

BOLT JENNIFER J

Form 4/A

September 11, 2007

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOLT JENNIFER J

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)  
09/07/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP-Operations and Technology

(Street)  
SAN MATEO, CA 944031906

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/11/2007

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.10   | 09/07/2007                              |                                                             | M                                       | 4,750                                                                                           | A \$<br>31.93                                                                                                   | 486,239.4994<br>(1)                                                        | D                                                                 |
| Common<br>Stock, par<br>value \$.10   |                                         |                                                             |                                         |                                                                                                 | 42,493 (2)                                                                                                      | I                                                                          | As a<br>Trustee<br>for Minor<br>Child                             |
| Common<br>Stock, par<br>value \$.10   |                                         |                                                             |                                         |                                                                                                 | 869.237 (3)                                                                                                     | I                                                                          | By 401(k)                                                         |

# Edgar Filing: BOLT JENNIFER J - Form 4/A

|                                     |                      |   |              |
|-------------------------------------|----------------------|---|--------------|
| Common<br>Stock, par<br>value \$.10 | 1,176 <sup>(4)</sup> | I | By<br>Spouse |
| Common<br>Stock, par<br>value \$.10 | 142,780              | I | By Trust     |

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.**

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<br>Derivative<br>Security<br>(Instr. 3)             | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                                 |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 31.93<br><u>(5)</u>                                             | 09/07/2007                              |                                                             | M                                    | 4,750<br><u>(5)</u> <u>(6)</u>                                                                                  | 09/29/2000                                                     | 09/28/2007         | Common<br>Stock, par<br>value<br>\$.10                              | 4,750<br><u>(5)</u>                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships                                                     |
|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| BOLT JENNIFER J<br>C/O FRANKLIN RESOURCES, INC.<br>ONE FRANKLIN PARKWAY<br>SAN MATEO, CA 944031906 | Director 10% Owner Officer Other<br>EVP-Operations and Technology |

## Signatures

/s/ BOLT,  
JENNIFER J. 09/11/2007  
Date

\_\_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, 12,665 shares represent unvested awards of restricted stock shares.
- (2) Shares are held by Ms. Bolt as Trustee for Ms. Bolt's minor children. Ms. Bolt disclaims any beneficial ownership of such shares.
- (3) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, 2007.
- (4) Shares are held by a member of Ms. Bolt's immediate family. Ms. Bolt disclaims any beneficial ownership of such shares.
- (5) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
- (6) This report reflects the exercise of options originally granted on November 17, 1999.

### Remarks:

This report has been amended solely to correct typographical errors appearing in (i) column 5 of Table II (number of derivatives)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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