Edgar Filing: FRANKLIN RESOURCES INC - Form 4

FRANKLIN RESOURCES INC Form 4 October 23, 2013				
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION	OMB APPROVAL			
Washington, D.C. 20549	MB 3235-02 umber:	287		
subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES bu	stimated average urden hours per	31, 005 0.5		
(Print or Type Responses)				
BARKER PETER K Symbol Issuer FRANKLIN RESOURCES INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director Officer (give title below) C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN 10/21/2013 10/21/2013 PARKWAY	10% Owner Other (specify below)			
(Street) 4. If Amendment, Date Original 6. Individual or Joint/C Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One R Form filed by More t	Reporting Person			
SAN MATEO, CA 94403	r c			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or	Beneficially Owned			
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form:	vnership 7. Nature of :: Direct Indirect r Indirect Beneficial Ownership :: 4) (Instr. 4)	f		
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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Seci
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Deferred Director's Fees (FRI)	(1)	10/21/2013		А	55.7104	04/20/2024 <u>(2)</u>	01/20/2029 <u>(2)</u>	Common Stock, par value \$.10	5

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships				
1 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9	Director	10% Owner	Officer	Other	
BARKER PETER K C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	Х				
Signatures					
/s/ Maria Gray, Attorney-in-Fact	10/23/2013				

Date

**Signature of Reporting Person

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) Not applicable.
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the March following the director's 75th birthday. See footnote below.

Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources, Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over five years beginning on the earlier of the January 20, April 20, July 20 or October 20 immediately following the director's separation from service from Franklin Resources, Inc. and its subsidiaries and continuing on each

- (3) January 20, April 20, July 20 and October 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. Reporting Person may transfer the hypothetical investment account amount into an alternative investment account not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.
- (4) Revocable living trust for which Reporting Person and spouse are co-trustees with shared voting and investment power.

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.