

FRANKLIN RESOURCES INC

Form 4

November 20, 2014

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON GREGORY E

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FRANKLIN RESOURCES INC  
[BEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/19/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman, CEO and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.10   | 11/19/2014                              |                                                             | A                                       | 22,802<br>(1)                                                              | A \$ 0<br>(2)                                                                                                      | 1,974,514 (3)                                                           | D                                                                 |
| Common<br>Stock, par<br>value \$.10   |                                         |                                                             |                                         |                                                                            | 62,944                                                                                                             | I                                                                       | As A<br>Trustee For<br>Minor Child<br>(4)                         |
| Common<br>Stock, par<br>value \$.10   |                                         |                                                             |                                         |                                                                            | 4,741.7985                                                                                                         | I                                                                       | By 401(k) (5)                                                     |

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|                                     |           |   |                                              |
|-------------------------------------|-----------|---|----------------------------------------------|
| Common<br>Stock, par<br>value \$.10 | 2,565,000 | I | By Business<br>Limited<br>Partnership<br>(6) |
| Common<br>Stock, par<br>value \$.10 | 8,100     | I | By Business<br>Trust (7)                     |
| Common<br>Stock, par<br>value \$.10 | 16,078    | I | By Spouse<br>(8)                             |
| Common<br>Stock, par<br>value \$.10 | 396,000   | I | By Venture<br>Limited<br>Partnership<br>(9)  |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |                                   |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                                                       | Director      | 10% Owner | Officer                           | Other |
| JOHNSON GREGORY E<br>C/O FRANKLIN RESOURCES, INC.<br>ONE FRANKLIN PARKWAY<br>SAN MATEO, CA 94403-1906 | X             |           | Chairman,<br>CEO and<br>President |       |

## Signatures

/s/ Maria Gray,  
Attorney-in-Fact

11/20/2014

\_\_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) On November 3, 2011, November 5, 2012 and November 4, 2013, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. Effective on November 19, 2014, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2014 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on November 28, 2014.
- (2) Not applicable.
- (3) Of the amount of securities beneficially owned, 305,723 shares represent unvested restrict stock awards (excluding the unvested restricted stock units scheduled to vest on November 28, 2014 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 October 10, 2014.
- (6) Business limited partnership under control of Reporting Person.
- (7) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (8) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
- (9) 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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