

Advani Vijay Chandur  
Form 3  
September 16, 2005

**FORM 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Advani Vijay Chandur

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/08/2005

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other  
(give title below) (specify below)

Executive Managing Director

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

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

(Street)

SAN  
MATEO,Â CAÂ 94403-1906

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$.10

24,334.6405 <sup>(1)</sup>

D

Â

Common Stock, par value \$.10

10,894.95

I

By Trust

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial  
Ownership

## Edgar Filing: Advani Vijay Chandur - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	09/30/2002 <sup>(2)</sup>	11/19/2011	Common Stock, par value \$.10	20,594	\$ 36.3	D	Â
Employee Stock Option (Right to Buy)	09/30/2003 <sup>(3)</sup>	11/09/2012	Common Stock, par value \$.10	30,891	\$ 31.95	D	Â
Employee Stock Option (Right to Buy)	09/30/2004 <sup>(4)</sup>	11/11/2013	Common Stock, par value \$.10	25,743	\$ 47.57	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Advani Vijay Chandur C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	Â	Â	Â Executive Managing Director	Â

## Signatures

/s/ ADVANI,  
VIJAY

09/15/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Of the amount of securities beneficially owned, 22,237 shares represent unvested awards of restricted stock shares.
- (2) The option is fully exercisable.
- (3) The option becomes exercisable in three approximately equal increments on each of September 30, 2003, September 30, 2004, and September 30, 2005.
- (4) The option becomes exercisable in three approximately equal increments on each of September 30, 2004, September 30, 2005, and September 29, 2006.

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.