

FRANKLIN RESOURCES INC  
Form 4  
December 07, 2006

**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 \*  
TATLOCK ANNE M

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)  
12/05/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

180 RIVERSIDE DRIVE, APT 5F  
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10024

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.10	12/05/2006		M		46,337	A	\$ 31.95
					215,939	(1)	
Common Stock, par value \$.10	12/05/2006		M		25,743	A	\$ 47.57
					241,682	(1)	
Common Stock, par value \$.10	12/05/2006		S		500	D	\$ 110.75
					241,182	(1)	
Common Stock, par	12/05/2006		S		900	D	\$ 110.76
					240,282	(1)	

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value \$.10

Common Stock, par value \$.10	12/05/2006	S	600	D	\$ 110.77	239,682 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	2,000	D	\$ 110.78	237,682 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,199	D	\$ 110.8	235,983 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,900	D	\$ 110.81	234,083 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,098	D	\$ 110.82	232,985 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,302	D	\$ 110.83	231,683 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	400	D	\$ 110.84	231,283 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	2,300	D	\$ 110.85	228,983 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	800	D	\$ 110.86	228,183 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,394	D	\$ 110.87	226,789 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,194	D	\$ 110.88	225,595 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	1,600	D	\$ 110.89	223,995 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	28,828	D	\$ 110.9	195,167 <sup>(1)</sup>	D
Common Stock, par value \$.10	12/05/2006	S	7,444	D	\$ 110.91	187,723 <sup>(1)</sup>	D

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Common Stock, par value \$.10	12/05/2006	S	6,798	D	\$ 110.92	180,925 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	2,320	D	\$ 110.93	178,605 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	3,600	D	\$ 110.94	175,005 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	500	D	\$ 110.95	174,505 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	100	D	\$ 110.98	174,405 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	4,303	D	\$ 110.99	170,102 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	100	D	\$ 111	170,002 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	300	D	\$ 111.01	169,702 <sup>(1)</sup>	D	
Common Stock, par value \$.10	12/05/2006	S	100	D	\$ 111.03	169,602 <sup>(1)</sup>	D	
Common Stock, par value \$.10						40,238.365 <sup>(2)</sup>	I	By 401(k)
Common Stock, par value \$.10						2,621 <sup>(3)</sup>	I	By Immediate Family
Common Stock, par value \$.10	12/05/2006	S	500	D	\$ 110.79	237,182 <sup>(1)</sup>	D	

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 31.95 (4)	12/05/2006		M	46,337 (4) (5)	09/30/2003 11/09/2012	Common Stock, par value \$.10 46,337 (4)
Employee Stock Option (Right to Buy)	\$ 47.57 (4)	12/05/2006		M	25,743 (4) (6)	09/30/2004 11/11/2013	Common Stock, par value \$.10 25,743 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TATLOCK ANNE M 180 RIVERSIDE DRIVE APT 5F NEW YORK, NY 10024	X		Vice Chairman	

## Signatures

By: BARBARA J. GREEN, ATTORNEY-IN-FACT  
Date: 12/07/2006

Signature of Reporting Person

Date

## 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, 2,090 shares represent unvested awards of restricted stock shares at the time of the transaction.
  - (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
  - (3) Shares are held by Mrs. Tatlock's spouse as the trustee for Ms. Tatlock's child. Ms. Tatlock disclaims any beneficial ownership of such shares.
  - (4) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
  - (5) This report reflects the exercise of options originally granted on November 12, 2002.

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(6) This report reflects the exercise of options originally granted on November 12, 2003.

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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