

FRANKLIN RESOURCES INC
 Form 5
 November 06, 2008

FORM 5

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

OMB APPROVAL

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 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 *
BOLT JENNIFER J

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)
 EVP-Operations and Technology

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.10	02/07/2006	Â	G ⁽¹⁾	27 D \$ 0 ₍₂₎	500,158.4994	D	Â
Common Stock, par value \$.10	08/17/2006	Â	G ⁽¹⁾	511 D \$ 0 ₍₂₎	499,647.4994	D	Â

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Common Stock, par value \$.10	05/02/2007	Â	G ⁽³⁾	38	D	\$ 0 (2)	499,609.4994	D	Â
Common Stock, par value \$.10	10/15/2007	Â	G	546	D	\$ 0 (2)	499,063.4994	D	Â
Common Stock, par value \$.10	11/21/2007	Â	G	207	A	\$ 0 (2)	499,270.4994	D	Â
Common Stock, par value \$.10	02/29/2008	Â	G	21	D	\$ 0 (2)	499,249.4994	D	Â
Common Stock, par value \$.10	07/10/2008	Â	G	266	A	\$ 0 (2)	499,515.4994	D	Â
Common Stock, par value \$.10	11/21/2007	Â	G	1,035	A	\$ 0 (2)	43,528 ⁽⁴⁾	I	As a Trustee for Minor Child
Common Stock, par value \$.10	07/10/2008	Â	G	1,330	A	\$ 0 (2)	44,858 ⁽⁴⁾	I	As a Trustee for Minor Child
Common Stock, par value \$.10	11/21/2007	Â	G	207	A	\$ 0 (2)	1,383 ⁽⁵⁾	I	By Spouse
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	876.557 ⁽⁶⁾	I	By 401(k)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	870,000	I	By Limited Partnership
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	5,000	I	By Trust ⁽⁷⁾

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- (6) 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.
- (7) Business trust for the benefit of the Reporting Person and the Reporting Person's children.

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.