Edgar Filing: FRANKLIN RESOURCES INC - Form 4

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Number: 2025-0287 Statement STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPOT Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPOT Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPOT Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Ulitity Holding Company Act of 1935 or Section 10(b). State Parameters Form 3 of the Public Ulitity Holding Company Act of 1940 State areage burden hours per regonse State areage burden hours per regonse 1. Name and Address of Reporting Person 1 (b). 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Midtle) 3. Date of Earliest Transaction (Month/Day/Year)	FRANKLIN Form 4 February 16,	RESOURCES I	NC									
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1/2 a. Issuer Name and Ticker or Trading STEIN LAURA Symbol I. Name and Address of Reporting Person 2/2 . Issuer Name and Ticker or Trading STEIN LAURA Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O FRANKLIN RESOURCES, 02/14/2017 INC., ONE FRANKLIN PARKWAY (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned LTitle of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3) any										OMB APPROVAL		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Reminder: Rep	oort on a separate line	e for each cla	ass of sec			, í		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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and . Underlying S (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Deferred Director's Fees (FRI)	<u>(1)</u>	02/14/2017		А	71.259	04/20/2037 <u>(2)</u>	01/20/2047(2)	Common Stock, par value \$.10
Deferred Director's Fees (FRI)	<u>(1)</u>	02/15/2017		А	3,160.1124	04/20/2037 <u>(2)</u>	01/20/2047(2)	Common Stock, par value \$.10

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Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
STEIN LAURA C/O FRANKLIN RESOUR ONE FRANKLIN PARKW SAN MATEO, CA 94403-	AY	Х					
Signatures							
/s/ Laura Stein	02/16/2017						
<pre>**Signature of Reporting Person</pre>	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) Not applicable.

(2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the February 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 ten 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) Infinite date by following the director's separation from service from Frankin Resources, inc. and its substantics and continuing on each 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. The 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.

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.