

FRANKLIN RESOURCES INC  
 Form 4  
 September 21, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JOHNSON JENNIFER 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)  
 09/20/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP & Chief Operating Officer

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

(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

SAN MATEO, CA 94403-1906

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$ .10	09/20/2012		M		5,000 <u>(1)</u>	\$ 31.27 <u>(1)</u>	529,936.8963 <u>(2)</u> D
Common Stock, par value \$ .10	09/20/2012		S		3,001	\$ 125.3644 <u>(3)</u>	526,935.8963 <u>(2)</u> D
Common Stock, par						48,838	I As A Trustee For

value \$.10							Minor Child <sup>(4)</sup>
Common Stock, par value \$.10				521,411	I		By 401(k) <u>(5)</u>
Common Stock, par value \$.10				870,000	I		By Limited Partnership
Common Stock, par value \$.10				5,000	I		By Trust <u>(6)</u>

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)

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)	8. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.27 <u>(1)</u>	09/20/2012		M	5,000 <u>(1)</u>	09/30/2003 11/09/2012	Common Stock, par value \$.10	5,000 <u>(1)</u>	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP & Chief Operating Officer	

JOHNSON JENNIFER M  
C/O FRANKLIN RESOURCES, INC.  
ONE FRANKLIN PARKWAY  
SAN MATEO, CA 94403-1906

## Signatures

/s/ Maria Gray,  
Attorney-in-Fact

09/21/2012

\_\_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) Reflects adjustment in connection with the special cash dividend paid by Frankin Resources, Inc. on December 30, 2011
- (2) Of the amount of securities beneficially owned as of gift date, 10,953 shares represented unvested awards of restricted stock.  
The price reposted in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$125.32 to \$125.385, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of July 13, 2012.
- (5) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (6) Not applicable.
- (7) Not applicable.

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.