FRANKLIN RESOURCES INC

Form 4

February 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

Common

value \$.10

Stock, par 12/26/2007

(Print or Type Responses)

TATLOCK ANNE M Symb			ymbol FRANKLIN RESOURCES INC				Issuer			
[BEN							(Check all applicable)			
(Last)	(First)		te of Earliest Transaction th/Day/Year)				titleOt	% Owner her (specify		
	NKLIN RESOUR E FRANKLIN Y		0/2007				below)	below)		
	(Street)	4. If	Amendment, I	Oate Origin	al		6. Individual or J	oint/Group Fil	ing(Check	
SAN MAT	ГЕО, СА 94403-1	· · · · · · · · · · · · · · · · · · ·				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)								
(City)	(State)	(Zip)	Γable I - Non -	-Derivative	Secu	rities Acqu	iired, Disposed o	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securit our Dispos (Instr. 3, 4	ed of		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 Beneficial Ownership (Instr. 4)	
Common Stock, par value \$.10	11/30/2007		G	250	D	\$ 0	162,760	D		
Common Stock, par value \$.10	01/31/2008		A	721	A	\$ 104.09	163,481 <u>(1)</u>	D		

G

14,268 A

\$0

16,889 (2)

Ι

By

Immediate

Family

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Common	40,468.828		
Stock, par	(3)	I	By 401(k)
value \$.10	<u>(e)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. Transact Code (Instr. 8)	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Aciationships						
	Director	10% Owner	Officer	Other				

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

X

Signatures

/s/ TATLOCK, 02/04/2008 ANNE M.

**Signature of Reporting Date 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) Shares represent a grant of common stock under Franklin Resources, Inc.'s 2002 Universal Stock Incentive Plan.

(2)

Reporting Owners 2

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Shares held by Ms. Tatlock's son, per share transfers to son pursuant to termination of trusts held for benefit of son. Ms. Tatlock disclaims any beneficial ownership of such shares.

Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of December 15, 2007.

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.