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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) By-Law Amendments

On March 4, 2008, the Board of Directors (the Board ) of Franklin Resources, Inc. (the Company ) approved amendments to, and restated, the Company s by-laws (the Amended and Restated By-Laws ). This amendment and restatement of the Company s by-laws became effective on March 4, 2008.

The amendments to the Amended and Restated By-Laws changed the Company s plurality voting standard for electing directors in an uncontested election to a majority voting standard (Section 2.11(c) of the Amended and Restated By-Laws). The Board also adopted amendments to the Company s Corporate Governance Guidelines requiring the Corporate Governance Committee to establish procedures to implement a director resignation policy in situations where a director fails to receive a majority of votes cast in his or her election. The Board has discretion whether to accept or reject the resignations and will publicly disclose its decision within 90 days of certification of election results.

The foregoing description of the amendments to the Amended and Restated By-Laws is qualified in its entirety by the full text of the Amended and Restated By-Laws, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated By-Laws of Franklin Resources, Inc. (as adopted March 4, 2008)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN RESOURCES, INC.

Date: March 4, 2008

By: /s/ Craig S. Tyle  
Name: Craig S. Tyle  
Title: Executive Vice President and General Counsel

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