Edgar Filing: WOODWORTH LOUIS E - Form 4

WOODWO Form 4	RTH LOUIS E											
April 24, 20	006											
FORM	14 UNITED	STATES	SECU	RITIE	ES .	AND EX(CHA	NGE C	OMMISSION	OMB AP		
Check t						n, D.C. 20				Number:	3235-0287	
if no lor subject Section Form 4 Form 5	to STATEN 16. or			SEC	CU	RITIES			NERSHIP OF e Act of 1934,	Expires: Estimated av burden hours response	•	
obligatio may cor <i>See</i> Inst 1(b).	ons Section 17((a) of the l	Public U	Jtility 1	Ho		ipany	Act of	1935 or Section			
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> WOODWORTH LOUIS E			2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC						5. Relationship of Reporting Person(s) to Issuer			
			[BEN]						(Check	all applicable)		
(Last) 1505 7TH	(Last) (First) (Middle) 1505 7TH AVENUE WEST			of Earlie Day/Yea 2006		Fransaction			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) SEATTLE, WA 98119			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 			
(City)	(State)	(Zip)							Person		. .	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transa Code (Instr. 4	ctic 8)	4. Securitie our Disposed (Instr. 3, 4 a	s Acqu l of (D and 5) (A) or	uired (A)	uired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
0				Code	V	Amount	(D)	Price	(,			
Common Stock, par value \$.10	04/20/2006			М		703.784	A	<u>(1)</u>	1,075,954.784	D		
Common Stock, par value \$.10	04/20/2006			D		703.784	D	\$ 97.25	1,075,251	D		
Common Stock, par value \$.10									468,088	Ι	By IRA	
Common Stock, par value \$.10									220,000	Ι	By Spouse (2)	

Edgar Filing: WOODWORTH LOUIS E - Form 4

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.

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	ofDeriva Securi Acqui Dispo		6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and 4	Seci
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Deferred Director's Fees (FRI)	<u>(1)</u>	04/20/2006		М		703.784	10/20/2005 <u>(3)</u>	07/20/2015 <u>(3)</u>	Common Stock, par value \$.10	7

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips		
F B B F	Director	10% Owner	Officer	Other	
WOODWORTH LOUIS E 1505 7TH AVENUE WEST SEATTLE, WA 98119	Х				
Signatures					
/s/ WOODWORTH, LOUIS E.	04/2	21/2006			

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not Applicable
- (2) Shares are held by a member of Mr. Woodworth's family. Mr. Woodworth disclaims beneficial ownership of such shares.

Represents a hypothetical investment account calculation of deferred Franklin Resources Inc.'s director's fees based upon the performance of Issuer's stock (including reinvested dividends) payable in cash in forty substantially equal quarterly installments beginning on October 20, 2005 and continuing on each January 20, April 20, July 20 and October 20 thereafter, except that if any such date is a Saturday,

Sunday or holiday, then the quarterly installment shall be paid on the next business day.

(4) Represents the equivalent amount of Franklin Resources, Inc.'s common stock under the director's deferred compensation arrangement.

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

Edgar Filing: WOODWORTH LOUIS E - Form 4

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.