

FRANKLIN RESOURCES INC

Form 4

May 30, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SAN MATEO, CA 944031906

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.10	11/29/2006		G	V	208	A	\$ 0	522,924 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007		M		50,000	A	\$ 33.5	572,924 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007		S		4,100	D	\$ 134.1	568,824 ⁽¹⁾	D	

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Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 134.09	568,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,000	D	\$ 134.05	567,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 134.04	567,224 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,100	D	\$ 134.03	566,124 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,600	D	\$ 134.01	564,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	900	D	\$ 134	563,624 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,500	D	\$ 133.98	562,124 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	1,500	D	\$ 133.95	560,624 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	2,800	D	\$ 133.94	557,824 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	800	D	\$ 133.93	557,024 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	5,200	D	\$ 133.92	551,824 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	6,000	D	\$ 133.9	545,824 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.89	545,524 <u>(1)</u>	D
Common Stock, par value \$.10	05/25/2007	S	600	D	\$ 133.87	544,924 <u>(1)</u>	D
Common Stock, par	05/25/2007	S	200	D	\$ 133.86	544,724 <u>(1)</u>	D

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value \$.10								
Common Stock, par value \$.10	05/25/2007	S	3,100	D	\$ 133.85	541,624 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	100	D	\$ 133.83	541,524 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	1,100	D	\$ 133.82	540,424 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	1,300	D	\$ 133.81	539,124 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	3,500	D	\$ 133.8	535,624 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	600	D	\$ 133.79	535,024 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 133.78	534,824 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	200	D	\$ 133.77	534,624 ⁽¹⁾	D	
Common Stock, par value \$.10	05/25/2007	S	300	D	\$ 133.75	534,324 ⁽¹⁾	D	
Common Stock, par value \$.10	11/29/2006	G	V 416	A	\$ 0	16,148	I	As a Trustee for Minor Child
Common Stock, par value \$.10	11/29/2006	G	V 208	A	\$ 0	3,816	I	By Spouse
Common Stock, par value \$.10						1,377.46 ⁽²⁾	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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