

FRANKLIN RESOURCES INC
Form 5
October 28, 2013

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 *
JOHNSON JENNIFER M

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)
09/30/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief Operating Officer

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 Ownership (Instr. 4)
Common Stock, par value \$.10	11/15/2012	Â	G	120 D	\$ 0 (1) 1,379,644.2363 (2)	D	Â
Common Stock, par value \$.10	12/03/2012	Â	G	7,600 D	\$ 0 (1) 1,379,644.2363 (2)	D	Â

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Common Stock, par value \$0.10	12/05/2012	Â	G	66,000	A	\$ 0 (1)	198,000 (2)	I	By Venture Limited Partnership (3)
Common Stock, par value \$0.10	12/05/2012	Â	G	66,000	D	\$ 0 (1)	1,379,644.2363 (2)	D	Â
Common Stock, par value \$0.10	12/28/2012	Â	G	103	A	\$ 0 (1)	1,379,644.2363 (2)	D	Â
Common Stock, par value \$0.10	04/12/2013	Â	G	100	D	\$ 0 (1)	1,379,644.2363 (2)	D	Â
Common Stock, par value \$0.10	07/15/2013	Â	G	120	D	\$ 0 (1)	1,379,644.2363 (2) (4)	D	Â
Common Stock, par value \$0.10	12/28/2012	Â	G	515	A	\$ 0 (1)	148,059 (2)	I	As A Trustee For Minor Child (5)
Common Stock, par value \$0.10	Â	Â	Â	Â	Â	Â	1,614.144 (2)	I	By 401(k) (6)
Common Stock, par value \$0.10	Â	Â	Â	Â	Â	Â	2,610,000 (2)	I	By Business Limited Partnership (7)
Common Stock, par value \$0.10	Â	Â	Â	Â	Â	Â	15,000 (2)	I	By Business Trust (8)

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. of
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