

JOHNSON JENNIFER M  
Form 4  
November 06, 2018

**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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and COO

(Last) (First) (Middle)  
C/O FRANKLIN RESOURCES,  
INC., ONE FRANKLIN  
PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2018

(Street)  
SAN MATEO, CA 94403-1906

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

(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)	
				(A) or (D)	Amount			
				Code	V	Amount	Price	
Common Stock, par value \$.10	11/02/2018		A	83,062	A	\$ 30.7	1,656,826.2402	D
Common Stock, par value \$.10	11/02/2018		A	4,228	A	\$ 0	1,661,054.2402	D
				(1)		(2)	(3)	
Common Stock, par							173,144	I
								As A Trustee For

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value \$.10				Minor Children <u>(4)</u>
Common Stock, par value \$.10	1,923.7809	I		By 401(k) <u>(5)</u>
Common Stock, par value \$.10	2,610,000	I		By Business Limited Partnership <u>(6)</u>
Common Stock, par value \$.10	15,000	I		By Business Trust <u>(7)</u>
Common Stock, par value \$.10	198,000	I		By Venture Limited Partnership <u>(8)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director      10% Owner      Officer      Other

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

President  
and COO

## Signatures

/s/ Jennifer M.  
Johnson

11/06/2018

\_\_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).

- On November 3, 2015, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 2, 2018, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2018 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on December 20, 2018.
- (1) On November 3, 2015, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 2, 2018, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2018 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on December 20, 2018.
  - (2) Not applicable.
  - (3) Of the amount of securities beneficially owned, 125,980 shares represented unvested restricted stock awards (excluding the unvested restricted stock units scheduled to vest on December 20, 2018 as reported in Footnote 1).
  - (4) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
  - (5) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2018.
  - (6) Business limited partnership under control of Reporting Person.
  - (7) Business trust for the benefit of Reporting Person and Reporting Person's children.
  - (8) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.

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

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