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	21196	535669	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	198	5000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	2374	60000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	687527	17374965	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	30	760	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	583	14740	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	182	4600	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	667	16865	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	11079	662200	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	574	34300	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	1661	231000	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	21	2953	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	288	40000	SH	DEFINE
CYTEC INDS INC	COM	232820100	12768	234010	SH	DEFINE
CYTEC INDS INC	COM	232820100	6738	123500	SH	DEFINE
CYTEC INDS INC	COM	232820100	1152	20914	SH	DEFINE
CYTEC INDS INC	COM	232820100	316	5790	SH	DEFINE
CYTEC INDS INC	COM	232820100	20301	372083	SH	DEFINE
CYTEC INDS INC	COM	232820100	106	1950	SH	DEFINE
D R HORTON INC	COM	23331A109	41955	3866800	SH	DEFINE
D R HORTON INC	COM	23331A109	271	24987	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	3498	56720	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	3281	53200	SH	DEFINE
DANA HOLDING CORP	COM	235825205	24895	4653336	SH	DEFINE
DANAHER CORP DEL	COM	235851102	83181	1076080	SH	DEFINE
DANAHER CORP DEL	COM	235851102	34165	441981	SH	DEFINE
DANAHER CORP DEL	COM	235851102	5975	77300	SH	DEFINE
DANAHER CORP DEL	COM	235851102	595	7691	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1391	18000	SH	DEFINE
DAVITA INC	COM	23918K108	2583	48610	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	9071	642900	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1933	98500	SH	DEFINE
DEERE & CO	COM	244199105	2796	38763	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	365	51420	SH	DEFINE

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

DEL MONTE FOODS CO	COM	24522P103	3	357	SH	DEFINE
DELL INC	COM	24702R101	21037	961490	SH	DEFINE
DELL INC	COM	24702R101	10940	500000	SH	DEFINE
DELL INC	COM	24702R101	2312	105665	SH	DEFINE
DELL INC	COM	24702R101	613662	28046697	SH	DEFINE
DELL INC	COM	24702R101	21	960	SH	DEFINE
DELL INC	COM	24702R101	439	20040	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	1780	312320	SH	DEFINE
DELTA APPAREL INC	COM	247368103	2778	755000	SH	DEFINE
DELTA PETE CORP	COM NEW	247907207	214	8397	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	5183	142000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	1435	39000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	523	14200	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	358	4200	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	83	2400	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	642	18500	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1218	35100	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	17987	518200	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	205	5900	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	4518	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	110274	917730	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	6008	50000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	32423	269828	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	37	310	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	597	4970	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	216	1800	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	525	4370	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	601	5000	SH	DEFINE
DEXCOM INC	COM	252131107	6679	1105800	SH	DEFINE
DEXCOM INC	COM	252131107	21	3500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	27871	377300	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	12981	175730	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	12094	163720	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2385	32284	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	605	4350	SH	DEFINE
DIAMONDS TR	UNIT SER 1	252787106	360	3170	SH	DEFINE
DIANA SHIPPING INC	COM	Y2066G104	399	13000	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	84000	4735040	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	2793	157442	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	1293	72883	SH	DEFINE
DIEBOLD INC	COM	253651103	9671	271800	SH	DEFINE
DIEBOLD INC	COM	253651103	89	2500	SH	DEFINE
DIEBOLD INC	COM	253651103	116121	3263655	SH	DEFINE
DIEBOLD INC	COM	253651103	68	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	2152	274117	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	4766	116500	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	34	840	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	245	6000	SH	DEFINE
DILLARDS INC	CL A	254067101	10182	880000	SH	DEFINE
DIME BANCORP INC NEW	-W EXP 99/99/999	25429Q110	7	23510	SH	DEFINE
DIODES INC	COM	254543101	2640	95500	SH	DEFINE
DIODES INC	COM	254543101	185	6700	SH	DEFINE
DIONEX CORP	COM	254546104	16593	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	19246	742820	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	576	22215	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	7266	280421	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5140	198360	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	4331	167140	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	21723	838388	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2550	99575	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1985	76623	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	113892	4395660	SH	DEFINE

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

DIRECTV GROUP INC	COM	25459L106	26726	1031510	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	85	3288	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	3188	242040	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	386	29303	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	130	9877	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	418	31740	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	0	27	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	94	7162	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	778	59090	SH	DEFINE
DISCOVERY HOLDING CO	CL A COM	25468Y107	865	39373	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	18	600	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	131	4481	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	36562	1248704	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	57056	1828722	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	35256	1130000	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	48324	1548856	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	179	5742	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	37	1180	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	642	20582	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	243	7800	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	196	6275	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	624	20000	SH	DEFINE
DIVX INC	COM	255413106	3380	460530	SH	DEFINE
DIVX INC	COM	255413106	235	32000	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	2994	455000	SH	DEFINE
DNP SELECT INCOME FD	COM	23325P104	208	20000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	4030	100000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3574	88675	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	28032	2966367	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	1229545	25890600	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	7644	160966	SH	DEFINE
DOMTAR CORP	COM	257559104	254	46600	SH	DEFINE
DOMTAR CORP	COM	257559104	221074	40564086	SH	DEFINE
DONALDSON INC	COM	257651109	25275	566200	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	294	9898	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	1829	61595	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	322	10900	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y21110104	4449	443600	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	97	4400	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	1026	46700	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	2072	94300	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	29622	1348300	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	323	14700	SH	DEFINE
DOVER CORP	COM	260003108	229105	4736516	SH	DEFINE
DOVER CORP	COM	260003108	5584	115442	SH	DEFINE
DOVER CORP	COM	260003108	39	800	SH	DEFINE
DOW CHEM CO	COM	260543103	4329	124000	SH	DEFINE
DOW CHEM CO	COM	260543103	317011	9080822	SH	DEFINE
DOW CHEM CO	COM	260543103	13827	396065	SH	DEFINE
DOW CHEM CO	COM	260543103	1733	50088	SH	DEFINE
DOW CHEM CO	COM	260543103	554	15870	SH	DEFINE
DOW CHEM CO	COM	260543103	1406	40280	SH	DEFINE
DOW CHEM CO	COM	260543103	279	8000	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	38	1798	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	84	4018	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	141102	6725539	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2619	124831	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	24034	1145586	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	28101	1339423	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	3963	188886	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	3370	160641	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	24795	1181838	SH	DEFINE

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

DRESSER-RAND GROUP INC	COM	261608103	7957	203500	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	9350	586200	SH	DEFINE
DRIL-QUIP INC	COM	262037104	33201	527000	SH	DEFINE
DRIL-QUIP INC	COM	262037104	597	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	3801	47400	SH	DEFINE
DST SYS INC DEL	COM	233326107	127	2300	SH	DEFINE
DST SYS INC DEL	COM	233326107	26481	481031	SH	DEFINE
DTE ENERGY CO	COM	233331107	2797	65900	SH	DEFINE
DTE ENERGY CO	COM	233331107	260195	6130900	SH	DEFINE
DTE ENERGY CO	COM	233331107	941	22172	SH	DEFINE
DTE ENERGY CO	COM	233331107	6758	159240	SH	DEFINE
DTS INC	COM	23335C101	3958	126360	SH	DEFINE
DTS INC	COM	23335C101	301	9600	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1727	40270	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	51867	1209293	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	214	5000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	138	3220	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	41728	972915	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	134	3130	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	338	7880	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	60900	1419920	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	5915	137922	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	257	6000	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	2093	227500	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	761413	43809700	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	5818	334725	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	174	10000	SH	CALL DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	261	15000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	1855	109054	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	2127	122369	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	52782	2351100	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	11	500	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	34	1530	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	10692	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	301	3438	SH	DEFINE
E M C CORP MASS	COM	268648102	3177	216300	SH	DEFINE
E M C CORP MASS	COM	268648102	14690	1000000	SH	DEFINE
E M C CORP MASS	COM	268648102	25951	1766575	SH	DEFINE
E M C CORP MASS	COM	268648102	1484	101000	SH	DEFINE
E M C CORP MASS	COM	268648102	4831	328860	SH	DEFINE
E M C CORP MASS	COM	268648102	403	27400	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	523	36262	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	204719	14187025	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	8218	569510	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	110628	7666509	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	324	22450	SH	DEFINE
EATON CORP	COM	278058102	1296	15250	SH	DEFINE
EATON CORP	COM	278058102	4732	55695	SH	DEFINE
EBAY INC	COM	278642103	13119	480017	SH	DEFINE
EBAY INC	COM	278642103	246	9000	SH	DEFINE
ECOLAB INC	COM	278865100	34736	808000	SH	DEFINE
ECOLAB INC	COM	278865100	853	19850	SH	DEFINE
ECOLAB INC	COM	278865100	377	8759	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2418	212100	SH	DEFINE
EDISON INTL	COM	281020107	93614	1822000	SH	DEFINE
EDISON INTL	COM	281020107	178	3463	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	3102	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	263	4240	SH	DEFINE
EL PASO CORP	COM	28336L109	5339	245600	SH	DEFINE
EL PASO CORP	COM	28336L109	700	32202	SH	DEFINE
EL PASO CORP	COM	28336L109	15750	724489	SH	DEFINE
EL PASO CORP	COM	28336L109	43856	2017340	SH	DEFINE

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

EL PASO CORP	COM	28336L109	74040	3405716	SH	DEFINE
EL PASO CORP	COM	28336L109	4327	206285	SH	DEFINE
EL PASO CORP	COM	28336L109	435	20010	SH	DEFINE
EL PASO CORP	COM	28336L109	888204	40855744	SH	DEFINE
EL PASO CORP	COM	28336L109	22048	1014186	SH	DEFINE
EL PASO CORP	COM	28336L109	218	10033	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	15917	1123071	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	7641	171980	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1616	36365	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	235	5300	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1764	71591	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	203480	8258113	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	28606	1160950	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	55435	2249815	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1780	72457	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1196	48551	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	392102	15913230	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	18537	752310	SH	DEFINE
EMBARQ CORP	COM	29078E105	1619	34249	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1418	53500	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	599	22602	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	2077	78395	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1913	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	8494	320537	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	16227	604618	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	721	27200	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	14384	542792	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	170653	6439747	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	10228	358500	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	5115	250000	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	79	3885	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1484	30000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	49450	1000000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	22148	447880	SH	DEFINE
EMERSON ELEC CO	COM	291011104	247	5000	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	11838	571900	SH	DEFINE
EMULEX CORP	COM NEW	292475209	3329	285770	SH	DEFINE
EMULEX CORP	COM NEW	292475209	285	24500	SH	DEFINE
ENCANA CORP	COM	292505104	8496	93433	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1006	41600	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	3377	139600	SH	DEFINE
ENERGEN CORP	COM	29265N108	31196	399800	SH	DEFINE
ENERGEN CORP	COM	29265N108	304	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	2092	28628	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	3711	50400	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	52	700	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	214	8666	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	238160	9634288	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	1031	22302	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	370	8000	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	269	3618	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	48895	658702	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	36527	498456	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	7224	97320	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	1784	22096	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	97	1200	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	4588	56824	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	6298	78000	SH	DEFINE
ENSIGN GROUP INC	COM	29358P101	557	48400	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	76782	637300	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	216864	1800000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	3087	25619	SH	DEFINE

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

ENTERGY CORP NEW	COM	29364G103	20	175	SH	DEFINE
ENTERGY CORP NEW	EQUITY UNIT	29364G202	45979	650000	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	5387	182361	SH	DEFINE
EOG RES INC	COM	26875P101	11795	89900	SH	DEFINE
EOG RES INC	COM	26875P101	1127	8588	SH	DEFINE
EPIQ SYS INC	COM	26882D109	6497	457500	SH	DEFINE
EQUIFAX INC	COM	294429105	13448	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	148	4416	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	97402	1091710	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	5183	58090	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	482	5400	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	1348	15109	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	35	800	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	370	8400	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	678	15400	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	10560	240000	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	35	790	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	110	2500	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	8361	218487	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1412	36900	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2671	69800	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	38174	997499	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	68	1770	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	796	20800	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	1541	148200	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	6336	609240	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	32446	3119806	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	0	42	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	39192	3768500	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	208	20000	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	182308	3950346	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	23	500	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	53996	1150800	SH	DEFINE
ESMARK INC	COM	296475106	408530	23740689	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2911	153299	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	43	400	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	501	4700	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	884	8300	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	13941	130900	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	149	1400	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	36898	1499900	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	341	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	803	10071	SH	DEFINE
EVERGREEN SOLAR INC	COM	30033R108	504	52000	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	8835	239370	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	683	18500	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	572	15500	SH	DEFINE
EXELIXIS INC	COM	30161Q104	1431	286100	SH	DEFINE
EXELON CORP	COM	30161N101	225111	2502340	SH	DEFINE
EXELON CORP	COM	30161N101	4498	50000	SH	DEFINE
EXELON CORP	COM	30161N101	12849	142828	SH	DEFINE
EXELON CORP	COM	30161N101	270	3000	SH	DEFINE
EXELON CORP	COM	30161N101	256290	2848938	SH	DEFINE
EXELON CORP	COM	30161N101	34	380	SH	DEFINE
EXELON CORP	COM	30161N101	574	6380	SH	DEFINE
EXELON CORP	COM	30161N101	225	2500	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	5516	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	9	500	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	115	6236	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	38	2000	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	161582	8791180	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	107326	2495960	SH	DEFINE

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

EXPEDITORS INTL WASH INC	COM	302130109	3440	80000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	3916	91075	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	1570	36523	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	96973	1546120	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1708	27238	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	22	350	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	405	6460	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	138	2200	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1265	20164	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	66486	930000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	32393	453106	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	8372	95000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	93865	1065078	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6169	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	363102	4120075	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2027	23000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	46	520	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	26579	302175	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	326	3700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	3725	42269	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	353	4000	SH	DEFINE
F M C CORP	COM NEW	302491303	17680	228300	SH	DEFINE
F M C CORP	COM NEW	302491303	501	6475	SH	DEFINE
F M C CORP	COM NEW	302491303	11298	145913	SH	DEFINE
F5 NETWORKS INC	COM	315616102	17896	629700	SH	DEFINE
F5 NETWORKS INC	COM	315616102	9080	319500	SH	DEFINE
F5 NETWORKS INC	COM	315616102	3	120	SH	DEFINE
F5 NETWORKS INC	COM	315616102	284	10000	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	169730	3011540	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2128	37750	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2670	47367	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	79	10911	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	0	45	SH	OTHER
FAIRPOINT COMMUNICATIONS INC	COM	305560104	0	31	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	1	92	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	1	150	SH	DEFINE
FALCONSTOR SOFTWARE INC	COM	306137100	299	42200	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	156256	7836300	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	42	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	60	3000	SH	DEFINE
FARMER BROS CO	COM	307675108	44278	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	12643	502300	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	16122	640218	SH	DEFINE
FASTENAL CO	COM	311900104	863	20000	SH	DEFINE
FASTENAL CO	COM	311900104	1057	24483	SH	DEFINE
FASTENAL CO	COM	311900104	2	41	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	11431	575000	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	92122	5617220	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	136	8320	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	20	1200	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	18	900	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	4441	227607	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	34122	1748935	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	1	30	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	62	900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	628	9100	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	1159	16800	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	17119	248100	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	186	2700	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	12	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	55434	4619536	SH	DEFINE
FEDEX CORP	COM	31428X106	16280	206624	SH	DEFINE

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

FEDEX CORP	COM	31428X106	3152	40000	SH	DEFINE
FEDEX CORP	COM	31428X106	1605	20373	SH	DEFINE
FEDEX CORP	COM	31428X106	4751	60300	SH	DEFINE
FEDEX CORP	COM	31428X106	663	8420	SH	DEFINE
FEDEX CORP	COM	31428X106	5644	71630	SH	DEFINE
FEDEX CORP	COM	31428X106	150910	1915350	SH	DEFINE
FEDEX CORP	COM	31428X106	3912	49650	SH	DEFINE
FEDEX CORP	COM	31428X106	58	740	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	36406	3467210	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	26	2500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	394	37500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	742	70700	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	10315	982400	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	570	54253	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	85	8100	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	61280	3200000	SH	DEFINE
FERRO CORP	COM	315405100	209	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	7959	989900	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	967	76716	SH	DEFINE
FIDELITY NATL INFORMATION SV	COM	31620M106	269	7293	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	93	11253	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3762	235000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	1286	100000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	13777	50500	SH	DEFINE
FIRST SOLAR INC	COM	336433107	3260	11950	SH	DEFINE
FIRST SOLAR INC	COM	336433107	5675	20800	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1101812	13382868	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	4747	57662	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	165	2000	SH	DEFINE
FISERV INC	COM	337738108	1164	25661	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	2531	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2295	244140	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	280	29744	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	6598	701920	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	94283	10030090	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	26528	2822133	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	15041	1588313	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	294276	31305967	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	148081	15753300	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	81	8610	SH	DEFINE
FLIR SYS INC	COM	302445101	370289	9127175	SH	DEFINE
FLIR SYS INC	COM	302445101	284	7000	SH	DEFINE
FLIR SYS INC	COM	302445101	32	780	SH	DEFINE
FLIR SYS INC	COM	302445101	138	3400	SH	DEFINE
FLIR SYS INC	COM	302445101	18739	461782	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	10729	520300	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	36061	263800	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	5837	42700	SH	DEFINE
FLUOR CORP NEW	COM	343412102	2791	15000	SH	DEFINE
FLUOR CORP NEW	COM	343412102	2159	11600	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	166493	2164220	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	301	3914	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1804	23454	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	287	10352	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	3647	131600	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	706	25481	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	1133	24900	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	166274	3653579	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	125620	2760276	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	2013	608100	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	9466	2852210	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	12443	450000	SH	DEFINE

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

FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	802	29000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	5291	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	65	13518	SH	DEFINE
FORDING CDN COAL TR	TR UNIT	345425102	9027	94415	SH	DEFINE
FOREST LABS INC	COM	345838106	244	7015	SH	DEFINE
FOREST LABS INC	COM	345838106	3721	107100	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	207	10874	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	41152	2160232	SH	DEFINE
FORMFACTOR INC	COM	346375108	105772	5739129	SH	DEFINE
FORMFACTOR INC	COM	346375108	1570	85167	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	8057	129100	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	911	14592	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	96	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	17300	500000	SH	DEFINE
FORWARD AIR CORP	COM	349853101	26	750	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	115368	1577140	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	4221	57700	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	1856	25379	SH	DEFINE
FOUNDRY NETWORKS INC	COM	35063R100	1746	147700	SH	DEFINE
FPL GROUP INC	COM	302571104	527329	8041000	SH	DEFINE
FPL GROUP INC	COM	302571104	15536	236898	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	3	93	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	1473	49710	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	29330	1071994	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	10992	370965	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	29323	756129	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	19	500	SH	DEFINE
FRANKLIN RES INC	COM	354613101	66840	729292	SH	DEFINE
FRANKLIN RES INC	COM	354613101	2	25	SH	DEFINE
FREDS INC	CL A	356108100	29299	2606700	SH	DEFINE
FREEPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	273	1625	SH	DEFINE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	1157	9873	SH	DEFINE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	4565	38955	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	43	777	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2086	38000	SH	DEFINE
FUEL SYS SOLUTIONS INC	COM	35952W103	35943	933580	SH	DEFINE
FUEL TECH INC	COM	359523107	4475	253990	SH	DEFINE
FUEL TECH INC	COM	359523107	335	19000	SH	DEFINE
FUEL TECH INC	COM	359523107	83	4700	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	5	157	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	26269	766092	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	21455	2688600	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	45424	3400000	SH	DEFINE
GAIAM INC	CL A	36268Q103	1105	81827	SH	DEFINE
GAIAM INC	CL A	36268Q103	5090	376730	SH	DEFINE
GAIAM INC	CL A	36268Q103	338	25000	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	66635	2764930	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	9	368	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	51	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	9175	227101	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	242	6000	SH	DEFINE
GANNETT INC	COM	364730101	1111	51276	SH	DEFINE
GANNETT INC	COM	364730101	114	5280	SH	DEFINE
GAP INC DEL	COM	364760108	1145	68690	SH	DEFINE
GAP INC DEL	COM	364760108	606	36329	SH	DEFINE
GAP INC DEL	COM	364760108	1580	94800	SH	DEFINE
GAP INC DEL	COM	364760108	208	12430	SH	DEFINE
GAP INC DEL	COM	364760108	89155	5348251	SH	DEFINE
GAP INC DEL	COM	364760108	2559	153519	SH	DEFINE
GARMIN LTD	ORD	G37260109	5536	129230	SH	DEFINE
GARMIN LTD	ORD	G37260109	2	43	SH	DEFINE
GEHL CO	COM	368483103	4437	300000	SH	DEFINE

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

GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	6096	93500	SH	DEFINE
GENCORP INC	COM	368682100	20627	2880872	SH	DEFINE
GENENTECH INC	COM NEW	368710406	148155	1951980	SH	DEFINE
GENENTECH INC	COM NEW	368710406	75900	1000000	SH	DEFINE
GENENTECH INC	COM NEW	368710406	29166	384274	SH	DEFINE
GENENTECH INC	COM NEW	368710406	235	3100	SH	DEFINE
GENENTECH INC	COM NEW	368710406	43	560	SH	DEFINE
GENENTECH INC	COM NEW	368710406	676	8910	SH	DEFINE
GENENTECH INC	COM NEW	368710406	213	2800	SH	DEFINE
GENENTECH INC	COM NEW	368710406	741	9768	SH	DEFINE
GENENTECH INC	COM NEW	368710406	304	4000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	884	10500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	84200	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	4410	52372	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	160	1900	SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	1768	21000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	190631	7142400	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	175086	6560000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1868	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	183999	6893928	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	144	5400	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	187	7000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	19166	718080	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	7664	287134	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	53523	2007597	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	154150	5775588	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5373	203416	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2917	109290	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1068301	40026250	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	43131	1615985	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	483	18080	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	388	11068	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	729	20800	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	1363	38900	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	20124	574485	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	44	1250	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	217	6200	SH	DEFINE
GENERAL MARITIME CORP	SHS	Y2692M103	17220	662800	SH	DEFINE
GENERAL MLS INC	COM	370334104	2795	45994	SH	DEFINE
GENERAL MLS INC	COM	370334104	108566	1786514	SH	DEFINE
GENERAL MLS INC	COM	370334104	19036	313247	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	4600	400000	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	39	3426	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	151742	13194981	SH	DEFINE
GENERAL MTRS CORP	SENIOR DEBEN D	370442691	16955	776200	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	193347	14581200	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	1330	100323	SH	DEFINE
GENESE & WYO INC	CL A	371559105	52064	1530400	SH	DEFINE
GENTEX CORP	COM	371901109	11398	789353	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	1644	482100	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	219	64217	SH	DEFINE
GENUINE PARTS CO	COM	372460105	14896	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	120	3025	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10490	264358	SH	DEFINE
GENUINE PARTS CO	COM	372460105	8644	217841	SH	DEFINE
GENUINE PARTS CO	COM	372460105	42	1050	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	28496	1600000	SH	DEFINE
GENZYME CORP	COM	372917104	40115	557000	SH	DEFINE
GENZYME CORP	COM	372917104	1138	15803	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	64049	3318600	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	62302	3901199	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	209431	3955254	SH	DEFINE

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

GILEAD SCIENCES INC	COM	375558103	34753	656332	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	4211	79530	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1145	21626	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1207	22800	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	14850	10000000	PRN	DEFINE
GLATFELTER	COM	377316104	35405	2620642	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1358	30700	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	7659	173886	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	31020	705035	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	18341	1022900	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	19904	1110100	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	36	2000	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	16	890	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	276	15380	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	113	6300	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	98581	2115465	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	13	282	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	1497	32114	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	35140	2777828	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	4	354	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	124793	2702905	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	277	6000	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	1883	700000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	39332	224880	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	29195	166926	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	294	1680	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	272	1556	SH	DEFINE
GOODRICH CORP	COM	382388106	1065	22445	SH	DEFINE
GOODRICH CORP	COM	382388106	2952	62195	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	22	1230	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	190670	10693777	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	2913	163400	SH	DEFINE
GOOGLE INC	CL A	38259P508	193017	366660	SH	DEFINE
GOOGLE INC	CL A	38259P508	14213	27000	SH	DEFINE
GOOGLE INC	CL A	38259P508	12000	22796	SH	DEFINE
GOOGLE INC	CL A	38259P508	171	325	SH	OTHER
GOOGLE INC	CL A	38259P508	374	710	SH	DEFINE
GOOGLE INC	CL A	38259P508	20	38	SH	DEFINE
GOOGLE INC	CL A	38259P508	295	560	SH	DEFINE
GOOGLE INC	CL A	38259P508	158	300	SH	DEFINE
GOOGLE INC	CL A	38259P508	1043	1982	SH	DEFINE
GRACO INC	COM	384109104	91900	2413983	SH	DEFINE
GRACO INC	COM	384109104	877	23025	SH	DEFINE
GRACO INC	COM	384109104	107	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	793	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	44990	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	393	4800	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	613	24234	SH	DEFINE
GREATBATCH INC	COM	39153L106	692	40000	SH	DEFINE
GREATBATCH INC	COM	39153L106	17271	998435	SH	DEFINE
GREENHILL & CO INC	COM	395259104	2439	45276	SH	DEFINE
GREENHILL & CO INC	COM	395259104	167	3100	SH	DEFINE
GREENHILL & CO INC	COM	395259104	97	1800	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	5311	173000	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	24382	1227100	SH	DEFINE
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	2990	126600	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	26600	3427886	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	2103	271058	SH	DEFINE
GTSI CORP	COM	36238K103	3953	522200	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	732	32650	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	38709	10752528	SH	DEFINE
GUARANTY FINL GROUP INC	COM	40108N106	6	1080	SH	DEFINE

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

GUARANTY FINL GROUP INC	COM	40108N106	10670	1986937	SH	DEFINE
GUESS INC	COM	401617105	130811	3492960	SH	DEFINE
GUESS INC	COM	401617105	15	400	SH	DEFINE
GUESS INC	COM	401617105	1907	50920	SH	DEFINE
GYMBOREE CORP	COM	403777105	12221	305000	SH	DEFINE
H & Q HEALTHCARE FD	SH BEN INT	404052102	2201	150000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	46594	1984410	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	5440	231707	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	399	17000	SH	DEFINE
HALLIBURTON CO	COM	406216101	83047	1564850	SH	DEFINE
HALLIBURTON CO	COM	406216101	2793	52625	SH	DEFINE
HALLIBURTON CO	COM	406216101	32	600	SH	DEFINE
HALLIBURTON CO	COM	406216101	627	11820	SH	DEFINE
HALLIBURTON CO	COM	406216101	202	3800	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2781	70788	SH	DEFINE
HANSEN NAT CORP	COM	411310105	207091	7185664	SH	DEFINE
HANSEN NAT CORP	COM	411310105	19574	679181	SH	DEFINE
HANSEN NAT CORP	COM	411310105	27	930	SH	DEFINE
HANSEN NAT CORP	COM	411310105	511	17720	SH	DEFINE
HANSEN NAT CORP	COM	411310105	189	6570	SH	DEFINE
HANSEN NAT CORP	COM	411310105	2379	82556	SH	DEFINE
HARDINGE INC	COM	412324303	10458	794100	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1193	32900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	23925	659810	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	18130	500000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	963	26555	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	127	3500	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	114742	3164434	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	12364	340971	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	184458	5087100	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	32060	774590	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	20	475	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	20	490	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	342	8270	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	161	3900	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	188	4545	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	11638	950000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	151117	2993000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	20608	408151	SH	DEFINE
HARRIS CORP DEL	COM	413875105	2020	40000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1836	36354	SH	DEFINE
HARTE-HANKS INC	COM	416196103	547	47750	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	11816	182997	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	1485	23000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	177918	2755422	SH	DEFINE
HASBRO INC	COM	418056107	50337	1409200	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	14146	1409000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	55395	2240000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	90	3625	SH	DEFINE
HCP INC	COM	40414L109	165	5200	SH	DEFINE
HCP INC	COM	40414L109	665	20900	SH	DEFINE
HCP INC	COM	40414L109	1237	38900	SH	DEFINE
HCP INC	COM	40414L109	17707	556641	SH	DEFINE
HCP INC	COM	40414L109	43	1346	SH	DEFINE
HCP INC	COM	40414L109	328	10300	SH	DEFINE
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	274	3825	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/04	42210PAB8	1693	2120000	PRN	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	18	2825	SH	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	688	105760	SH	DEFINE
HEALTH NET INC	COM	42222G108	7448	309580	SH	DEFINE
HEALTH NET INC	COM	42222G108	16	680	SH	DEFINE
HEALTH NET INC	COM	42222G108	274	11380	SH	DEFINE

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

HEALTH NET INC	COM	42222G108	113	4700	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	8938	587625	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10214	671543	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	1735	104339	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	2719	163500	SH	DEFINE
HEALTHWAYS INC	COM	422245100	636	21500	SH	DEFINE
HEALTHWAYS INC	COM	422245100	2915	98470	SH	DEFINE
HEALTHWAYS INC	COM	422245100	228	7700	SH	DEFINE
HEALTHWAYS INC	COM	422245100	92	3100	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7455	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	18	1181	SH	DEFINE
HEARTLAND PMT SYS INC	COM	42235N108	7927	335900	SH	DEFINE
HECLA MNG CO	COM	422704106	11112	1200000	SH	DEFINE
HEINZ H J CO	COM	423074103	11034	230602	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	3609	767900	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	44834	1076695	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	32786	787359	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	4	103	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	216	3000	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	7245	100600	SH	DEFINE
HERBALIFE LTD	COM USD SHS	G4412G101	845	21809	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	5192	136565	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	411	10800	SH	DEFINE
HERSHEY CO	COM	427866108	392	11950	SH	DEFINE
HERSHEY CO	COM	427866108	8195	250000	SH	DEFINE
HERSHEY CO	COM	427866108	1091	33295	SH	DEFINE
HESS CORP	COM	42809H107	2374	18816	SH	DEFINE
HESS CORP	COM	42809H107	5918	46900	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3935	89000	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	83327	1884805	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	51118	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	25038	566332	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	27	610	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	475	10750	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	212	4800	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	572	12932	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	56917	2697490	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	47	1500	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	474	15100	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	914	29100	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	13256	421900	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	141	4500	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	94026	3485014	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	87641	3248382	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	38	1400	SH	DEFINE
HILLENBRAND INC	COM	431571108	72831	3403314	SH	DEFINE
HILLENBRAND INC	COM	431571108	69602	3252432	SH	DEFINE
HILLENBRAND INC	COM	431571108	30	1400	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	2137	60000	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1149	53500	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	5649	153000	SH	DEFINE
HOLOGIC INC	COM	436440101	79967	3668204	SH	DEFINE
HOLOGIC INC	COM	436440101	382	17500	SH	DEFINE
HOLOGIC INC	COM	436440101	970	44517	SH	DEFINE
HOME DEPOT INC	COM	437076102	2586	110400	SH	DEFINE
HOME DEPOT INC	COM	437076102	35053	1496700	SH	DEFINE
HOME DEPOT INC	COM	437076102	11314	483087	SH	DEFINE
HOME DEPOT INC	COM	437076102	164	7000	SH	DEFINE
HOME DEPOT INC	COM	437076102	289721	12370650	SH	DEFINE
HOME DEPOT INC	COM	437076102	1556	65425	SH	DEFINE
HOME DEPOT INC	COM	437076102	1998	85304	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1519	44650	SH	DEFINE

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

HONDA MOTOR LTD	AMERN SHS	438128308	3	100	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	27850	553897	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	1132	22508	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	251	5000	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	33958	1960600	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	6171	109200	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	6338	112160	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	469	8300	SH	DEFINE
HOSPIRA INC	COM	441060100	1604	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	896	22329	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	210	8585	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	98	4000	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	152	6200	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	279	11400	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	3963	162000	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	44	1800	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	239	17510	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	1431	104800	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	2684	196600	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	39407	2886975	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	39	2835	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	440	32200	SH	DEFINE
HOT TOPIC INC	COM	441339108	12000	2218200	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	5406	271359	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	6070	79137	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	876	11415	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	19469	254337	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	1543	20115	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	230	3000	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	462	16700	SH	DEFINE
HUB GROUP INC	CL A	443320106	4413	129290	SH	DEFINE
HUB GROUP INC	CL A	443320106	355	10400	SH	DEFINE
HUB GROUP INC	CL A	443320106	239	7000	SH	DEFINE
HUBBELL INC	CL B	443510201	767	19245	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	10008	600000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	795	47683	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	4237	254000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	1812	347700	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	12	2398	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1554	46700	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	21585	648600	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	4	132	SH	DEFINE
HUNTSMAN CORP	COM	447011107	59047	5179531	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	25975	572900	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4853	107042	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	340	7500	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P300	5786	300100	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P300	67	3500	SH	DEFINE
ICICI BK LTD	ADR	45104G104	9303	323485	SH	DEFINE
ICICI BK LTD	ADR	45104G104	3443	119699	SH	DEFINE
ICICI BK LTD	ADR	45104G104	7876	265552	SH	DEFINE
ICICI BK LTD	ADR	45104G104	95255	3312080	SH	DEFINE
ICICI BK LTD	ADR	45104G104	51570	1793126	SH	DEFINE
IDACORP INC	COM	451107106	15156	524600	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	5772	121500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	47510	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	4503	94780	SH	DEFINE
ILLUMINA INC	COM	452327109	1307	15000	SH	DEFINE
ILLUMINA INC	COM	452327109	17	200	SH	DEFINE
IMPERIAL CAP BANCORP INC	COM	452680101	2554	445796	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	859	15607	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	51	926	SH	DEFINE

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

IMS HEALTH INC	COM	449934108	11650	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1098	47125	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	2278	1451051	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	476	303250	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	37	23700	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	126	80000	SH	DEFINE
INDIA FD INC	COM	454089103	1585	44810	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	24063	2703722	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	11427	1339634	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	328	7550	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1369	43404	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	4735	150074	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	29456	923685	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1286	40765	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	189	6000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	37505	1002000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1384	36970	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	288	7700	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1465	80000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	40664	800000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	70	1386	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	1466	28832	SH	DEFINE
INTEL CORP	COM	458140100	451	21000	SH	DEFINE
INTEL CORP	COM	458140100	1242024	57822350	SH	DEFINE
INTEL CORP	COM	458140100	20836	970000	SH	DEFINE
INTEL CORP	COM	458140100	73573	3425165	SH	DEFINE
INTEL CORP	COM	458140100	183	8500	SH	OTHER
INTEL CORP	COM	458140100	1847	86000	SH	DEFINE
INTEL CORP	COM	458140100	35	1650	SH	DEFINE
INTEL CORP	COM	458140100	2587	121340	SH	DEFINE
INTEL CORP	COM	458140100	178	8300	SH	DEFINE
INTEL CORP	COM	458140100	3595	167376	SH	DEFINE
INTEL CORP	COM	458140100	387	18000	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	3378	3450000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2391	20970	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	182	1600	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	171	1500	SH	DEFINE
INTERMEC INC	COM	458786100	22	1041	SH	DEFINE
INTERMEC INC	COM	458786100	6787	321868	SH	DEFINE
INTERNAP NETWORK SVCS CORP	COM PAR \$.001	45885A300	4571	976688	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	8187	69070	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	19409	163750	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	68747	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	151799	1280680	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	37	310	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	12335	104030	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	213	1800	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1458	12304	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	474	4000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	6793	271919	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	4953	198284	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	3260	130500	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1037	41500	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	10431	445000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	357	41560	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	1408	163740	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	41600	4837251	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	319	37050	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	184017	21397323	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	4931	573370	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	1968	600000	SH	DEFINE
INTERVOICE INC NEW	COM	461142101	11898	2086593	SH	DEFINE

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

INTL PAPER CO	COM	460146103	876	37612	SH	DEFINE
INTL PAPER CO	COM	460146103	387816	16644452	SH	DEFINE
INTL PAPER CO	COM	460146103	13718	588772	SH	DEFINE
INTL PAPER CO	COM	460146103	34	1440	SH	DEFINE
INTL PAPER CO	COM	460146103	176333	7567943	SH	DEFINE
INTUIT	COM	461202103	2262	82050	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	3368	12500	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	269	1000	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	24	90	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	6	21	SH	DEFINE
INVESCO LTD	SHS	G491BT108	4159	173420	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2867	119540	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1718	71650	SH	DEFINE
INVESCO LTD	SHS	G491BT108	7058	294340	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2862	119350	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5880	245198	SH	DEFINE
INVESCO LTD	SHS	G491BT108	853	35585	SH	DEFINE
INVESCO LTD	SHS	G491BT108	354774	14794574	SH	DEFINE
INVESCO LTD	SHS	G491BT108	178142	7428777	SH	DEFINE
INVESCO LTD	SHS	G491BT108	80	3317	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	5945	177680	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	405	12100	SH	DEFINE
INVITROGEN CORP	COM	46185R100	1151	29326	SH	DEFINE
INVITROGEN CORP	COM	46185R100	980	24960	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	97486	3671800	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	11557	435281	SH	DEFINE
IRON MTN INC	COM	462846106	9497	357687	SH	DEFINE
IRON MTN INC	COM	462846106	481	18100	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	1482	16240	SH	DEFINE
ISHARES INC	MSCI TAIWAN	464286731	240	17000	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	390	31254	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	1292	76300	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	1335	27120	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2772	25700	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	3494	26570	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	5359	41899	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	251	2500	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	36080	266115	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	26107	380009	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	1	12	SH	DEFINE
ISHARES TR	COHEN&ST RLTY	464287564	297	3958	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	2135	38650	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287630	1965	30700	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	175	2300	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	59	777	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	570	8257	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	473	4775	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	161	11805	SH	DEFINE
ISTAR FINL INC	COM	45031U101	218785	16562070	SH	DEFINE
ISTAR FINL INC	COM	45031U101	513	38807	SH	DEFINE
ISTAR FINL INC	COM	45031U101	137	10400	SH	DEFINE
ISTAR FINL INC	COM	45031U101	53	4000	SH	DEFINE
ISTAR FINL INC	COM	45031U101	2650	200574	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	275653	351150000	PRN	DEFINE
ITRON INC	COM	465741106	7224	73450	SH	DEFINE
ITRON INC	COM	465741106	531	5400	SH	DEFINE
ITT CORP NEW	COM	450911102	2282	36029	SH	DEFINE
ITT CORP NEW	COM	450911102	285	4500	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	8151	679223	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	381	34887	SH	DEFINE
IXIA	COM	45071R109	13012	1872200	SH	DEFINE
IXIA	COM	45071R109	4213	606120	SH	DEFINE

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

IXIA	COM	45071R109	338	48700	SH	DEFINE
IXIA	COM	45071R109	11601	1668842	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	1191	70700	SH	DEFINE
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	14	810	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	8635	107000	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	3029	37540	SH	DEFINE
JER INVT TR INC	COM	46614H301	1930	306300	SH	DEFINE
JOHN HANCOCK BK &THRIFT OPP	SH BEN INT	409735107	7524	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1405	21830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1056028	16413238	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	69552	1081000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	138268	2149017	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	187	2900	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	2445	38000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	66	1020	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	33348	519174	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	470	7300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2951	45862	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	1622	56540	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	11598	404410	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	34416	1200000	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	640	22323	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	23	790	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	383	13340	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	206	7200	SH	DEFINE
JOY GLOBAL INC	COM	481165108	4736	62450	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	345027	10056160	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	31157	908098	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	86	2500	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	128544	3746547	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	24	700	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	69	2010	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	8586	249635	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	14864	433236	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	2289	66719	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	464	13510	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	6331	184536	SH	DEFINE
JP MORGAN CHASE & CO	COM	46625H100	1705	49696	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	15229	686624	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	639	28827	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	8	350	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	51	2300	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	12625	302389	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	84	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	53021	1205300	SH	DEFINE
KAYDON CORP	COM	486587108	5375	104550	SH	DEFINE
KAYDON CORP	COM	486587108	427	8300	SH	DEFINE
KB HOME	COM	48666K109	15164	895700	SH	DEFINE
KB HOME	COM	48666K109	63	3750	SH	DEFINE
KB HOME	COM	48666K109	491	28979	SH	DEFINE
KBR INC	COM	48242W106	526	15074	SH	DEFINE
KELLOGG CO	COM	487836108	963	20055	SH	DEFINE
KELLY SVCS INC	CL A	488152208	44762	2315700	SH	DEFINE
KENNAMETAL INC	COM	489170100	45319	1392300	SH	DEFINE
KENNAMETAL INC	COM	489170100	4313	132500	SH	DEFINE
KENNAMETAL INC	COM	489170100	5	152	SH	DEFINE
KEYCORP NEW	COM	493267108	189	17170	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	52	1100	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	560	11900	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	1044	22200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	15351	326400	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	169	3600	SH	DEFINE

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

KIMBERLY CLARK CORP	COM	494368103	4424	74000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4857	81246	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	404	11700	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	445	12900	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	1187	34400	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	2247	65100	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	32172	931984	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	72	2080	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	459	13300	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	9351	167788	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	89	1600	SH	OTHER
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	279	5000	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	206536	7559334	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	215	7851	SH	CALL DEFINE
KINDRED HEALTHCARE INC	COM	494580103	715	26171	SH	CALL DEFINE
KINDRED HEALTHCARE INC	COM	494580103	215	7851	SH	CALL DEFINE
KINDRED HEALTHCARE INC	COM	494580103	215	7851	SH	CALL DEFINE
KLA-TENCOR CORP	COM	482480100	18827	462470	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1425	35000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	30	738	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	19	460	SH	DEFINE
KNIGHTSBRIDGE TANKERS LTD	ORD	G5299G106	161	5000	SH	DEFINE
KNIGHTSBRIDGE TANKERS LTD	ORD	G5299G106	97	3000	SH	OTHER
KNOT INC	COM	499184109	2958	302450	SH	DEFINE
KNOT INC	COM	499184109	264	27000	SH	DEFINE
KNOT INC	COM	499184109	136	13900	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6008	600834	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	4340	433394	SH	DEFINE
KOHL'S CORP	COM	500255104	1315	32831	SH	DEFINE
KONGZHONG CORP	SPONSORED ADR	50047P104	198	53000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	604	17870	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	11346	335692	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	31015	904214	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	17461	516584	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	1313	22439	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	1778	30387	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	15971	272960	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	26100	446070	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	20281	344571	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	436	7460	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	75777	1295110	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	167942	2870316	SH	DEFINE
KOOKMIN BK NEW	SPONSORED ADR	50049M109	146	2500	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	24	1674	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	6333	430802	SH	DEFINE
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	9201	633233	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	5122	180046	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	278207	9778798	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	18417	647393	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	2930	103000	SH	DEFINE
KROGER CO	COM	501044101	427	14775	SH	DEFINE
KROGER CO	COM	501044101	283398	9816357	SH	DEFINE
KROGER CO	COM	501044101	29894	1035467	SH	DEFINE
KROGER CO	COM	501044101	23034	797850	SH	DEFINE
KROGER CO	COM	501044101	5710	197800	SH	DEFINE
K-SWISS INC	CL A	482686102	31426	2137816	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	25	1160	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6	268	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	1510	70822	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	27437	1286892	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	10948	513512	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	134	6290	SH	DEFINE

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

KT CORP	SPONSORED ADR	48268K101	536993	25187308	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	61113	2866460	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	6618	72825	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	114	1250	SH	OTHER
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	190	2090	SH	DEFINE
LA Z BOY INC	COM	505336107	28996	3790300	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2138	30700	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	558	8016	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	69008	1908940	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	40	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	245	6779	SH	DEFINE
LAMAR ADVERTISING CO	CL A	512815101	204	5655	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	292	11600	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	47	1890	SH	DEFINE
LATIN AMER EQUITY FD INC NEW	COM	51827Q106	11083	222015	SH	DEFINE
LATIN AMER EQUITY FD INC NEW	COM	51827Q106	77	1547	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	8489	182749	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	2846	65000	SH	DEFINE
LEAP WIRELESS INTL INC	COM NEW	521863308	3626	84000	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	3542	425760	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	49324	5928400	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	206	24710	SH	DEFINE
LEAR CORP	COM	521865105	53963	3805579	SH	DEFINE
LEAR CORP	COM	521865105	1976	139338	SH	DEFINE
LEAR CORP	COM	521865105	326	23000	SH	DEFINE
LEAR CORP	COM	521865105	24225	1708388	SH	DEFINE
LEAR CORP	COM	521865105	331	23330	SH	DEFINE
LECG CORP	COM	523234102	13290	1518980	SH	DEFINE
LEGG MASON INC	COM	524901105	16321	374590	SH	DEFINE
LEGG MASON INC	COM	524901105	957	21975	SH	DEFINE
LEGG MASON INC	COM	524901105	115605	2653319	SH	DEFINE
LEGG MASON INC	COM	524901105	27	620	SH	DEFINE
LEGG MASON INC	COM	524901105	509	11680	SH	DEFINE
LEGG MASON INC	COM	524901105	183	4200	SH	DEFINE
LEGG MASON INC	UNIT 99/99/9999	524901303	157797	3753500	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	73154	4362200	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	1452	86610	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	6748	402390	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	37	2200	SH	DEFINE
LEHMAN BROS HLDGS INC	COM	524908100	567	28600	SH	DEFINE
LEHMAN BROS HLDGS INC	COM	524908100	181	9158	SH	DEFINE
LEHMAN BROS HLDGS INC	7.25%CONV SR P	52523J453	1005747	1250260	SH	DEFINE
LENNAR CORP	CL A	526057104	5923	480000	SH	DEFINE
LENNAR CORP	CL B	526057302	533	48000	SH	DEFINE
LENNOX INTL INC	COM	526107107	18824	650000	SH	DEFINE
LEUCADIA NATL CORP	COM	527288104	859	18300	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	527288AX2	7749	3600000	PRN	DEFINE
LEXMARK INTL NEW	CL A	529771107	47	1400	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	148340	4437329	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	369	11050	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	1139	34060	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	20640	617424	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	2388	75975	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	530715AN1	3831	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	530715AR2	6544	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	695	47087	SH	DEFINE
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	95	6574	SH	DEFINE
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	19091	1325757	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	555	22896	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	66122	2728945	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	5781	174394	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	573	17300	SH	DEFINE

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

LIBERTY PPTY TR	SH BEN INT	531172104	1081	32600	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	15942	480900	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	45	1365	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	176	5300	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	2771	93760	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	254	8600	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	739	26100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1817	64210	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	25	880	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	12824	453130	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	164	5800	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	374	13200	SH	DEFINE
LILLY ELI & CO	COM	532457108	18464	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	7503	162551	SH	DEFINE
LILLY ELI & CO	COM	532457108	9	200	SH	DEFINE
LILLY ELI & CO	COM	532457108	310	6720	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	653	38750	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	219	13000	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	18424	406537	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	181	4000	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	12340	4777666	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	15300	1476800	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	5680	548300	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	518	50000	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	294	28400	SH	DEFINE
LIONS GATE ENTMNT CORP	NOTE 3.625% 3/1	535919AG9	9893	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	72	5102	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1306	92270	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	156	11010	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	6928	489590	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	573	23209	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	49330	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	9015	91371	SH	DEFINE
LOEWS CORP	COM	540424108	531	11316	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	53653	2001983	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	4020	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1335	49810	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	4	142	SH	DEFINE
LOWES COS INC	COM	548661107	16180	779768	SH	DEFINE
LOWES COS INC	COM	548661107	3632	175060	SH	DEFINE
LSI CORPORATION	COM	502161102	3	541	SH	DEFINE
LSI CORPORATION	COM	502161102	316902	51612768	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	13272	456700	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	912	31400	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	61	2100	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3372	144520	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	12073	517500	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1167	50000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1097	47000	SH	DEFINE
M D C HLDGS INC	COM	552676108	69460	1778300	SH	DEFINE
M/I HOMES INC	COM	55305B101	33450	2126500	SH	DEFINE
MACERICH CO	COM	554382101	62	1000	SH	DEFINE
MACERICH CO	COM	554382101	646	10400	SH	DEFINE
MACERICH CO	COM	554382101	1224	19700	SH	DEFINE
MACERICH CO	COM	554382101	17850	287300	SH	DEFINE
MACERICH CO	COM	554382101	62	1000	SH	DEFINE
MACERICH CO	COM	554382101	199	3200	SH	DEFINE
MACQUARIE INFRASTR CO LLC	MEMBERSHIP INT	55608B105	789	31200	SH	DEFINE
MACYS INC	COM	55616P104	2558	131743	SH	DEFINE
MACYS INC	COM	55616P104	117	6000	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	960	150000	SH	DEFINE
MANITOWOC INC	COM	563571108	6125	188300	SH	DEFINE

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

MANITOWOC INC	COM	563571108	31	940	SH	DEFINE
MANITOWOC INC	COM	563571108	3494	107400	SH	DEFINE
MANPOWER INC	COM	56418H100	1656	28435	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	33669	970000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	280	8054	SH	DEFINE
MARATHON OIL CORP	COM	565849106	47005	906210	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2342	45148	SH	DEFINE
MARATHON OIL CORP	COM	565849106	24	470	SH	DEFINE
MARATHON OIL CORP	COM	565849106	408	7870	SH	DEFINE
MARATHON OIL CORP	COM	565849106	166	3200	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	250001	6762280	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	350	9480	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	19885	538277	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	239	3855	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	19695	741800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	809	30460	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	195	7360	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	735	27697	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	561	36569	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	2162	20867	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	269	15236	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	336	19000	SH	DEFINE
MASCO CORP	COM	574599106	2029	129000	SH	DEFINE
MASCO CORP	COM	574599106	16763	1065650	SH	DEFINE
MASCO CORP	COM	574599106	71	4498	SH	DEFINE
MASIMO CORP	COM	574795100	35833	1043181	SH	DEFINE
MASSEY ENERGY CORP	COM	576206106	375	4000	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	91304	343870	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	18	66	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	614	2313	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	11	496	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	287	13525	SH	DEFINE
MATSUSHITA ELEC INDL	ADR	576879209	3	135	SH	DEFINE
MATTEL INC	COM	577081102	929	54285	SH	DEFINE
MATTEL INC	COM	577081102	370903	21664914	SH	DEFINE
MATTEL INC	COM	577081102	1731	101101	SH	DEFINE
MATTEL INC	COM	577081102	14852	867527	SH	DEFINE
MATTEL INC	COM	577081102	511	29831	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	3638	170580	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	299	14000	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	139	6500	SH	DEFINE
MBIA INC	COM	55262C100	3578	815000	SH	DEFINE
MBIA INC	COM	55262C100	42	9600	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	88512	2482095	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	309	8659	SH	DEFINE
MCDERMOTT INTL INC	COM	580037109	314	5079	SH	DEFINE
MCDONALDS CORP	COM	580135101	3907	69500	SH	DEFINE
MCDONALDS CORP	COM	580135101	14977	266395	SH	DEFINE
MCDONALDS CORP	COM	580135101	12493	222230	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	18293	455946	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	6019	218700	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	5	189	SH	DEFINE
MDU RES GROUP INC	COM	552690109	678	19438	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	37493	1572700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	197423	8281166	SH	DEFINE
MEDASSETS INC	COM	584045108	788	46200	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2804	59400	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4554	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	17095	362179	SH	DEFINE
MEDICINES CO	COM	584688105	7827	394900	SH	DEFINE
MEDICINES CO	COM	584688105	48	2410	SH	DEFINE
MEDTRONIC INC	COM	585055106	31884	616115	SH	DEFINE

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

MEDTRONIC INC	COM	585055106	3105	60000	SH	DEFINE
MEDTRONIC INC	COM	585055106	47379	915544	SH	DEFINE
MEDTRONIC INC	COM	585055106	139	2680	SH	DEFINE
MEDTRONIC INC	COM	585055106	29	560	SH	DEFINE
MEDTRONIC INC	COM	585055106	5546	107170	SH	DEFINE
MEDTRONIC INC	COM	585055106	217	4200	SH	DEFINE
MEDTRONIC INC	COM	585055106	230	4442	SH	DEFINE
MEDTRONIC INC	COM	585055106	466	9000	SH	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055A	4255	4000000	PRN	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	9200	149500	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	725	11781	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	3317	53900	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	25367	1557200	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	70725	4341650	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	1122	68872	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	12610	365600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1711	49600	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	2050	117800	SH	DEFINE
MERCER INTL INC	COM	588056101	19659	2628200	SH	DEFINE
MERCK & CO INC	COM	589331107	4202	111500	SH	DEFINE
MERCK & CO INC	COM	589331107	736931	19552430	SH	DEFINE
MERCK & CO INC	COM	589331107	18845	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	83069	2203995	SH	DEFINE
MERCK & CO INC	COM	589331107	13420	356074	SH	DEFINE
MERCK & CO INC	COM	589331107	4020	106667	SH	DEFINE
MERCK & CO INC	COM	589331107	26273	697070	SH	DEFINE
MERCK & CO INC	COM	589331107	139536	3702197	SH	DEFINE
MERCK & CO INC	COM	589331107	1455	39279	SH	DEFINE
MERCK & CO INC	COM	589331107	2272	60275	SH	DEFINE
MERCK & CO INC	COM	589331107	562331	14919903	SH	DEFINE
MERCK & CO INC	COM	589331107	35117	931723	SH	DEFINE
MERCK & CO INC	COM	589331107	313	8295	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	22412	479719	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	107	2300	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	189529	5976940	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	12188	384373	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1268	40000	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1956	61690	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	2011	62680	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	18412	580628	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1414	44577	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	56627	1785779	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	629	19821	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	65	2056	SH	DEFINE
MERRILL LYNCH & CO INC	NOTE	3/1590188W46	18999	18535000	PRN	DEFINE
METAVANTE TECHNOLOGIES INC	COM	591407101	256	11320	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	5465	522957	SH	DEFINE
METLIFE INC	COM	59156R108	24163	457900	SH	DEFINE
METLIFE INC	COM	59156R108	3950	74853	SH	DEFINE
METROPICS COMMUNICATIONS INC	COM	591708102	116360	6570295	SH	DEFINE
METROPICS COMMUNICATIONS INC	COM	591708102	1634	92239	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	45239	476900	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	99009	1043739	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	4743	50000	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	12529	132096	SH	DEFINE
MEXICO FD INC	COM	592835102	21784	620800	SH	DEFINE
MGIC INVT CORP WIS	COM	552848103	4491	735000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	261796	8572220	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	7664	250953	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	305	10000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	25	810	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1766	57770	SH	DEFINE

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

MICROCHIP TECHNOLOGY INC	COM	595017104	2303	75416	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	244	8000	SH	DEFINE
MICRON TECHNOLOGY INC	NOTE	1.875% 6/0595112AH6	14200	20000000	PRN	DEFINE
MICROSEMI CORP	COM	595137100	241428	9588092	SH	DEFINE
MICROSEMI CORP	COM	595137100	6379	253340	SH	DEFINE
MICROSEMI CORP	COM	595137100	529	21000	SH	DEFINE
MICROSEMI CORP	COM	595137100	33	1300	SH	DEFINE
MICROSEMI CORP	COM	595137100	348	13830	SH	DEFINE
MICROSEMI CORP	COM	595137100	199	7900	SH	DEFINE
MICROSEMI CORP	COM	595137100	19107	758498	SH	DEFINE
MICROSOFT CORP	COM	594918104	4759	173000	SH	DEFINE
MICROSOFT CORP	COM	594918104	88619	3221340	SH	DEFINE
MICROSOFT CORP	COM	594918104	32324	1175000	SH	DEFINE
MICROSOFT CORP	COM	594918104	80770	2936011	SH	DEFINE
MICROSOFT CORP	COM	594918104	151	5500	SH	OTHER
MICROSOFT CORP	COM	594918104	748072	27192725	SH	DEFINE
MICROSOFT CORP	COM	594918104	32022	1164000	SH	DEFINE
MICROSOFT CORP	COM	594918104	11463	416686	SH	DEFINE
MICROSOFT CORP	COM	594918104	42399	1541716	SH	DEFINE
MICROSOFT CORP	COM	594918104	216817	7881393	SH	DEFINE
MICROSOFT CORP	COM	594918104	7643	277129	SH	DEFINE
MICROSOFT CORP	COM	594918104	5378	195510	SH	DEFINE
MICROSOFT CORP	COM	594918104	1693113	61545349	SH	DEFINE
MICROSOFT CORP	COM	594918104	53571	1947323	SH	DEFINE
MICROSOFT CORP	COM	594918104	571	20750	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	10877	3143700	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	3547	1025040	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	282	81600	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1	595635103	5005	33636	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	9	83	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	4016	38800	SH	DEFINE
MILLIPORE CORP	COM	601073109	3407	50210	SH	DEFINE
MILLIPORE CORP	COM	601073109	27144	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	433	6379	SH	DEFINE
MILLIPORE CORP	COM	601073109	3033	44700	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	735	19700	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	696	18660	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	56006	1400500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	6610	103921	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	35	4000	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	5931	680175	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	8659	983930	SH	DEFINE
MOBILE MINI INC	COM	60740F105	12706	635300	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	61	800	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	1735	22650	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	120247	1569602	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	62110	810730	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	27117	353960	SH	DEFINE
MOLEX INC	COM	608554101	3576	146483	SH	DEFINE
MOLEX INC	COM	608554101	192	7866	SH	DEFINE
MOLEX INC	COM	608554101	49	2000	SH	OTHER
MOLEX INC	CL A	608554200	3356	146483	SH	DEFINE
MOLEX INC	CL A	608554200	65	2859	SH	DEFINE
MONACO COACH CORP	COM	60886R103	9343	3073500	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	2149	176408	SH	DEFINE
MONOTYPE IMAGING HOLDINGS IN	COM	61022P100	169	13900	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	30042	237600	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	3146	24882	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	42983	2914100	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	60	4100	SH	DEFINE
MOODYS CORP	COM	615369105	18529	538000	SH	DEFINE
MOODYS CORP	COM	615369105	785	22803	SH	DEFINE

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

MORGAN STANLEY	COM NEW	617446448	1847	51200	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	244	6770	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5890	163302	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	3071	85153	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	679	18820	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	27253	755565	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	190	5208	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1280	35499	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5712	158369	SH	DEFINE
MOSAIC CO	COM	61945A107	5065	35000	SH	DEFINE
MOSAIC CO	COM	61945A107	98	679	SH	DEFINE
MOSAIC CO	COM	61945A107	5831	40300	SH	DEFINE
MOTOROLA INC	COM	620076109	1500	204364	SH	DEFINE
MOTOROLA INC	COM	620076109	255003	34741611	SH	DEFINE
MOTOROLA INC	COM	620076109	3	380	SH	DEFINE
MSCI INC	CL A	55354G100	10767	296700	SH	DEFINE
MUELLER INDS INC	COM	624756102	80465	2498900	SH	DEFINE
MUELLER INDS INC	COM	624756102	322	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	18443	188100	SH	DEFINE
MURPHY OIL CORP	COM	626717102	1257	12815	SH	DEFINE
MURPHY OIL CORP	COM	626717102	5589	57000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	3	31	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	10835	327235	SH	DEFINE
MYLAN INC	COM	628530107	320	26475	SH	DEFINE
MYLAN INC	PFD CONV	628530206	800	910	SH	DEFINE
MYLAN INC	PFD CONV	628530206	106	120	SH	OTHER
MYLAN INC	NOTE 1.250% 3/1	628530AG2	8375	10000000	PRN	DEFINE
MYRIAD GENETICS INC	COM	62855J104	92712	2036730	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	894	19649	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	11259	228700	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	5873	119290	SH	DEFINE
NACCO INDS INC	CL A	629579103	21419	288084	SH	DEFINE
NANOGEN INC	COM	630075109	8	20000	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	593	22341	SH	SOLE
NASH FINCH CO	COM	631158102	206	6000	SH	DEFINE
NASHUA CORP	COM	631226107	3579	357930	SH	DEFINE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	4676	523670	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	58	12082	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	2479	125070	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	224	11300	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	85	4300	SH	DEFINE
NATIONAL FINL PARTNERS CORP	COM	63607P208	10397	524133	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	7044	248302	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	5458	192364	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	184577	2080440	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	10133	114216	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	3016	34000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	2100	23670	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	43926	495112	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	37801	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1127	35800	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	715	22700	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1319	41900	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	18988	602994	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	34	1070	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	274	8700	SH	DEFINE
NAVTEQ CORP	COM	63936L100	389	5050	SH	DEFINE
NAVTEQ CORP	COM	63936L100	94963	1233289	SH	DEFINE
NETAPP INC	COM	64110D104	433	20000	SH	DEFINE
NETAPP INC	COM	64110D104	4103	189410	SH	DEFINE
NETAPP INC	COM	64110D104	260	12000	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	20923	630200	SH	DEFINE

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

NETLOGIC MICROSYSTEMS INC	COM	64118B100	4467	134560	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	352	10600	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	16	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	2292	135000	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	631	10805	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	4856	315550	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	200	13000	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	53501	1025714	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1916	36728	SH	DEFINE
NEWS CORP	CL A	65248E104	8929	593710	SH	DEFINE
NEWS CORP	CL A	65248E104	6040	401597	SH	DEFINE
NEWS CORP	CL A	65248E104	131	8700	SH	OTHER
NEWS CORP	CL A	65248E104	766473	50962319	SH	DEFINE
NEWS CORP	CL A	65248E104	17978	1195316	SH	DEFINE
NEWS CORP	CL A	65248E104	24369	1620290	SH	DEFINE
NEWS CORP	CL A	65248E104	95479	6348348	SH	DEFINE
NEWS CORP	CL A	65248E104	3400	220612	SH	DEFINE
NEWS CORP	CL A	65248E104	1914	127265	SH	DEFINE
NEWS CORP	CL A	65248E104	1106204	73550772	SH	DEFINE
NEWS CORP	CL A	65248E104	69943	4650438	SH	DEFINE
NEWS CORP	CL A	65248E104	206	13702	SH	DEFINE
NEWS CORP	CL B	65248E203	5179	337367	SH	DEFINE
NEWS CORP	CL B	65248E203	6127	399181	SH	DEFINE
NEWS CORP	CL B	65248E203	2972	193606	SH	DEFINE
NEWSTAR FINANCIAL INC	COM	65251F105	2891	489200	SH	DEFINE
NIGHTHAWK RADIOLOGY HLDGS IN	COM	65411N105	269	38000	SH	DEFINE
NIGHTHAWK RADIOLOGY HLDGS IN	COM	65411N105	1	156	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	248937	5241880	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	100	2100	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	35	730	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	581	12240	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	204	4300	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	2471	52031	SH	DEFINE
NIKE INC	CL B	654106103	2337	39200	SH	DEFINE
NIKE INC	CL B	654106103	14768	247746	SH	DEFINE
NIKE INC	CL B	654106103	5025	84300	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	70	2892	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	311	12803	SH	DEFINE
NISOURCE INC	COM	65473P105	95603	5335000	SH	DEFINE
NISOURCE INC	COM	65473P105	165	9222	SH	DEFINE
NISOURCE INC	COM	65473P105	56	3130	SH	DEFINE
NISOURCE INC	COM	65473P105	5718	319067	SH	DEFINE
NISOURCE INC	COM	65473P105	7780	434153	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	10023	154300	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	1013	15588	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	5833	89800	SH	DEFINE
NOBLE CORPORATION	SHS	G65422100	32069	493680	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	112359	1117330	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	663	6590	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	2019	20080	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	68294	2787510	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	15099	616267	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	205	8370	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	43	1760	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	7006	288250	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	296	12100	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1899	77516	SH	DEFINE
NORDSON CORP	COM	655663102	88069	1208240	SH	DEFINE
NORDSTROM INC	COM	655664100	3027	99900	SH	DEFINE
NORDSTROM INC	COM	655664100	78326	2585010	SH	DEFINE
NORDSTROM INC	COM	655664100	6393	210984	SH	DEFINE
NORDSTROM INC	COM	655664100	1694	55920	SH	DEFINE

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

NORDSTROM INC	COM	655664100	1529	49700	SH	DEFINE
NORDSTROM INC	COM	655664100	2093	69081	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	80255	1280600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	8563	136631	SH	DEFINE
NORTH AMERN ENERGY PARTNERS	COM	656844107	6276	289500	SH	DEFINE
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	387	10000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	40148	1572600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	25530	1000000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	87	3400	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	3370	350000	SH	DEFINE
NORTHERN TR CORP	COM	665859104	308	4494	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	66900	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	7661	114512	SH	DEFINE
NORTHWEST AIRLS CORP	COM	667280408	50856	7636090	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	7700	138000	SH	DEFINE
NORTHWESTERN CORP	COM NEW	668074305	20	800	SH	DEFINE
NORTHWESTERN CORP	COM NEW	668074305	39813	1566204	SH	DEFINE
NOVAGOLD RES INC	COM NEW	66987E206	4843	650000	SH	DEFINE
NOVAGOLD RES INC	COM NEW	66987E206	9	1223	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4263	77458	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	286	5200	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4934	89650	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	26308	492480	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	12367	224690	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8976	136000	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	811	12289	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	238	3600	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	758	17668	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	118	2750	SH	DEFINE
NSTAR	COM	67019E107	456	13480	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	140317	8954477	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	7661	488885	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	376	24000	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	265	16900	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	2223	141860	SH	DEFINE
NUCOR CORP	COM	670346105	213660	2861389	SH	DEFINE
NUCOR CORP	COM	670346105	5227	70000	SH	DEFINE
NUCOR CORP	COM	670346105	21983	294405	SH	DEFINE
NUCOR CORP	COM	670346105	112	1500	SH	DEFINE
NUCOR CORP	COM	670346105	134	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	516	38600	SH	DEFINE
NVIDIA CORP	COM	67066G104	124410	6645855	SH	DEFINE
NVIDIA CORP	COM	67066G104	72	3840	SH	DEFINE
NVIDIA CORP	COM	67066G104	1373	73364	SH	DEFINE
NYMEX HOLDINGS INC	COM	62948N104	72538	858636	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	5940	66100	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	45746	509080	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	518	5764	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	5374	59800	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	7677	99640	SH	DEFINE
OCULUS INNOVATIVE SCIENCES I	COM	67575P108	716	297000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	3446	315000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	148	13500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	801	73260	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	2010	183759	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	85	6100	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	3139	225863	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	5929	426560	SH	DEFINE
OIL STS INTL INC	COM	678026105	51888	817900	SH	DEFINE
OIL STS INTL INC	COM	678026105	12453	196300	SH	DEFINE
OILSANDS QUEST INC	-W EXP 12/05/200	678046111	239	119450	SH	DEFINE
OLD REP INTL CORP	COM	680223104	234892	19838883	SH	DEFINE

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

OLD REP INTL CORP	COM	680223104	31	2600	SH	DEFINE
OLD REP INTL CORP	COM	680223104	189204	15980057	SH	DEFINE
OLD REP INTL CORP	COM	680223104	6619	558808	SH	DEFINE
OMNICARE INC	COM	681904108	2707	103250	SH	DEFINE
OMNICARE INC	COM	681904108	4554	173680	SH	DEFINE
OMNICARE INC	COM	681904108	9162	349411	SH	DEFINE
OMNICARE INC	COM	681904108	852	32480	SH	DEFINE
OMNICARE INC	COM	681904108	1299	49560	SH	DEFINE
OMNICELL INC	COM	68213N109	3658	277550	SH	DEFINE
OMNICELL INC	COM	68213N109	252	19100	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	2991	66638	SH	DEFINE
OMNITURE INC	COM	68212S109	54381	2928430	SH	DEFINE
OMNITURE INC	COM	68212S109	3392	182640	SH	DEFINE
OMNITURE INC	COM	68212S109	234	12600	SH	DEFINE
OMNITURE INC	COM	68212S109	163	8803	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	11707	968300	SH	DEFINE
ONEOK INC NEW	COM	682680103	225	4600	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	8423	236600	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1118	31400	SH	DEFINE
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	2374	80000	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	6767	302900	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	4844	216823	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	355	15900	SH	DEFINE
OPTIONSXPRESS HLDGS INC	COM	684010101	2	90	SH	DEFINE
ORACLE CORP	COM	68389X105	60759	2893266	SH	DEFINE
ORACLE CORP	COM	68389X105	10500	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	10594	504461	SH	DEFINE
ORACLE CORP	COM	68389X105	18048	859430	SH	DEFINE
ORACLE CORP	COM	68389X105	8461	402908	SH	DEFINE
ORACLE CORP	COM	68389X105	1413	67290	SH	DEFINE
ORACLE CORP	COM	68389X105	120046	5716480	SH	DEFINE
ORACLE CORP	COM	68389X105	4685	220532	SH	DEFINE
ORACLE CORP	COM	68389X105	2641	125740	SH	DEFINE
ORACLE CORP	COM	68389X105	1295742	61702003	SH	DEFINE
ORACLE CORP	COM	68389X105	39784	1894463	SH	DEFINE
ORACLE CORP	COM	68389X105	153	7285	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	107455	4560898	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	5926	251521	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	459	19500	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	1292	54835	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	468	35100	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	8188	614700	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	2443	183400	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	3935	498700	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	2742	347500	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	196	24800	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	197	25000	SH	DEFINE
OREZONE RES INC	COM	685921108	10245	8537400	SH	DEFINE
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	12324	283700	SH	DEFINE
ORITANI FINL CORP	COM	686323106	2951	184430	SH	DEFINE
OSHKOSH CORP	COM	688239201	20976	1013800	SH	DEFINE
OSHKOSH CORP	COM	688239201	98	4725	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	8632	208900	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	248	6000	SH	DEFINE
OUTDOOR CHANNEL HLDGS INC	COM NEW	690027206	1327	190100	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	98239	1235400	SH	DEFINE
OWENS CORNING NEW	COM	690742101	86567	3805133	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	3352	80400	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	368	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	3881	364400	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	11471	533300	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	9700	450931	SH	DEFINE

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

PACKAGING CORP AMER	COM	695156109	5472	254400	SH	DEFINE
PACWEST BANCORP DEL	COM	695263103	14926	1003079	SH	DEFINE
PALL CORP	COM	696429307	19840	500000	SH	DEFINE
PALL CORP	COM	696429307	751	18915	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	9206	199000	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	83	1800	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	5919	364743	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	5355	318930	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	235	14100	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	10961	416600	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	251	3525	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	7	200	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	67	2000	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	135	4000	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	1963	58200	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	16	470	SH	DEFINE
PARKWAY PPTYS INC	COM	70159Q104	20	600	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	283	4100	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	3913	56600	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	9280	60540	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	1350	8805	SH	DEFINE
PATRIOT COAL CORP	COM	70336T104	123	800	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	755	25700	SH	DEFINE
PAYCHEX INC	COM	704326107	79400	2538360	SH	DEFINE
PAYCHEX INC	COM	704326107	15633	499774	SH	DEFINE
PAYCHEX INC	COM	704326107	1927	61606	SH	DEFINE
PAYCHEX INC	COM	704326107	336	10750	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	16679	1570520	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	18	1650	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	478	45000	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	33838	384300	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	53599	608734	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	26615	302273	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	26	290	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	418	4750	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	167	1900	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	1233	14000	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	5713	468290	SH	DEFINE
PENN NATL GAMING INC	COM	707569109	3572	111100	SH	DEFINE
PENN VA CORP	COM	707882106	302	4000	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	211	7800	SH	DEFINE
PENNEY J C INC	COM	708160106	4573	126000	SH	DEFINE
PENNEY J C INC	COM	708160106	1509	41581	SH	DEFINE
PENTAIR INC	COM	709631105	378	10800	SH	DEFINE
PENTAIR INC	COM	709631105	393	11230	SH	DEFINE
PENTAIR INC	COM	709631105	3656	104390	SH	DEFINE
PENTAIR INC	COM	709631105	155223	4432401	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	3504	1297800	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	4145	1534696	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	16800	885123	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	23	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	274	17537	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	31302	2006560	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	33345	1300000	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	83	3236	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	448	22632	SH	DEFINE
PEPSICO INC	COM	713448108	73691	1158840	SH	DEFINE
PEPSICO INC	COM	713448108	75012	1179613	SH	DEFINE
PEPSICO INC	COM	713448108	203	3200	SH	OTHER
PEPSICO INC	COM	713448108	556	8750	SH	DEFINE
PEPSICO INC	COM	713448108	5718	89925	SH	DEFINE
PEPSICO INC	COM	713448108	114	1800	SH	DEFINE

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

PEPSICO INC	COM	713448108	601	9451	SH	DEFINE
PERKINELMER INC	COM	714046109	480	17232	SH	DEFINE
PERRIGO CO	COM	714290103	5159	162400	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	1648	12790	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	193	1500	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	75055	1620700	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	14947	322763	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	595	12855	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	541	11680	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	338	7309	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	14545	251000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	121	2080	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	44652	770526	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	22	384	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	1750030	30198960	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	8509	146840	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	17505	302070	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	5666	80000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	18323	258690	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	4	50	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	38650	545674	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	722	10200	SH	DEFINE
PETROLEUM & RES CORP	COM	716549100	6539	150000	SH	DEFINE
PETSMART INC	COM	716768106	85261	4273710	SH	DEFINE
PETSMART INC	COM	716768106	3411	170980	SH	DEFINE
PETSMART INC	COM	716768106	1560	78171	SH	DEFINE
PFIZER INC	COM	717081103	120652	6906230	SH	DEFINE
PFIZER INC	COM	717081103	1286581	73645156	SH	DEFINE
PFIZER INC	COM	717081103	37910	2170000	SH	DEFINE
PFIZER INC	COM	717081103	34193	1957269	SH	DEFINE
PFIZER INC	COM	717081103	262	15000	SH	DEFINE
PFIZER INC	COM	717081103	386032	22096864	SH	DEFINE
PFIZER INC	COM	717081103	19740	1129959	SH	DEFINE
PFIZER INC	COM	717081103	7523	430633	SH	DEFINE
PFIZER INC	COM	717081103	55776	3194971	SH	DEFINE
PFIZER INC	COM	717081103	140531	8044129	SH	DEFINE
PFIZER INC	COM	717081103	6058	348766	SH	DEFINE
PFIZER INC	COM	717081103	3551	203266	SH	DEFINE
PFIZER INC	COM	717081103	1020509	58414924	SH	DEFINE
PFIZER INC	COM	717081103	45743	2618369	SH	DEFINE
PFIZER INC	COM	717081103	360	20611	SH	DEFINE
PFIZER INC	COM	717081103	4	220	SH	SOLE
PG&E CORP	COM	69331C108	1066212	26863500	SH	DEFINE
PG&E CORP	COM	69331C108	62	1570	SH	DEFINE
PG&E CORP	COM	69331C108	1303	32838	SH	DEFINE
PG&E CORP	COM	69331C108	10144	255580	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	50735	1182642	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	176	4100	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	13482	314187	SH	DEFINE
PHARMERICA CORP	COM	71714F104	6	281	SH	DEFINE
PHARMERICA CORP	COM	71714F104	61275	2712463	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	791	44000	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	6171	343380	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	494	27500	SH	DEFINE
PHI INC	COM VTG	69336T106	3823	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	30409	756999	SH	DEFINE
PHI INC	COM NON VTG	69336T205	3410	84900	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	10889	220460	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	11742	237750	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	356	7200	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	389323	7882619	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	17	350	SH	DEFINE

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

PHILIP MORRIS INTL INC	COM	718172109	10223	206984	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	188	3800	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	8191	153329	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4056	75931	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	452	12349	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	14761	4290900	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	24981	7261920	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	221778	7207600	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	67	2164	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	556	7100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	235	3000	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	5245	67000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	18394	539400	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1121	32875	SH	DEFINE
PITNEY BOWES INC	COM	724479100	13239	388240	SH	DEFINE
PITNEY BOWES INC	COM	724479100	37327	1094640	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1352	39687	SH	DEFINE
PITNEY BOWES INC	COM	724479100	909	26650	SH	DEFINE
PITNEY BOWES INC	COM	724479100	208982	6128500	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2610	76540	SH	DEFINE
PITNEY BOWES INC	COM	724479100	82	2410	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	15328	358877	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	342	8000	SH	DEFINE
PMC-SIERRA INC	NOTE	2.250%10/169344FAD8	10889	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	5921	3036300	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	19831	347295	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	4802	84101	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	48	846	SH	DEFINE
PNM RES INC	COM	69349H107	23800	1990000	SH	DEFINE
PNM RES INC	COM	69349H107	21265	1778024	SH	DEFINE
PNM RES INC	COM	69349H107	99	8250	SH	DEFINE
PNM RES INC	COM	69349H107	30612	2559570	SH	DEFINE
PNM RES INC	COM	69349H107	3351	280170	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	1096	17450	SH	DEFINE
POLYONE CORP	COM	73179P106	9584	1375000	SH	DEFINE
POLYPORE INTL INC	COM	73179V103	894	35300	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	139624	6200000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	13184	1195295	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	81	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1839	14170	SH	DEFINE
POSCO	SPONSORED ADR	693483109	541	4170	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1197	9223	SH	DEFINE
POSCO	SPONSORED ADR	693483109	20935	161311	SH	DEFINE
POSCO	SPONSORED ADR	693483109	389	3000	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	15680	68600	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1909	8350	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	6400	28000	SH	DEFINE
POWELL INDS INC	COM	739128106	16615	329600	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	20294	642000	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	4531	143331	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	331	10469	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	11774	372499	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	3096	68535	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	1936	47600	SH	DEFINE
PPG INDS INC	COM	693506107	8048	140285	SH	DEFINE
PPG INDS INC	COM	693506107	8	150	SH	DEFINE
PPL CORP	COM	69351T106	114994	2200000	SH	DEFINE
PPL CORP	COM	69351T106	580	11097	SH	DEFINE
PRAXAIR INC	COM	74005P104	228229	2421781	SH	DEFINE
PRAXAIR INC	COM	74005P104	68805	730100	SH	DEFINE
PRAXAIR INC	COM	74005P104	21736	230643	SH	DEFINE
PRAXAIR INC	COM	74005P104	283	3000	SH	DEFINE

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

PRAXAIR INC	COM	74005P104	1009	10708	SH	DEFINE
PRAXAIR INC	COM	74005P104	377	4000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	230288	2389625	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	238	2469	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	2967	30790	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	5860	380000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	43456	769540	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	3652	64667	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	521	9222	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	5196	45000	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	375387	7937975	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	9443	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	5	110	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	210932	3468700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	87309	1435770	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2128	35000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	89743	1475793	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	645	10610	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	44	720	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	23318	383511	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	316	5200	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	901	14812	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	476444	11390000	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3120	74594	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	3049	162860	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	448	23910	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	21337	1139810	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	12549	670350	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	95769	5115878	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1109	57420	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	296306	15828330	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	20178	1077895	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	148	7880	SH	DEFINE
PROLIANCE INTL INC	COM	74340R104	783	823800	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	494	9089	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	7023	129219	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	1891	34800	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	3554	65400	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	52211	960649	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	70	1280	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	848	15600	SH	DEFINE
PROTECTION ONE INC	COM NEW	743663403	6381	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	37643	989300	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	34	900	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE 2.750% 8/1	74369LAD5	21193	21990000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	4115	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	70732	1184000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	1641	27469	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	206403	3455028	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	4481	75000	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	1218	74700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	22314	589700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	4989	131840	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	416	11000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	452	5600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	779	9637	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	1390	17200	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	2432	30100	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	38139	472070	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	86	1070	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	428	5300	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1228669	26750898	SH	DEFINE

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

PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4593	100000	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	9884	215206	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	34	740	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	390	8500	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	193	4200	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	274717	11451300	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	24	1000	SH	DEFINE
PUGET ENERGY INC NEW	COM	745310102	28838	1202080	SH	DEFINE
PULTE HOMES INC	COM	745867101	25295	2626700	SH	DEFINE
PULTE HOMES INC	COM	745867101	0	1	SH	DEFINE
QIAGEN N V	ORD	N72482107	74535	3702700	SH	DEFINE
QIAGEN N V	ORD	N72482107	4570	227000	SH	DEFINE
QIAGEN N V	ORD	N72482107	4026	200000	SH	DEFINE
QIAGEN N V	ORD	N72482107	1324	65795	SH	DEFINE
QIAGEN N V	ORD	N72482107	1268	63000	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	1226	515000	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	106	44620	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	5157	2166930	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	13	5330	SH	DEFINE
QUALCOMM INC	COM	747525103	170159	3834990	SH	DEFINE
QUALCOMM INC	COM	747525103	4881	110000	SH	DEFINE
QUALCOMM INC	COM	747525103	41933	945083	SH	DEFINE
QUALCOMM INC	COM	747525103	6366	143480	SH	DEFINE
QUALCOMM INC	COM	747525103	38	850	SH	DEFINE
QUALCOMM INC	COM	747525103	548	12340	SH	DEFINE
QUALCOMM INC	COM	747525103	204	4600	SH	DEFINE
QUALCOMM INC	COM	747525103	774	17447	SH	DEFINE
QUALCOMM INC	COM	747525103	1443	32520	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	238	4910	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	24235	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	7269	149969	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	346751	7153930	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	30630	631940	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	79681	1643923	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2092	43869	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	1167	24080	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	100213	2067520	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	26357	543770	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	20590	1390300	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	11566	780862	SH	DEFINE
QUESTAR CORP	COM	748356102	3768	53046	SH	DEFINE
R H DONNELLEY CORP	COM NEW	74955W307	540	180130	SH	DEFINE
R H DONNELLEY CORP	COM NEW	74955W307	0	32	SH	DEFINE
RADIAN GROUP INC	COM	750236101	1885	1300000	SH	DEFINE
RADIOSHACK CORP	COM	750438103	479	39000	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	3543	476772	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	102871	2227600	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	33768	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	5273	93696	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	68	1225	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	98695	1753647	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	6164	109520	SH	DEFINE
RC2 CORP	COM	749388104	5427	292400	SH	DEFINE
REALNETWORKS INC	COM	75605L104	94	14262	SH	DEFINE
REDDY ICE HLDGS INC	COM	75734R105	436	31900	SH	DEFINE
REDWOOD TR INC	COM	758075402	34	1500	SH	DEFINE
REDWOOD TR INC	COM	758075402	3598	157856	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	7	216	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	23974	725392	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	4914	321594	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	378	6400	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	780	13200	SH	DEFINE

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

REGENCY CTRS CORP	COM	758849103	733	12400	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	1377	23300	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	20612	348643	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	50	845	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	225	3800	SH	DEFINE
REGIS CORP MINN	COM	758932107	54523	2069200	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	156958	2036034	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	385	8625	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	5675	599300	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	142	15000	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	301	7675	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	15867	404972	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	20565	523679	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	78836	674390	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	545	4662	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	4758	40700	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	513	4389	SH	DEFINE
REVLON INC	CL A	761525500	17	16666	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	286	6136	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	595061	12750399	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	8407	614993	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	14521	29336	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	42981	86830	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	495	1000	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	72281	5268285	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	198	14460	SH	DEFINE
RLI CORP	COM	749607107	99711	2015595	SH	DEFINE
RLI CORP	COM	749607107	78	1575	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	585	24400	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	59414	2478690	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	7191	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	168	7000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	858	35815	SH	DEFINE
ROCKFORD CORP	COM	77316P101	610	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	395	9035	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	4796	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	585	12190	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	2	38	SH	DEFINE
ROHM & HAAS CO	COM	775371107	3256	70108	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	266065	4038633	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	5	76	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	171	2600	SH	DEFINE
ROWAN COS INC	COM	779382100	25385	543000	SH	DEFINE
ROWAN COS INC	COM	779382100	5124	109600	SH	DEFINE
ROWAN COS INC	COM	779382100	23	500	SH	DEFINE
ROWAN COS INC	COM	779382100	5203	111300	SH	DEFINE
ROWAN COS INC	COM	779382100	3	56	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	386	8640	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF T	780097713	339	16600	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	94	22000	SH	DEFINE
ROYAL BK SCOTLAND GROUP PLC	SP ADR REP SHS	780097721	11111	2554452	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	489	6101	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	483	6033	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	30916	396914	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	8148	101706	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	168063	2097897	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	378701	4634700	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	22879	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	38799	474843	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	16797	205570	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	15169	185650	SH	DEFINE
ROYAL GOLD INC	COM	780287108	4704	150000	SH	DEFINE

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

RPM INTL INC	COM	749685103	49327	2394500	SH	DEFINE
RPM INTL INC	COM	749685103	7626	370172	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	4987	140000	SH	DEFINE
RUBICON TECHNOLOGY INC	COM	78112T107	981	48300	SH	DEFINE
RUBICON TECHNOLOGY INC	COM	78112T107	75	3700	SH	DEFINE
RUSS BERRIE & CO	COM	782233100	19327	2425000	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	61442	2143090	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	913	31850	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	855	29819	SH	DEFINE
SAFECO CORP	COM	786429100	287	4275	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1818	51000	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	567	19871	SH	DEFINE
SAIC INC	COM	78390X101	2524	121300	SH	DEFINE
SAKS INC	COM	79377W108	44266	4031500	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	93634	1372330	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	201	2950	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	495	7249	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	7970	1233700	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	2	250	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	8	1200	SH	DEFINE
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	315	6808	SH	DEFINE
SANDISK CORP	COM	80004C101	1754	93775	SH	DEFINE
SANDRIDGE ENERGY INC	COM	80007P307	12696	196600	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	1749	200000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	1641	49375	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	523	15733	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	28165	853654	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	235	7073	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	15243	292519	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	27696	524540	SH	DEFINE
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	56936	1092620	SH	DEFINE
SAPIENT CORP	COM	803062108	17295	2693905	SH	DEFINE
SAPIENT CORP	COM	803062108	135	21000	SH	DEFINE
SARA LEE CORP	COM	803111103	819	66824	SH	DEFINE
SARA LEE CORP	COM	803111103	10	800	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1623	27543	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	17	296	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	84000	1425180	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	8	320	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	211	8600	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	10730	437590	SH	DEFINE
SAUL CTRS INC	COM	804395101	470	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	118249	3283775	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	946	26266	SH	DEFINE
SCANA CORP NEW	COM	80589M102	44400	1200000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	943	25475	SH	DEFINE
SCANSOURCE INC	COM	806037107	7459	278752	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	77223	1497440	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	260	5040	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	1435	27827	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	348036	17675783	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	9845	500000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	4586	232911	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1189	60400	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	60	3040	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1048	53200	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	420	21320	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	2464	125134	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	199664	1047500	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	3021	15850	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	114	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	138588	1290030	SH	DEFINE

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

SCHLUMBERGER LTD	COM	806857108	4297	40000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	137380	1278782	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	107	1000	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	7127	66340	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	32	300	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	573	5330	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	226	2100	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	610	5678	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1515	14100	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	298	10414	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	10425	363740	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	1097	53386	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	585	34724	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	2	134	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	351	11836	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	2	70	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	1599	17860	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	90	1000	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	132	6910	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	2658	138924	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	11965	625445	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	4343	227019	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	21305	1113710	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	91032	4758586	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	204	10536	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	2028	106020	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	535665	28001298	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	20194	1055627	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	85	4422	SH	DEFINE
SEALY CORP	COM	812139301	10054	1751580	SH	DEFINE
SECURITY CAPITAL ASSURANCE	COM	G8018D107	1236	4261500	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	2142	1305830	SH	DEFINE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	1791	88413	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	24388	1300000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	181013	3206614	SH	DEFINE
SEMPRA ENERGY	COM	816851109	379	6722	SH	DEFINE
SEMPRA ENERGY	COM	816851109	43	760	SH	DEFINE
SEMPRA ENERGY	COM	816851109	698	12370	SH	DEFINE
SEMPRA ENERGY	COM	816851109	281	4970	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1	21	SH	DEFINE
SEMTECH CORP	COM	816850101	6083	432222	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	2596	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	5350	256600	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	18735	1173900	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	559	35000	SH	DEFINE
SERVICE CORP INTL	COM	817565104	626	63500	SH	DEFINE
SERVICE CORP INTL	COM	817565104	25952	2632020	SH	DEFINE
SERVICE CORP INTL	COM	817565104	710	71990	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	230	5000	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	9672	109743	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	282	3152	SH	DEFINE
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	325	11000	SH	DEFINE
SHIRE LIMITED	SPONSORED ADR	82481R106	3493	71100	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	2752	233378	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	7503	1518800	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	16599	3344641	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	4299	352100	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	2855	25926	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	38325	344436	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	63878	580020	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	86253	6786200	SH	DEFINE
SIERRA PAC RES NEW	COM	826428104	38130	3000000	SH	DEFINE

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

SIERRA PAC RES NEW	COM	826428104	12	913	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1352	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	14919	277000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	21544	400000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	3065	56906	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	4506	174910	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	314	12200	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	124992	3463340	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	223	6175	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1749	48457	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	431	4800	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	10189	113347	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	2760	30700	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	5196	57800	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	74471	828468	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	123	1365	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	1133	12600	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	14600	200000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	212	2899	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	29409	1238800	SH	DEFINE
SIMS GROUP LTD	SPONS ADR	829160100	5987	150061	SH	DEFINE
SIMS GROUP LTD	SPONS ADR	829160100	491	12300	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	49	2380	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	1	41	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	2858	137583	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	13820	665370	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	1719	82760	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3750	181433	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	7057	339748	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	3218	154912	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	45414	2186497	SH	DEFINE
SKILLED HEALTHCARE GROUP INC	CL A	83066R107	752	56000	SH	DEFINE
SKYWEST INC	COM	830879102	27750	2193700	SH	DEFINE
SKYWEST INC	COM	830879102	10	800	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	58	700	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	587	7100	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	1108	13400	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	16726	202200	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	37	450	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	182	2200	SH	DEFINE
SLM CORP	COM	78442P106	14	698	SH	DEFINE
SLM CORP	COM	78442P106	440330	22756077	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	2546	46500	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	504	9211	SH	DEFINE
SMITH A O	COM	831865209	41783	1272700	SH	DEFINE
SMITH INTL INC	COM	832110100	310106	3729920	SH	DEFINE
SMITH INTL INC	COM	832110100	3193	38403	SH	DEFINE
SMITH INTL INC	COM	832110100	354	4260	SH	DEFINE
SMITH INTL INC	COM	832110100	4107	49397	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	37013	1861800	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1286	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	1383	34033	SH	DEFINE
SOHU COM INC	COM	83408W103	5086	72200	SH	DEFINE
SOHU COM INC	COM	83408W103	14567	206800	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	2920	612100	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	310	65000	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	2642	772600	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	192	56100	SH	DEFINE
SONY CORP	ADR NEW	835699307	1868	42700	SH	DEFINE
SONY CORP	ADR NEW	835699307	807	18440	SH	DEFINE
SONY CORP	ADR NEW	835699307	91	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	15085	343534	SH	DEFINE

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

SONY CORP	ADR NEW	835699307	11023	252020	SH	DEFINE
SONY CORP	ADR NEW	835699307	4514	103195	SH	DEFINE
SONY CORP	ADR NEW	835699307	315	7200	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	3330	2081931	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	410	10984	SH	DEFINE
SOUTHERN CO	COM	842587107	1287898	36881377	SH	DEFINE
SOUTHERN CO	COM	842587107	800	22912	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	5827	54650	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	147	1375	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	2354	290840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	850	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	933	71523	SH	DEFINE
SOUTHWEST GAS CORP	COM	844895102	11892	400000	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	120844	2538196	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	1048	22007	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	1257	26392	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	303	7300	SH	DEFINE
SPANSION INC	COM CL A	84649R101	9000	4000000	SH	DEFINE
SPARTON CORP	COM	847235108	1664	396102	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	5303	58020	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	1798	27610	SH	DEFINE
SPDR SERIES TRUST	LEH MUN BD ETF	78464A458	289	13362	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	5467	42714	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	511976	17814050	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2290	79674	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	287	10000	SH	DEFINE
SPHERION CORP	COM	848420105	4712	1020000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	21064	2217271	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	723	76089	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	174142	18330768	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	27	2873	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	471	49625	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	69650	7331617	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	525053	55268700	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	5197	547010	SH	DEFINE
SPSS INC	COM	78462K102	10286	282801	SH	DEFINE
SPX CORP	COM	784635104	503	3820	SH	DEFINE
ST JOE CO	COM	790148100	17	500	SH	DEFINE
ST JOE CO	COM	790148100	80058	2332706	SH	DEFINE
ST JUDE MED INC	COM	790849103	1504	36800	SH	DEFINE
ST JUDE MED INC	COM	790849103	195	4773	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	623	49900	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	92769	1975500	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	10037	369700	SH	DEFINE
STANDARD PAC CORP NEW	COM	85375C101	8450	2500000	SH	DEFINE
STANDARD REGISTER CO	COM	853887107	330	35000	SH	DEFINE
STANLEY INC	COM	854532108	8109	241927	SH	DEFINE
STANLEY INC	COM	854532108	2601	77600	SH	DEFINE
STANLEY INC	COM	854532108	6830	203783	SH	DEFINE
STANLEY WKS	COM	854616109	283	6303	SH	DEFINE
STAPLES INC	COM	855030102	8170	343988	SH	DEFINE
STAPLES INC	COM	855030102	191	8050	SH	OTHER
STARBUCKS CORP	COM	855244109	1558	99010	SH	DEFINE
STARBUCKS CORP	COM	855244109	1242	78907	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	8412	209930	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	3994	99685	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	200	5000	SH	DEFINE
STATE STR CORP	COM	857477103	192581	3009550	SH	DEFINE
STATE STR CORP	COM	857477103	6821	106590	SH	DEFINE
STATE STR CORP	COM	857477103	13022	203493	SH	DEFINE
STATE STR CORP	COM	857477103	176	2750	SH	OTHER
STATE STR CORP	COM	857477103	15	230	SH	DEFINE

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

STATE STR CORP	COM	857477103	196	3070	SH	DEFINE
STATE STR CORP	COM	857477103	83	1300	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	1795	48007	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	94014	2406300	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	4263	109123	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	5618	143800	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	55928	1972778	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	3604	127120	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	8010	1494310	SH	DEFINE
STERICYCLE INC	COM	858912108	29159	564000	SH	DEFINE
STERICYCLE INC	COM	858912108	16	300	SH	DEFINE
STERICYCLE INC	COM	858912108	290	5601	SH	DEFINE
STERIS CORP	COM	859152100	28616	995010	SH	DEFINE
STERIS CORP	COM	859152100	164	5700	SH	DEFINE
STERLITE INDS INDIA LTD	ADS	859737207	175	11000	SH	DEFINE
STRAYER ED INC	COM	863236105	39180	187400	SH	DEFINE
STRYKER CORP	COM	863667101	50537	803700	SH	DEFINE
STRYKER CORP	COM	863667101	13046	207468	SH	DEFINE
STRYKER CORP	COM	863667101	459	7304	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	26	1400	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	166	9100	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	314	17200	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	4240	232600	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	80	4400	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	4352	400000	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	218	20025	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	2210	38024	SH	DEFINE
SUNOCO INC	COM	86764P109	8097	199000	SH	DEFINE
SUNOCO INC	COM	86764P109	527	12946	SH	DEFINE
SUNOCO INC	COM	86764P109	1135	29632	SH	DEFINE
SUNOCO INC	COM	86764P109	1021	25083	SH	DEFINE
SUNOPTA INC	COM	8676EP108	21443	4131675	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	145736	2024670	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	144	2000	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	14197	197238	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	1991	27659	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	43	2600	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	470	28300	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	883	53200	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	13157	792600	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	138	8300	SH	DEFINE
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	1416	37810	SH	DEFINE
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	749	20000	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	33272	918609	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	871	24059	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	48	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	28414	515300	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	83	1500	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	7066	128164	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	3952	456300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	6293	460346	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	0	100	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	8731	2711630	SH	DEFINE
SYMANTEC CORP	COM	871503108	1107	57194	SH	DEFINE
SYMS CORP	COM	871551107	19448	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	12209	188701	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	324	5000	SH	DEFINE
SYSCO CORP	COM	871829107	7983	290203	SH	DEFINE
T-3 ENERGY SRVCS INC	COM	87306E107	19605	246700	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1571	144000	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	20646	1892355	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	284	26000	SH	DEFINE

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

TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	112	10290	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	16771	1537210	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	621	56960	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	20961	1928310	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	41831	3834189	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	40656	3726464	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	514	47100	SH	DEFINE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	4	160	SH	DEFINE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	20991	820940	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	4291	193900	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	2975	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	25	700	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	277	7700	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	525	14600	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	8645	240600	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	24	675	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	79	2200	SH	DEFINE
TARGET CORP	COM	87612E106	79661	1713505	SH	DEFINE
TARGET CORP	COM	87612E106	12983	279258	SH	DEFINE
TARGET CORP	COM	87612E106	139	3000	SH	OTHER
TARGET CORP	COM	87612E106	37	800	SH	DEFINE
TARGET CORP	COM	87612E106	1839	39565	SH	DEFINE
TARGET CORP	COM	87612E106	42813	920905	SH	DEFINE
TARGET CORP	COM	87612E106	3463	72501	SH	DEFINE
TARGET CORP	COM	87612E106	796	17119	SH	DEFINE
TARGET CORP	COM	87612E106	37748	811950	SH	DEFINE
TARGET CORP	COM	87612E106	24667	530581	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	1310	130325	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	0	12	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	2140	212977	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	78	1600	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	919	18900	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	1547	31800	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	22094	454142	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	243	5000	SH	DEFINE
TD AMERITRADE HLDG CORP	COM	87236Y108	4372	241700	SH	DEFINE
TECO ENERGY INC	COM	872375100	238324	11090000	SH	DEFINE
TECO ENERGY INC	COM	872375100	2019	93933	SH	DEFINE
TECO ENERGY INC	COM	872375100	1251	60450	SH	DEFINE
TECO ENERGY INC	COM	872375100	6353	295617	SH	DEFINE
TECO ENERGY INC	COM	872375100	1665	77478	SH	DEFINE
TECO ENERGY INC	COM	872375100	99828	4645320	SH	DEFINE
TECO ENERGY INC	COM	872375100	344	16000	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	9364	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	39336	1200000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	77147	1707545	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	23	501	SH	DEFINE
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	266	10690	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	6377	130710	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	2342	48000	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	283	5800	SH	DEFINE
TELEFLEX INC	COM	879369106	69251	1245741	SH	DEFINE
TELEFLEX INC	COM	879369106	27795	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	145	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	72	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	5014	63001	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	173425	2179258	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	4304	54082	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	43737	555113	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	35187	442157	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	330215	4149467	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1713	72354	SH	DEFINE

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

TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	39617	1673018	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1	53	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	82514	3484533	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	16120	680730	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	90867	3837307	SH	DEFINE
TELEPHONE & DATA SYS INC	COM	879433100	246	5200	SH	DEFINE
TELEPHONE & DATA SYS INC	SPL COM	879433860	229	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	4191	209960	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	321	16100	SH	DEFINE
TELLABS INC	COM	879664100	1	160	SH	DEFINE
TELLABS INC	COM	879664100	2717	584300	SH	DEFINE
TELLABS INC	COM	879664100	79	17010	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	1154	71654	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	26936	1673018	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	48784	3030059	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	10960	680730	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	61781	3837307	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	2851	70700	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	331	29390	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	117476	10423777	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	7	300	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	336	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	153	11266	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	251	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	320	16138	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	296	33401	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	648	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	61293	822729	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	77	13830	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	212	38200	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	281582	50644304	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	21099	3794750	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	6727	1209940	SH	DEFINE
TENNECO INC	COM	880349105	6567	485400	SH	DEFINE
TEREX CORP NEW	COM	880779103	1161	22600	SH	DEFINE
TEREX CORP NEW	COM	880779103	136084	2649091	SH	DEFINE
TEREX CORP NEW	COM	880779103	20852	405916	SH	DEFINE
TEREX CORP NEW	COM	880779103	1557	30300	SH	DEFINE
TEREX CORP NEW	COM	880779103	3339	65000	SH	DEFINE
TEREX CORP NEW	COM	880779103	2132	41511	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	39203	933400	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	3818	91000	SH	DEFINE
TERRA INDS INC	COM	880915103	7	133	SH	DEFINE
TERRA INDS INC	COM	880915103	4545	92100	SH	DEFINE
TESCO CORP	COM	88157K101	9114	285265	SH	DEFINE
TESCO CORP	COM	88157K101	13	403	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	52753	1151820	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	40035	874120	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2066	45100	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	22	470	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	101	2200	SH	DEFINE
TEXAS INDS INC	COM	882491103	38112	679000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	21012	746170	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	14502	515000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	27394	972807	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	197	7000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	38	1350	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	698	24800	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	268	9500	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	282	10000	SH	DEFINE
TEXTRON INC	COM	883203101	50327	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	430	8980	SH	DEFINE

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

THERMO FISHER SCIENTIFIC INC	COM	883556102	6375	114392	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	869	15587	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	1989	282110	SH	DEFINE
THINKORSWIM GROUP INC	COM	88409C105	110	15600	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	18925	500000	SH	DEFINE
THOMSON	SPONSORED ADR	885118109	5561	1039525	SH	DEFINE
THOMSON	SPONSORED ADR	885118109	866	168500	SH	DEFINE
THOMSON REUTERS PLC	SPONSORED ADR	885141101	349	2153	SH	DEFINE
THOR INDS INC	COM	885160101	46238	2174900	SH	DEFINE
TIDEWATER INC	COM	886423102	20159	310000	SH	DEFINE
TIDEWATER INC	COM	886423102	13	200	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	2616	64208	SH	DEFINE
TIM HORTONS INC	COM	88706M103	60	2096	SH	DEFINE
TIM HORTONS INC	COM	88706M103	23711	832126	SH	DEFINE
TIMBERLAND CO	CL A	887100105	15810	967000	SH	DEFINE
TIME WARNER CABLE INC	CL A	88732J108	208635	7878961	SH	DEFINE
TIME WARNER INC	COM	887317105	239	16130	SH	DEFINE
TIME WARNER INC	COM	887317105	19980	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	4702	317676	SH	DEFINE
TIME WARNER INC	COM	887317105	1406	95000	SH	DEFINE
TIME WARNER INC	COM	887317105	641281	43329772	SH	DEFINE
TIME WARNER INC	COM	887317105	18553	1253550	SH	DEFINE
TIME WARNER INC	COM	887317105	3220	217579	SH	DEFINE
TIME WARNER INC	COM	887317105	25177	1704227	SH	DEFINE
TIME WARNER INC	COM	887317105	101050	6827683	SH	DEFINE
TIME WARNER INC	COM	887317105	3240	221869	SH	DEFINE
TIME WARNER INC	COM	887317105	1333	90050	SH	DEFINE
TIME WARNER INC	COM	887317105	974157	65821432	SH	DEFINE
TIME WARNER INC	COM	887317105	41637	2813325	SH	DEFINE
TIME WARNER INC	COM	887317105	153	10350	SH	DEFINE
TIMKEN CO	COM	887389104	41775	1268200	SH	DEFINE
TITAN MACHY INC	COM	88830R101	4219	134700	SH	DEFINE
TITAN MACHY INC	COM	88830R101	323	10300	SH	DEFINE
TJX COS INC NEW	COM	872540109	1137	36138	SH	DEFINE
TJX COS INC NEW	COM	872540109	2	75	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	17	900	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	5190	581200	SH	DEFINE
TORCHMARK CORP	COM	891027104	3798	64750	SH	DEFINE
TORCHMARK CORP	COM	891027104	575	9800	SH	DEFINE
TORCHMARK CORP	COM	891027104	23073	393400	SH	DEFINE
TORCHMARK CORP	COM	891027104	4785	81591	SH	DEFINE
TORCHMARK CORP	COM	891027104	1099	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	97534	1662986	SH	DEFINE
TORCHMARK CORP	COM	891027104	212	3600	SH	DEFINE
TORCHMARK CORP	COM	891027104	1485	25320	SH	DEFINE
TORCHMARK CORP	COM	891027104	377517	6436784	SH	DEFINE
TORCHMARK CORP	COM	891027104	7532	128420	SH	DEFINE
TORCHMARK CORP	COM	891027104	177	3010	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	3789	60854	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	18128	212600	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	7541	88434	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	37232	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	16284	190972	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	38315	459241	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	4590	53830	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	291	3091	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1542	16400	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	16252	172294	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	47757	508050	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	63433	2184345	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	3728	128370	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	299	10300	SH	DEFINE

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

TRACTOR SUPPLY CO	COM	892356106	1161	39990	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	763	13516	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	7247	186935	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	310	8000	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	24050	157818	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	2320	15222	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	27419	179929	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	2635	17288	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	292029	1916327	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	4861	31900	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	8	53	SH	DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	42	278	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	24955	575000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2702	62269	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	93866	2162813	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	168634	4723632	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	18653	522500	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2035	57000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2466	69073	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	357	10000	SH	DEFINE
TRINITY INDS INC	COM	896522109	103328	2978600	SH	DEFINE
TRINITY INDS INC	COM	896522109	1989	57322	SH	DEFINE
TRIPLE-S MGMT CORP	CL B	896749108	981	60000	SH	DEFINE
TRUMP ENTMT RESORTS INC	COM	89816T103	9821	5141843	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	49514	6673059	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	45	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	4318	116450	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	17652	4294935	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CO	COM	899690101	2978	1136678	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CO	COM	899690101	258	98622	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2098	144160	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2080	142953	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	10787	741400	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1571	107971	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	518	35590	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	45011	3093549	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	9395	628638	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2412	165770	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	121193	8329387	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	32864	2258722	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	1368	38192	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	13881	387513	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	664	18539	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	337737	9428729	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	14588	407253	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	5201	145186	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	15273	426391	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	68504	1912441	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	1257	34893	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	663	18520	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	459140	12817989	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	13093	365509	SH	DEFINE
TYCO ELECTRONICS LTD	COM NEW	G9144P105	78	2166	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	1524	38052	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	15516	387513	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	687	17158	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	260242	6499561	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	11018	275173	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	4055	101269	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	11290	281976	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	55507	1386284	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	1388	34628	SH	DEFINE

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

TYCO INTL LTD BERMUDA	SHS	G9143X208	762	19040	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	410917	10262659	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	12358	308649	SH	DEFINE
TYCO INTL LTD BERMUDA	SHS	G9143X208	87	2166	SH	DEFINE
U S G CORP	COM NEW	903293405	3544	119860	SH	DEFINE
U S G CORP	COM NEW	903293405	151191	5112976	SH	DEFINE
UBS AG	SHS NEW	H89231338	69	3333	SH	DEFINE
UBS AG	SHS NEW	H89231338	1593	77112	SH	DEFINE
UBS AG	SHS NEW	H89231338	17026	784625	SH	DEFINE
UBS AG	SHS NEW	H89231338	40535	1962022	SH	DEFINE
UDR INC	COM	902653104	204	9100	SH	DEFINE
UDR INC	COM	902653104	163	7300	SH	DEFINE
UDR INC	COM	902653104	837	37400	SH	DEFINE
UDR INC	COM	902653104	1589	71000	SH	DEFINE
UDR INC	COM	902653104	22964	1026100	SH	DEFINE
UDR INC	COM	902653104	253	11300	SH	DEFINE
UIL HLDG CORP	COM	902748102	6776	230400	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	29989	2378200	SH	DEFINE
UMB FINL CORP	COM	902788108	261	5094	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	3441	134200	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	586639	4621754	SH	DEFINE
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	1780	14020	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	22382	788100	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1659	58426	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	2112	76315	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	40308	1441944	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	548	19310	SH	DEFINE
UNION PAC CORP	COM	907818108	45300	600000	SH	DEFINE
UNION PAC CORP	COM	907818108	20043	265474	SH	DEFINE
UNIT CORP	COM	909218109	39848	480264	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	2904	217168	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	4483	230140	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	253	13000	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	164	8400	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	20714	336970	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	10234	166480	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	12901	209880	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	52	850	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2704	44070	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	43108	701283	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3560	58495	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2673	43480	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	822951	13387853	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	23422	381030	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	139	2260	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	19217	104000	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	832	4500	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	2522	13646	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	204685	3317424	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	70513	1142836	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	52445	850000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	57175	926663	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	2715	44000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	28	460	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	4616	74820	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	216	3500	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	463	7498	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	4343	165440	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	32359	715600	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	60864	2031525	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	253	4000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	8763	703300	SH	DEFINE

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

UNIVERSAL TECHNICAL INST INC	COM	913915104	11971	960186	SH	DEFINE
UNUM GROUP	COM	91529Y106	992	48500	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	951	30477	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	144987	5198524	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	17621	631800	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	7364	264020	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	139	5000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	584141	20944472	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	2183	77928	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1979	70957	SH	DEFINE
V F CORP	COM	918204108	406	5708	SH	DEFINE
V F CORP	COM	918204108	35590	500000	SH	DEFINE
V F CORP	COM	918204108	6597	92685	SH	DEFINE
V F CORP	COM	918204108	285	4000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	53323	1245000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	2824	65940	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	223	5200	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	184	4300	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	17	1000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	103982	6077291	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	19532	474300	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	1030	25016	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	493	10597	SH	DEFINE
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	1144	26640	SH	DEFINE
VANGUARD WORLD FD	MEGA GRWTH IND	921910816	1722	37490	SH	DEFINE
VARIAN INC	COM	922206107	11294	221200	SH	DEFINE
VARIAN INC	COM	922206107	6971	136503	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	117373	2263699	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	13872	267545	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	1310	25269	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	22125	635425	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	16	450	SH	DEFINE
VCA ANTECH INC	COM	918194101	45343	1632200	SH	DEFINE
VCA ANTECH INC	COM	918194101	450	16206	SH	DEFINE
VECTREN CORP	COM	92240G101	18726	600000	SH	DEFINE
VECTREN CORP	COM	92240G101	311	9979	SH	DEFINE
VENTAS INC	COM	92276F100	72	1700	SH	DEFINE
VENTAS INC	COM	92276F100	130979	3076788	SH	DEFINE
VENTAS INC	COM	92276F100	490	11500	SH	DEFINE
VENTAS INC	COM	92276F100	911	21400	SH	DEFINE
VENTAS INC	COM	92276F100	13204	310177	SH	DEFINE
VENTAS INC	COM	92276F100	69	1626	SH	DEFINE
VENTAS INC	COM	92276F100	213	5000	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	7775	650640	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	399	33400	SH	DEFINE
VERIGY LTD	SHS	Y93691106	1112	48974	SH	DEFINE
VERIGY LTD	SHS	Y93691106	34	1501	SH	DEFINE
VERISIGN INC	COM	92343E102	5390	142600	SH	DEFINE
VERISIGN INC	COM	92343E102	3	75	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	484204	13678080	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	48008	1356171	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	85	2400	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	141314	3991928	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	15	420	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1792	52721	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	89	2500	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1581	44663	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	496	14000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	9934	296800	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	201	6000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	3061	100000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	506	16530	SH	DEFINE

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

VIACOM INC NEW	CL B	92553P201	135	4430	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1527	50000	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	963	31519	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	309545	10135715	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	13986	457970	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	2176	71262	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	23086	755920	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	108453	3551179	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	2537	83021	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1603	52480	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	782073	25608148	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	26440	865735	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	124	4070	SH	DEFINE
VIASAT INC	COM	92552V100	19042	942200	SH	DEFINE
VIASAT INC	COM	92552V100	4683	231720	SH	DEFINE
VIASAT INC	COM	92552V100	348	17200	SH	DEFINE
VIASAT INC	COM	92552V100	6844	338580	SH	DEFINE
VIEWPOINT FINL GROUP	COM	926727108	986	66972	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	8256	214000	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	445409	32726621	SH	DEFINE
VIOPHARMA INC	COM	928241108	4893	442400	SH	DEFINE
VISA INC	COM CL A	92826C839	165940	2040830	SH	DEFINE
VISA INC	COM CL A	92826C839	5914	72731	SH	DEFINE
VISA INC	COM CL A	92826C839	268	3300	SH	DEFINE
VMWARE INC	CL A COM	928563402	2134	39630	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	29309	994858	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	265	9000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	577	19576	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	28331	1013401	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	82465	2799227	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	206	7000	SH	DEFINE
VOLCOM INC	COM	92864N101	3116	130230	SH	DEFINE
VOLCOM INC	COM	92864N101	249	10400	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	405	4600	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	397	4516	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	1690	19200	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	3098	35200	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	44292	503313	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	110	1245	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	572	6500	SH	DEFINE
WABASH NATL CORP	COM	929566107	31825	4209700	SH	DEFINE
WABCO HLDGS INC	COM	92927K102	203	4364	SH	DEFINE
WABTEC CORP	COM	929740108	243	5000	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	1141	73500	SH	DEFINE
WACHOVIA CORP NEW	COM	929903102	4376	281774	SH	DEFINE
WACHOVIA CORP NEW	CONV7.5%PFD CL A	929903219	368241	417800	SH	DEFINE
WACHOVIA CORP NEW	CONV7.5%PFD CL A	929903219	115	130	SH	DEFINE
WAL MART STORES INC	COM	931142103	236931	4215860	SH	DEFINE
WAL MART STORES INC	COM	931142103	19077	339440	SH	DEFINE
WAL MART STORES INC	COM	931142103	19425	345643	SH	DEFINE
WAL MART STORES INC	COM	931142103	248	4410	SH	DEFINE
WAL MART STORES INC	COM	931142103	260973	4643650	SH	DEFINE
WAL MART STORES INC	COM	931142103	40	720	SH	DEFINE
WAL MART STORES INC	COM	931142103	4660	82915	SH	DEFINE
WAL MART STORES INC	COM	931142103	236	4200	SH	DEFINE
WAL MART STORES INC	COM	931142103	65	1155	SH	DEFINE
WALGREEN CO	COM	931422109	14840	456490	SH	DEFINE
WALGREEN CO	COM	931422109	9561	294097	SH	DEFINE
WALGREEN CO	COM	931422109	19	570	SH	DEFINE
WALGREEN CO	COM	931422109	242	7450	SH	DEFINE
WALGREEN CO	COM	931422109	215	6600	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	47023	1067000	SH	DEFINE

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

WARNACO GROUP INC	COM NEW	934390402	5207	118150	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	410	9300	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	322	7300	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	4476	908000	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	105379	21375000	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	295	59862	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	68326	13859253	SH	DEFINE
WASHINGTON MUT INC	COM	939322103	14	2800	SH	DEFINE
WASHINGTON MUT INC	CONV7.75%SER R	939322814	15109	25740	SH	DEFINE
WASHINGTON MUT INC	CONV7.75%SER R	939322814	302839	515910	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	605	1030	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	19436	515400	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	838	22230	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	1178	31227	SH	DEFINE
WATERS CORP	COM	941848103	182442	2828557	SH	DEFINE
WATERS CORP	COM	941848103	32250	500000	SH	DEFINE
WATERS CORP	COM	941848103	1073	16630	SH	DEFINE
WATERS CORP	COM	941848103	41	630	SH	DEFINE
WATERS CORP	COM	941848103	645	9995	SH	DEFINE
WATERS CORP	COM	941848103	264	4100	SH	DEFINE
WATERS CORP	COM	941848103	2411	37380	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	46716	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	124	4570	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	67797	2495294	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	20983	772280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	922	33930	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	34762	1279420	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	133179	4901701	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2200	81578	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1448	53280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	13517	497480	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	25969	955790	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	170	6260	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	27866	1119100	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	10	410	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	40	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	55119	1111500	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	351	7077	SH	DEFINE
WELLPOINT INC	COM	94973V107	25686	538949	SH	DEFINE
WELLPOINT INC	COM	94973V107	851	17851	SH	DEFINE
WELLPOINT INC	COM	94973V107	34	710	SH	DEFINE
WELLPOINT INC	COM	94973V107	653	13710	SH	DEFINE
WELLPOINT INC	COM	94973V107	234	4900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	981	41300	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	415553	17496980	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	18575	782109	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	124	5200	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	25527	1074840	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	14344	603793	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2100	88416	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	9290	500000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	9290	500000	SH	DEFINE
WESCO INTL INC	NOTE 1.750%11/1	95082PAGO	4206	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	10185	2484100	SH	DEFINE
WEST MARINE INC	COM	954235107	33	8000	SH	DEFINE
WEST MARINE INC	COM	954235107	9059	2209546	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	158789	3668876	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	23831	1107900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	2172	62911	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	4865	140900	SH	DEFINE
WESTERN UN CO	COM	959802109	213	8600	SH	DEFINE

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

WESTERN UN CO	COM	959802109	1952	78977	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	4655	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	65215	4388600	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1197	23410	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	892759	17457165	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	205	4000	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	322	750	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	877733	2045998	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	10588	722550	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	477	4500	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	5024	212084	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	118	5000	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	237	10000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	40310	1000000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	8613	213657	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1626	49500	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	1305	41600	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	4916	156700	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	204	6404	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	39134	1247490	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	615	23261	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	48	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6976	565298	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	185	15000	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	0	25	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	20668	2028300	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	2362	193940	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	45220	1000000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	769	17005	SH	DEFINE
WMS INDS INC	COM	929297109	670	22500	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	124529	4669260	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1888	70799	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	1439	30100	SH	DEFINE
WRIGLEY WM JR CO	COM	982526105	725	9320	SH	DEFINE
WRIGLEY WM JR CO	COM	982526105	333984	4293954	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	675	123555	SH	DEFINE
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	463	22800	SH	DEFINE
WYETH	COM	983024100	232033	4838060	SH	DEFINE
WYETH	COM	983024100	28776	600000	SH	DEFINE
WYETH	COM	983024100	22493	468992	SH	DEFINE
WYETH	COM	983024100	2091	43600	SH	DEFINE
WYETH	COM	983024100	356	7419	SH	DEFINE
WYETH	COM	983024100	240	5000	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	4	208	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	49481	2762776	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	17280	861000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	48168	2400000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	365	18202	SH	DEFINE
XENOPORT INC	COM	98411C100	4395	112600	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	1361	224200	SH	DEFINE
XL CAP LTD	CL A	G98255105	199	9703	SH	DEFINE
XL CAP LTD	CL A	G98255105	800	38915	SH	DEFINE
XL CAP LTD	CL A	G98255105	3030	147390	SH	DEFINE
XL CAP LTD	CL A	G98255105	148	7200	SH	DEFINE
XL CAP LTD	CL A	G98255105	481	23402	SH	DEFINE
XL CAP LTD	CL A	G98255105	5569	270857	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	694	88500	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	296	37750	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	2	247	SH	DEFINE
XM SATELLITE RADIO HLDGS INC	CL A	983759101	15	1950	SH	DEFINE
XTO ENERGY INC	COM	98385X106	24084	351533	SH	DEFINE
XTO ENERGY INC	COM	98385X106	313	4563	SH	DEFINE

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

XYRATEX LTD	COM	G98268108	10355	621900	SH	DEFINE
YAHOO INC	COM	984332106	33056	1600000	SH	DEFINE
YAHOO INC	COM	984332106	4048	195910	SH	DEFINE
YAHOO INC	COM	984332106	207	10000	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	31418	1899527	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	18	1118	SH	DEFINE
YRC WORLDWIDE INC	COM	984249102	10409	700000	SH	DEFINE
YUM BRANDS INC	COM	988498101	1521	43348	SH	DEFINE
ZALE CORP NEW	COM	988858106	78607	4161300	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	2858	42000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	4355	64000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	31264	459422	SH	DEFINE
ZOLTEK COS INC	COM	98975W104	378	15600	SH	DEFINE
ZUMIEZ INC	COM	989817101	38599	2328074	SH	DEFINE
ZUMIEZ INC	COM	989817101	3374	203500	SH	DEFINE
ZUMIEZ INC	COM	989817101	242	14600	SH	DEFINE
			-----			
	GRAND TOTAL			136080772		