

FRANKLIN RESOURCES INC
 Form 5
 November 14, 2008

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 JOHNSON CHARLES B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403-1906

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, par value \$.10 | 12/23/2005 | ^ | G ⁽²⁾ | 49,000 D | \$ 0 ⁽¹⁾ 35,224,594 | D | ^ |
| Common Stock, par value \$.10 | 05/23/2007 | ^ | G ⁽³⁾ | 11,000 D | \$ 0 ⁽¹⁾ 35,213,594 | D | ^ |
| Common Stock, par | 11/21/2007 | ^ | G | 5,382 D | \$ 0 ⁽¹⁾ 35,208,212 | D | ^ |

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value \$.10

| | | | | | | | | | |
|-------------------------------|------------|---|---|---------|---|-------------|---------------|---|-----------------------------|
| Common Stock, par value \$.10 | 12/19/2007 | Â | G | 200 | D | \$ 0 (1) | 35,208,012 | D | Â |
| Common Stock, par value \$.10 | 12/24/2007 | Â | G | 1,150 | D | \$ 0 (1) | 35,206,862 | D | Â |
| Common Stock, par value \$.10 | 12/27/2007 | Â | G | 126,600 | D | \$ 0 (1) | 35,080,262 | D | Â |
| Common Stock, par value \$.10 | 12/31/2007 | Â | G | 58,600 | D | \$ 0 (1) | 35,021,662 | D | Â |
| Common Stock, par value \$.10 | 07/10/2008 | Â | G | 6,650 | D | \$ 0 (1) | 35,015,012 | D | Â |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 6,553.214 (4) | I | By 401(k) |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 2,906,117 | I | By IRA |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 272,600 | I | By Trust held by Spouse (5) |

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.

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(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. of D Sc B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|-------------------------------------|-------------------------------------|--------------------------|--|
| | Director | 10% Owner | Officer | Other |
| JOHNSON CHARLES B C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> Chairman of the Board |

Signatures

/s/ Craig S. Tyle,
Attorney-in-Fact

11/14/2008

__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) Not applicable.
- (2) Gifts of shares were inadvertently not reported on a Form 5 or other report with respect to the Issuer's fiscal year ended September 30, 2006.
- (3) Gifts of shares were inadvertently not reported on Form 5 with respect to the Issuer's fiscal year ended September 30, 2007, as filed on December 26, 2007.
- (4) Reporting Person holds shares in the Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2008.
- (5) Trust of which the Reporting Person's spouse is the lifetime beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.