

FRANKLIN RESOURCES INC

Form 4

November 04, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS KENNETH A

(Last) (First) (Middle)

**C/O FRANKLIN RESOURCES,
INC., ONE FRANKLIN
PARKWAY**

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**FRANKLIN RESOURCES INC
[BEN]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President and Treasurer

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock, par value \$.10 | 11/02/2005 | | M | 2,000 | A \$ 31.95 | 11,576.8729 (1) | D |
| Common Stock, par value \$.10 | 11/02/2005 | | S | 2,119 | D \$ 90.23 | 9,457.8729 | D |
| Common Stock, par value \$.10 | 11/02/2005 | | S | 1,109 | D \$ 90.2551 | 8,348.8729 | D |

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

Common

Stock, par 11/02/2005 M 3,433 A \$ 47.57 11,781.8729 D
value \$.10

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 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) | |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 31.95 (2) | 11/02/2005 | | M | 2,000 (2) (3) | 09/30/2003 | 11/09/2012 | Common Stock, par value \$.10 | 2,000 (2) |
| Employee Stock Option (Right to Buy) | \$ 47.57 (2) | 11/02/2005 | | M | 3,433 (2) (4) | 09/30/2004 | 11/11/2013 | Common Stock, par value \$.10 | 3,433 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|------------------------------------|
| | Director 10% Owner Officer Other |
| LEWIS KENNETH A C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906 | Vice President and Treasurer |

Signatures

By: BARBARA J. GREEN,
ATTORNEY-IN-FACT

11/03/2005

__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, 3,584 shares represent unvested awards of restricted stock shares.
- (2) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
- (3) This report reflects the exercise of options originally granted on November 12, 2002.
- (4) 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.

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.