Edgar Filing: FRANKLIN RESOURCES INC - Form 4

FRANKLIN Form 4 July 10, 200	N RESOURCES I	NC								
FORM	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	nger STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							s: January 31, 2005 ated average n hours per nse 0.5	
Form 5 obligati may con <i>See</i> Inst 1(b).	ons Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> WOODWORTH LOUIS E			Symbol	er Name an KLIN RE		-	5. Relationship of Reporting Person(s) to Issuer			
		[BEN]				(Check all applicable)				
(Last) (First) (Middle) 1505 7TH AVENUE WEST			3. Date of Earliest Transaction(Month/Day/Year)07/06/2006				Officer (give titleOther (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SEATTLE	, WA 98119						Person	whole than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inforn requir	ns who rest nation cont red to resp nys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sł
Deferred Director's Fee (FRI)	(1)	07/06/2006		А		17.7725		04/20/2009(2)	01/21/2019(2)	Common Stock, par value \$.10	1

Reporting Owners

Reporting Owner Name / Address	Relationships							
I O O O O O O O O O O O O O O O O O O O	Director	10% Owner	Officer	Other				
WOODWORTH LOUIS E 1505 7TH AVENUE WEST SEATTLE, WA 98119	X							
Signatures								
By: BARBARA J. GREEN, ATTORNEY-IN-FACT			07/	/10/2006				
** Signature of Reporting Pe	erson			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) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the January following the director's 75th birthday. See footnote below.

Represents a hypothetical investment account calculation of deferred Franklin Resources Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over ten years beginning the April 20 following the director's separation from service

(3) from Franklin Resources, Inc. and its subsidiaries and continuing on each July 20, October 20, January 20 and April 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. The reporting person may transfer the hypothetical investment account amount into an alternative investment account(s) not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

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.