JOHNSON GREGORY E

Form 5/A April 21, 2008

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSON GREGORY E Symbol FRANKLIN RESOURCES INC (Check all applicable) [BEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2007 CEO and President C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN **PARKWAY** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 12/26/2007 SAN MATEO, CAÂ 94403 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Transaction Security (Month/Day/Year) Execution Date, if Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 4) of Issuer's (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common 522,143 (1) Stock, par Â $G^{(1)}$ 781 D D Â 08/20/2007 (3)(4)value \$.10 Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration D (Month/Day/	ate	7. Titl Amou Under	int of	8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	10,	Secur	, ,	(Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Of D So

Is

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO Â CAÂ 94403	ÂΧ	Â	CEO and President	Â			

Signatures

/s/ Gregory E.

Johnson

**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).

This amendment on Form 5/A to the Form 5 filed on December 26, 2007 (the "Original Form 5") is made solely to (a) include a gift that was inadvertently omitted from the Original Form 5 and (b) correct the amount of securities beneficially owned directly at the end of the

- Issuer's fiscal year, after giving effect to such gift. Except for the foregoing, no new or revised transactions or holdings are being reported.

 All other information in the Original Form 5 remains the same.
- (2) Not Applicable.
- (3) Of the amount of securities beneficially owned, 46,342 shares represent unvested awards of restricted stock shares.
- (4) Beneficial ownership at end of Issuer's fiscal year, September 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2