Edgar Filing: FRANKLIN RESOURCES INC - Form 4

| FRANKLIN Form 4 August 02, 2 | I RESOURCES 1 2006 | NC | | | | | | | | | |
|---|--|---|--|--|--|---------|-------------|--|--|---|--|
| | | | | | | | | | OMB AF | PROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMMISSION | OMB Number: | 3235-0287 | |
| Check th if no lon subject to Section 1 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b). | ger o 16. or Filed pu tinue. Section 17 | MENT OF rsuant to S (a) of the 1 30(h) | burden hour response | ated average n hours per | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> LUSK JOHN 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) C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/31/2006 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP-Portfolio Operations | | | |
| (Street) | | | 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 | | | |
| SAN MAT | EO, CA 9440319 | 06 | | | | | | Form filed by M Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative S | ecuri | ties Acqu | iired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Data (Month/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | 3. Transactic Code (Instr. 8) Code V | 4. Securitie our Disposed (Instr. 3, 4 Amount | d of (E |)) | 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 | 07/31/2006 | | | D | 44.8309 | D | \$ 91.45 | 18,050.1986 (1) (2) (3) | D | | |
| Common Stock, par value \$.10 | | | | | | | | 397.514 <u>(4)</u> | Ι | 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 formSEC 1474
(9-02)

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

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) | 4. Transactio Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | ate | 7. Title a Amount Underlyi Securitie (Instr. 3 | of ing es | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|--|-----------------|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title N of | umber | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| LUSK JOHN M C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906 | | | EVP-Portfolio Operations | | | | | |
| Signatures | | | | | | | | |
| By: BARBARA J. GREEN, ATTORNEY-IN-FACT | 08/02/2006 | | | | | | | |
| **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, 11,550 shares represent unvested awards of restricted stock shares.
- (2) Also includes shares acquired pursuant to Franklin Resources, Inc.'s Employee Stock Investment Plan ("ESIP").
- (3) Shares were sold to Franklin Resources, Inc. in order to make a tax payment associated with the acquisition of ESIP shares.
- (4) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, 2006.

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.