FRANKLIN RESOURCES INC

Form 4 June 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Advani Vijay Chandur			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) C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY		,	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2007	Director 10% Owner Officer (give title Other (specify below) EVP - Global Advisor Services			
SAN MATE	(Street)	06	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

SAN MATEO, CA 94403-1906

(City)	(State)	(Zip) Tab	le I - Non	-Deriva	ative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)	tion(A) (Inst	or Di			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)
Common Stock, par value \$.10	01/29/2007		G '	V 1,0	12	D	\$ 0	25,100.7919 (1)	D	
Common Stock, par value \$.10	01/29/2007		G '	V 1,0	12	A	\$ 0	21,920.722	I	By Trust
Common Stock, par value \$.10	06/05/2007		S	2,50	00	D	\$ 133.15	19,420.722	I	By Trust

Person

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Common Stock, par value \$.10	06/05/2007	S	500	D	\$ 133.16	18,920.722	I	By Trust
Common Stock, par value \$.10	06/05/2007	S	756	D	\$ 133.17	18,164.722	I	By Trust
Common Stock, par						309.14 (2)	I	By 401(k)

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships							
Director	10% Owner	Officer	Other				
		EVP -					
		Global					
		Advisor					
		Services					
	Director		Director 10% Owner Officer EVP - Global Advisor				

Signatures

/s/ ADVANI, VIJAY C. 06/06/2007

Date

Reporting Owners 2

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the amount of securities beneficially owned, 22,336 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of March 15, 2007.

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

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