

FRANKLIN RESOURCES INC

Form 5

November 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
JOHNSON CHARLES B

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FRANKLIN RESOURCES INC
[BEN]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
09/30/20055. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

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

6. Individual or Joint/Group Reporting

(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 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	12/30/2004	Â	G	8,397 D \$ 0	37,036,955	D	Â
Common Stock, par value \$.10	12/30/2004	Â	G	57,000 D \$ 0	36,979,955	D	Â
	05/12/2005	Â	G	10,000 D \$ 0	36,969,955	D	Â

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Common
Stock, par
value \$.10

Common Stock, par value \$.10	08/17/2005	Â	G	10,000	D	\$ 0	36,959,955	D	Â
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Common Stock, par value \$.10	08/17/2005	Â	G	10,000	D	\$ 0	36,949,955	D	Â
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Common Stock, par value \$.10	08/17/2005	Â	G	10,000	D	\$ 0	36,939,955	D	Â
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Common Stock, par value \$.10	08/17/2005	Â	G	10,000	D	\$ 0	36,929,955	D	Â
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Common Stock, par value \$.10	08/17/2005	Â	G	10,000	D	\$ 0	36,919,955	D	Â
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Common Stock, par value \$.10	08/17/2005	Â	G	10,000	D	\$ 0	36,909,955	D	Â
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Common Stock, par value \$.10	09/23/2005	Â	G	10,000	D	\$ 0	36,899,955	D	Â
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Common Stock, par value \$.10	09/23/2005	Â	G	10,000	D	\$ 0	36,889,955	D	Â
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Common Stock, par value \$.10	09/23/2005	Â	G	15,000	D	\$ 0	36,874,955	D	Â
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Common Stock, par value \$.10	09/23/2005	Â	G	11,000	D	\$ 0	36,863,955	D	Â
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Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	3,563,675	I	By IRA
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Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	7,016.95 ⁽¹⁾	I	By Profit Sharing Plan
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Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	3,000,000 ⁽²⁾	I	By Shares Held By Ltd Partnership
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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 S B O E I F (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 944031906	<input checked="" type="checkbox"/> X <input checked="" type="checkbox"/> X <input checked="" type="checkbox"/> Chairman of the Board <input checked="" type="checkbox"/>

Signatures

/s/ JOHNSON,
CHARLES B. 11/14/2005

__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) Shares represent a pro-rata number of shares equivalent to Mr. Johnson's percentage of ownership of the holdings of the Franklin Resources, Inc. Profit Sharing Plan as of September 30, 2004. Mr. Johnson disclaims beneficial ownership of such shares.

(2) Shares are owned indirectly by a limited partnership in which Mr. Johnson is a limited partner.

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.