

FRANKLIN RESOURCES INC

Form 13F-HR/A

March 01, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2004

Check here if Amendment [X] : Amendment Number: 1
This Amendment (Check only one.): [X] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN
By: Barbara J. Green
San Mateo, California
February 28, 2005

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.) [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).) [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 9

Form 13F Information Table Entry Total: 4,003

Form 13F Information Table Value Total: \$ 112,133,751
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all Institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC.
3	-----	-----/1/
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC.
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC.
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, INC.
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-2157	FIDUCIARY TRUST COMPANY INTERNATIONAL

/1/ Investment advisory business of Templeton/Franklin Investment Services, Inc. (previous manager 3) and Franklin Private Client Group, Inc. combined to form Franklin Templeton Portfolio Advisors, Inc. (manager 6).

02/15/2005 1:33 pm
(lg13firt.p) G2N

FORM 13F FOR PERIOD ENDING 12
REPORTING MANAGER: FRANKLIN RES

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (X1000)	SHRS OR SH/ PRN AMT	PUT/ CALL MENT DISCRE TION
3COM CORP	COMMON SHS	885535104	106	25530 SH	DEFINE
3M CO	COMMON SHS	88579Y101	3367	41024 SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

3M CO	COMMON SHS	88579Y101	2815	34300	SH	DEFINE
3M CO	COMMON SHS	88579Y101	1697	20679	SH	DEFINE
3M CO	COMMON SHS	88579Y101	65656	800000	SH	DEFINE
3M CO	COMMON SHS	88579Y101	6940	84559	SH	DEFINE
3M CO	COMMON SHS	88579Y101	52511	639828	SH	DEFINE
3M CO	COMMON SHS	88579Y101	67530	822837	SH	DEFINE
AAMES INVESTMENT CORP	REAL EST INV TR	00253G108	8025	750000	SH	DEFINE
AB WATLEY GROUP INC	COMMON SHS	000788109	76	447350	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	54587	1170144	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	376586	8072573	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	34265	734520	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	5785	124000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	6094	130630	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	18660	400000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	40287	863597	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	47607	1020525	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	53650	1150059	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	282	6008	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	8	167	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	74416	9009259	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	4613	558470	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	31263	3784887	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	20420	2472128	SH	DEFINE
ABLE LABORATORIES INC	COMMON SHS	00371N407	17122	752600	SH	DEFINE
ABLE LABORATORIES INC	COMMON SHS	00371N407	123	5400	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	16023	812500	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	2288	86000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	1791	66317	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	2097	77649	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	18508	685485	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	1274	47200	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	36046	1335050	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	94901	3514866	SH	DEFINE
ACCREDITO HEALTH INC	COMMON SHS	00437V104	1073	38700	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	13198	308715	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	670388	15681599	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	215378	5038090	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1509	35300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1893	44290	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	72	1690	SH	DEFINE
ACM INCOME FUND INC	CLOSE END MUT F	000912105	108	13191	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	1543	220084	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	22	3200	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	194	11036	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	23871	1360931	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	40231	2293700	SH	DEFINE
ACTION PERFORMANCE COS INC	COMMON SHS	004933107	7460	678800	SH	DEFINE
ADAPTEC INC	COMMON SHS	00651F108	11881	1565300	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886101	568	211821	SH	DEFINE
ADECCO SA	AMER DEP RECPT	006754105	440	34819	SH	DEFINE
ADECCO SA	AMER DEP RECPT	006754105	320	25300	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	5765	91890	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	40545	646235	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	32	3261	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	5301	534358	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	37470	3777200	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	88286	2021200	SH	DEFINE
ADVANCED DIGITAL INFORMATION CORP	COMMON SHS	007525108	2443	243800	SH	DEFINE
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	64	7000	SH	DEFINE
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	6978	764300	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3657	88888	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	10767	272867	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	17508	443700	SH	DEFINE
ADVANCED SEMICONDUCTOR ENGINEERING	AMER DEP RECPT	00756M404	68	18176	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	217	15834	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	5674	192800	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	16278	553109	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2290	167490	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	2212	17730	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	1709	13700	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	24	394	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	9423	156553	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	121719	2022238	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	9131	134799	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	61	900	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	512	14000	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	4375	119700	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	355	8910	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	93473	2346200	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	80	2000	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	4453	111760	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	13410	336590	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	64426	1617111	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	2567	1873584	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	0	6	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	14	10000	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	1	372	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	465	339743	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	7581	927850	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	634	26320	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	0	15	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	9640	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	1	27	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3665	152055	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	45922	1905491	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	33240	1000000	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	7219	525000	SH	DEFINE
AIR FRANCE-KLM	AMER DEP RECPT	009119108	10560	550000	SH	DEFINE
AIR FRANCE-KLM	WTS TO EQUITY	009119116	570	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	28985	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	3122	53850	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	7798	134517	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	23246	401000	SH	DEFINE
AK STEEL HOLDING CORP	COMMON SHS	001547108	25017	1728900	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	6062	142658	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	20237	476267	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	464	10925	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	1222	45000	SH	DEFINE
ALAMOSA HOLDINGS INC	COMMON SHS	011589108	2038	163400	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	45232	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	16745	500000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	33	1000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	14	413	SH	DEFINE
ALBANY INTERNATIONAL CORP	COMMON SHS	012348108	407	11569	SH	DEFINE
ALBANY INTERNATIONAL CORP	COMMON SHS	012348108	5158	146700	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	4173	85925	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	90578	1864900	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	1299	26746	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	430	8850	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	10810	452680	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	107313	4493840	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	31	1290	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	17	700	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	578	24202	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

ALCAN INC	ORDINARY SHS	013716105	19834	337318	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	4451	77454	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	189587	3347198	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	139266	2368463	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	2728	48551	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	88	1490	SH	DEFINE
ALCATEL SA	AMER DEP RECPT	013904305	263	16796	SH	DEFINE
ALCATEL SA	AMER DEP RECPT	013904305	4863	311125	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	13	400	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	3495	111230	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	10038	319485	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	23967	762783	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	60	750	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	12090	150000	SH	DEFINE
ALDERWOODS GROUP INC	COMMON SHS	014383103	9448	830264	SH	DEFINE
ALEXIS INTERNATIONAL INC	COMMON SHS	014477103	8550	505300	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	525	12378	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	103601	481865	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	209	970	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	22386	300800	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	2467	97900	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	8108	575420	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	16380	1162550	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	211974	743118	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	525	1840	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	22	78	SH	DEFINE
ALLEN ORGAN CO	COMMON SHS	017753104	6529	94800	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	32428	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	10706	132055	SH	DEFINE
ALLETE INC	COMMON SHS	018522300	19	510	SH	DEFINE
ALLETE INC	COMMON SHS	018522300	11025	300000	SH	DEFINE
ALLIANCE ATLANTIS COMMUNICATIONS C	ORDINARY SHS	01853E204	164212	5020225	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	1	12	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	8945	188400	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	46	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	183326	6410000	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	275	4200	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	762	29476	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	91	2205	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	6270	151900	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	723	17515	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	65	7000	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	17583	1894750	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	108366	2055900	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	21245	410760	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	8068	156000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	103	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	10588	204710	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	23982	463693	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2391	40692	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	6354	108130	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2729	46438	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	19698	335235	SH	DEFINE
ALLTEL CORP	CONVERT PREF	020039822	21	400	SH	DEFINE
ALLTEL CORP	CONVERT PREF	020039822	142274	2690000	SH	DEFINE
ALPHARMA INC	CONVERTIBLE BD	020813AD3	5020	4000000	PRN	DEFINE
ALTERA CORP	COMMON SHS	021441100	84346	4074670	SH	DEFINE
ALTIRIS INC	COMMON SHS	02148M100	12213	344700	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	4	69	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	396795	6494196	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	6497	106339	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	13786	225623	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

ALTRIA GROUP INC	COMMON SHS	02209S103	15287	250194	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	290686	4757542	SH	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	876250	10000000	PRN	DEFINE
AMAZON.COM INC	COMMON SHS	023135106	430	9720	SH	DEFINE
AMAZON.COM INC	COMMON SHS	023135106	2215	50000	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	3115	37925	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	198	2410	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	26	1000	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	89093	3394000	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	821	9967	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	15382	208000	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	7218	143964	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	564576	11260000	SH	DEFINE
AMEREN CORP	CONVERT PREF	023608201	23217	800600	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	8970	171348	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	3507	67000	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	32353	618006	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	14674	280300	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	5482	116400	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	13	280	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1575	45853	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	366195	10663800	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	2452	43500	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	55649	987205	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	13482	239164	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	1123	69400	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	6372	393800	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	922	27893	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	8481	256700	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	59	1800	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	11274	171675	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	54549	830660	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	12683	193127	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	150964	2298832	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	4893	74503	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	9037	137618	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	187413	2853859	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	41582	633191	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	18422	792360	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	11046	475100	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	667	28700	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2614	112413	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	21581	928200	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	81291	1944300	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	79953	767600	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	5608	659000	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	319	37463	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	10700	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3819	92430	SH	DEFINE
AMERICAN STATES WATER CO	COMMON SHS	029899101	6435	247500	SH	DEFINE
AMERICAN TOWER CORP	COMMON SHS	029912201	37	2000	SH	DEFINE
AMERICAN TOWER CORP	COMMON SHS	029912201	4802	261000	SH	DEFINE
AMERICAN TOWER CORP	CONVERTIBLE BD	029912AF9	4535	4490000	PRN	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	1503	34400	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	9465	125100	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	68	900	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	20739	353431	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	577138	9835342	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	19138	326140	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	4181	71245	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	10048	171232	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	194	3300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	36260	617922	SH	DEFINE
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	121026	8510988	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	14723	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	18	400	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	124	3470	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	15303	429028	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	553	15500	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	19308	541300	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	880	13712	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	3246	50596	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	59788	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	1	21	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	56782	885150	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	273153	4258039	SH	DEFINE
AMLI RESIDENTIAL PROPERTIES TRUST	REAL EST INV TR	001735109	51	1595	SH	DEFINE
AMLI RESIDENTIAL PROPERTIES TRUST	REAL EST INV TR	001735109	5382	168200	SH	DEFINE
AMR CORP	COMMON SHS	001765106	20322	1855913	SH	DEFINE
AMR CORP	COMMON SHS	001765106	4643	424060	SH	DEFINE
AMR CORP	COMMON SHS	001765106	11826	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	20161	1841200	SH	DEFINE
AMR CORP	COMMON SHS	001765106	8	738	SH	DEFINE
AMR CORP	COMMON SHS	001765106	46	4170	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	458	17680	SH	DEFINE
AMSURG CORP	COMMON SHS	03232P405	52	1750	SH	DEFINE
AMSURG CORP	COMMON SHS	03232P405	7112	240743	SH	DEFINE
AMSURG CORP	COMMON SHS	03232P405	18	600	SH	DEFINE
AMSURG CORP	COMMON SHS	03232P405	24	800	SH	DEFINE
AMVESCAP PLC	AMER DEP RECPT	03235E100	16	1250	SH	DEFINE
AMVESCAP PLC	AMER DEP RECPT	03235E100	3934	313211	SH	DEFINE
AMVESCAP PLC	AMER DEP RECPT	03235E100	13	1000	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	701	30000	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	30226	1293900	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	3882	59896	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	3565	55000	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	2659	709000	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	20	5200	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	714	19333	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	38917	1054084	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	17807	482300	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	2	100	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	8536	391000	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	51142	2771900	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	119	5000	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	10003	420479	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	88	2411	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	657	18070	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	150	4140	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	127923	3519200	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	269	5310	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	11936	235290	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	57396	1131402	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	46742	921385	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	1616	50400	SH	DEFINE
ANTEON INTERNATIONAL CORP	COMMON SHS	03674E108	7003	167300	SH	DEFINE
AON CORP	COMMON SHS	037389103	18128	759767	SH	DEFINE
AON CORP	COMMON SHS	037389103	3250	136212	SH	DEFINE
AON CORP	COMMON SHS	037389103	7082	296820	SH	DEFINE
AON CORP	COMMON SHS	037389103	3010	126163	SH	DEFINE
AON CORP	COMMON SHS	037389103	9265	388320	SH	DEFINE
AON CORP	COMMON SHS	037389103	29	1200	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	1389	27457	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	8747	172963	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

APACHE CORP	COMMON SHS	037411105	30210	597383	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	28076	555200	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	18204	1059600	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	10703	798100	SH	DEFINE
APOLLO GOLD CORP	ORDINARY SHS	03761E102	1220	1184000	SH	DEFINE
APOLLO GOLD CORP	ORDINARY SHS	03761E102	1185	1150000	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	2212	27407	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	18029	223384	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	57478	712152	SH	DEFINE
APOLLO INVESTMENT CORP	CLOSE END MUT F	03761U106	3020	200000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	32200	500000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	12378	192198	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	2634	40900	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1100	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	67	3200	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1063	50828	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	25688	937500	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	3100	181266	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	1	65	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	14814	866314	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	76343	4464509	SH	DEFINE
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	6972	211600	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	13021	246700	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	765	14500	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	92	10259	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	9445	1056458	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	8416	941400	SH	DEFINE
AQUILA INC	COMMON SHS	03840P102	19456	5272500	SH	DEFINE
AQUILA INC	CONVERT PREF	03840P409	179529	5181200	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	7408	196489	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	2034	53950	SH	DEFINE
ARBOR REALTY TRUST INC.	REAL EST INV TR	038923108	20103	819200	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	14163	398500	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	7	200	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	960	27000	SH	DEFINE
ARCH COAL INC	CONVERT PREF	039380209	9038	100000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	12164	545233	SH	DEFINE
ARCHIPELAGO HOLDINGS INC	COMMON SHS	03957A104	9055	431600	SH	DEFINE
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	1939	50638	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	132	3500	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	1000	26500	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	25548	677300	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	6814	350700	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COMMON SHS	04033A100	746	100400	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	964	42000	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	71	10063	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	9185	1304672	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	1	200	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	1067	151500	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	71630	2204000	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	133	4100	SH	DEFINE
ARTS WAY MANUFACTURING CO INC	COMMON SHS	043168103	1076	134500	SH	DEFINE
ASCENTIAL SOFTWARE CORP	COMMON SHS	04362P207	7290	446951	SH	DEFINE
ASCENTIAL SOFTWARE CORP	COMMON SHS	04362P207	103	6300	SH	DEFINE
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	293	27000	SH	DEFINE
ASK JEEVES INC	COMMON SHS	045174109	93492	3495039	SH	DEFINE
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	1729	278400	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	25225	825700	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	18477	604800	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	23006	575580	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	184	4600	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	863	23729	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

AT&T CORP	COMMON SHS	001957505	656	34428	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	103889	5450641	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	825	35000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	24	1000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	10760	456700	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COMMON SHS	04743P108	243	23700	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	456	23500	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	478	24634	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	7313	225000	SH	DEFINE
ATMEL CORP	COMMON SHS	049513104	54	13850	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	10123	449300	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	70	3100	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	110904	4055000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	8513	163400	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	9050	632000	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	125	8759	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	2291	160000	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	41	1082	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	11406	300555	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	28956	599504	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	70021	1449718	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	407	8418	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	102382	2119700	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	4866	109715	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	35480	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	2	35	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	16502	372079	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	20880	470802	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	91	1000	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	16915	185243	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COMMON SHS	05334D107	569	65000	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	30	400	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	316	4190	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	105	1400	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	52318	694800	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	341	100000	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	7562	2217700	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	1142	66398	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	115524	6716526	SH	DEFINE
AVENTIS SA	AMER DEP RECPT	053561106	662	7047	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	78	1294	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	2427	40469	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	27706	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	11219	187083	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	2037	33965	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	9247	154200	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	11233	489050	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	83	3600	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	18173	448500	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	136003	3356431	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	2461	63584	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	68809	1777999	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	452	11676	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	129	5200	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	19695	795743	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	939	37944	SH	DEFINE
AXCAN PHARMA INC	ORDINARY SHS	054923107	124512	5348472	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	513	18740	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	3795	138720	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	383	14000	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	115749	3314700	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	620	14538	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

BAKER HUGHES INC	COMMON SHS	057224107	2509	58800	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	5613	203899	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	13	462	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	4122	153875	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	387	8800	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	200279	7991963	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	9608	383409	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	460	18369	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	AMER DEP RECPT	059602201	203	2700	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	1823	91400	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	16909	1366916	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	485	39240	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	31825	2615034	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	18670	397323	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	3933	83694	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	5940	126400	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	7283	155000	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	13741	292414	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	16773	356953	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	64451	1371598	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	357683	7611903	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	669	13178	SH	DEFINE
BANK OF IRELAND	AMER DEP RECPT	46267Q103	277	4145	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	20	351	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	194867	3373728	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	274	5700	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	9466	283240	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	5202	155655	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	257	7700	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	2182	65283	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	9612	287603	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	35733	1069201	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	34685	1037863	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	90	2216	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	282324	6936699	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	587	17332	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	305	9000	SH	DEFINE
BANKNORTH GROUP INC	COMMON SHS	06646R107	374	10225	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	89	1951	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	4294	94000	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	23	500	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	245	7600	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	40	887	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	585	12850	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	569957	19778229	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	68721	2369694	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	72608	2997870	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	21337	735744	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	304	12550	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	164262	6782090	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	7353	102090	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	27105	376355	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	663	9200	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	8056	410500	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	39	2000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	601	9325	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	17270	500000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	146	4225	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1983	57423	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1703	49300	SH	DEFINE
BAXTER INTERNATIONAL INC	CONVERT PEF	071813406	853	15100	SH	DEFINE
BAYER AG	AMER DEP RECPT	072730302	5548	163274	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

BAYER AG	AMER DEP RECPT	072730302	17	500	SH	DEFINE
BB&T CORP	COMMON SHS	054937107	246	5857	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	41589	1451244	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	876674	30313775	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	313048	10863455	SH	DEFINE
BCE INC	COMMON SHS	05534B109	17855	739945	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	52772	1824767	SH	DEFINE
BCE INC	COMMON SHS	05534B109	2594	97590	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	123	4260	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	137	15470	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	3727	420700	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	727	82031	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	2015	227430	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	111467	1089502	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	783	7657	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	6565	817552	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	83	10277	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	3316	412950	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	8659	1078359	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	8636	1075520	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	32122	4000200	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	462	6898	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	34381	513232	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	71341	1256000	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	74	1300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	2304	40568	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	5759	144597	SH	DEFINE
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	62	2175	SH	DEFINE
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	15270	537500	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	523	16950	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	11595	375500	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	80	2600	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	5917	212920	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	21233	764045	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	71900	2587272	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	38713	1330800	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	11504	395475	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	43836	929325	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	923	19577	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	376739	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	4043	46	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	35863	408	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	534	182	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	966798	329291	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	24812	8451	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	20068	6835	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	38242	643589	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	14001	235634	SH	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	10888	1000000	PRN	DEFINE
BEVERLY ENTERPRISES INC	COMMON SHS	087851309	18251	1994600	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7070	700000	SH	DEFINE
BG GROUP PLC	AMER DEP RECPT	055434203	224	6495	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	32	1350	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	20283	844431	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	4411	183645	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	159	5450	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	11685	401000	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	27293	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	8794	274900	SH	DEFINE
BIMINI MORTGAGE MANAGEMENT INC	REAL EST INV TR	09031E400	3893	242400	SH	DEFINE
BIO-RAD LABORATORIES INC	COMMON SHS	090572207	10218	178100	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	322	4840	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

BIOGEN IDEC INC	COMMON SHS	09062X103	2132	32000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	13001	195174	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	126462	1898549	SH	DEFINE
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	943688	3500000	PRN	DEFINE
BIOMET INC	COMMON SHS	090613100	2844	65534	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	251	15200	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	526	31970	SH	DEFINE
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	70	70000	PRN	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	20170	433383	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	558	12000	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	7563	540200	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	3436	38895	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	4786	54180	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	30259	391647	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	CLOSE END MUT F	09249U105	239	17500	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	47363	2546393	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	174333	9372731	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	19194	1031910	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	4425	237889	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	14910	801600	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	224	12050	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	3437	184762	SH	DEFINE
BNP RESIDENTIAL PPTYS INC	REAL EST INV TR	05564T103	277	17200	SH	DEFINE
BOC GROUP PLC	AMER DEP RECPT	055617609	2196	57500	SH	DEFINE
BOEING CO	COMMON SHS	097023105	6548	126481	SH	DEFINE
BOEING CO	COMMON SHS	097023105	296297	5723330	SH	DEFINE
BOEING CO	COMMON SHS	097023105	12373	239000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	51770	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	43	825	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2114	40835	SH	DEFINE
BOEING CO	COMMON SHS	097023105	3461	66852	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	4433	81836	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2571	47470	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	113188	2089500	SH	DEFINE
BORLAND SOFTWARE CORP	COMMON SHS	099849101	25203	2157800	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	9899	351400	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	26	400	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	277	4290	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	1229	19000	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	64062	990600	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	729	20500	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	5109	143721	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	102013	2869568	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	8038	182800	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	204711	4655700	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	9290	211275	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	2260	51400	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	79	1353	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	298	5110	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	17321	296590	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	4684	80200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	27185	465500	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	32873	562895	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	17240	295200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	8275	141700	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	105991	1814919	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	277493	4751600	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	5203	107725	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	50682	810000	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	63	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	161	5475	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	29	1000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	21893	744900	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	64	1477	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	433399	10044020	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	113	3150	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	156853	3635072	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	16402	447400	SH	DEFINE
BRAZIL FUND INC	CLOSE END MUT F	105759104	241	7000	SH	DEFINE
BRAZIL FUND INC	CLOSE END MUT F	105759104	69	2000	SH	DEFINE
BRE PROPERTIES INC	REAL EST INV TR	05564E106	705	17482	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	21430	515400	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	25410	611100	SH	DEFINE
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	8132	903600	SH	DEFINE
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	41	4600	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	10579	541400	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	72	3700	SH	DEFINE
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	37	1050	SH	DEFINE
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	19152	546100	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	176	4450	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	10366	262300	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	54341	2121051	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	474580	18523818	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	21174	826480	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	5384	210155	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	16397	640000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	13514	527494	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	26403	1030572	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	381997	14910128	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	371	8225	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	9239	204718	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	22565	500000	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	45	1000	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	4364	125950	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	50	1150	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	17548	401823	SH	DEFINE
BROOKFIELD PROPERTIES CORP	REAL EST INV TR	112900105	87	2315	SH	DEFINE
BROOKFIELD PROPERTIES CORP	REAL EST INV TR	112900105	18752	501400	SH	DEFINE
BROOKLINE BANCORP INC	COMMON SHS	11373M107	891	54600	SH	DEFINE
BROOKLINE BANCORP INC	COMMON SHS	11373M107	36	2186	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	23944	549800	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	21540	722100	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	34097	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	75303	1546904	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	350	8260	SH	DEFINE
BUCYRUS INTERNATIONAL INC	COMMON SHS	118759109	6714	165200	SH	DEFINE
BUCYRUS INTERNATIONAL INC	COMMON SHS	118759109	49	1200	SH	DEFINE
BUNGE LTD	CONVERTIBLE BD	120568AE0	9019	5000000	PRN	DEFINE
BUNGE LTD	COMMON SHS	G16962105	475	8340	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	126249	2214500	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	26163	458922	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	283813	4978297	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	30889	652900	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	22630	478340	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	1154	26540	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	25856	594393	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	2741	63000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	371	6680	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	130281	2346565	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1140	17817	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	69223	1081940	SH	DEFINE
C&D TECHNOLOGIES INC	COMMON SHS	124661109	89	5217	SH	DEFINE
C&D TECHNOLOGIES INC	COMMON SHS	124661109	11832	694360	SH	DEFINE
C&D TECHNOLOGIES INC	COMMON SHS	124661109	6180	362700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

CABELA'S INC	COMMON SHS	126804301	1076	47300	SH	DEFINE
CABELA'S INC	COMMON SHS	126804301	2274	100000	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	230	5952	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	19352	500300	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	29841	771477	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	296	7650	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	220213	5693201	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	67	1682	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	32578	813431	SH	DEFINE
CACI INTERNATIONAL INC	COMMON SHS	127190304	8898	130600	SH	DEFINE
CACI INTERNATIONAL INC	COMMON SHS	127190304	68	1000	SH	DEFINE
CADBURY SCHWEPPE PLC	AMER DEP RECPT	127209302	72	1900	SH	DEFINE
CADBURY SCHWEPPE PLC	AMER DEP RECPT	127209302	20446	542340	SH	DEFINE
CADBURY SCHWEPPE PLC	AMER DEP RECPT	127209302	2639	70000	SH	DEFINE
CADBURY SCHWEPPE PLC	AMER DEP RECPT	127209302	268	7120	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	9695	702051	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	301073	21801065	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	6081	440310	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3549	257018	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3633	263080	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	52	3800	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2047	148260	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	6473	1281800	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	31158	6169836	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	25481	5045667	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	21689	4294889	SH	DEFINE
CAESARS ENTERTAINMENT INC	COMMON SHS	127687101	30722	1525414	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	183	4494	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	23881	586042	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	485	11900	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	46378	1138100	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	41	1500	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	21894	810900	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COMMON SHS	130788102	203	5400	SH	DEFINE
CALPINE CORP	COMMON SHS	131347106	1588	403000	SH	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	6837	2130000	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	939	31424	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	79	1100	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	188531	2610142	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	243	4025	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	65	896	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	200217	2740067	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	7261	118543	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	41	805	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	6485	126540	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	118751	2317094	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	43	1000	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	22021	535784	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	148	4312	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	87	1596	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	288	5310	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	4342	80030	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	14703	270975	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	41	750	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	140	3934	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	1012	28500	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	50232	1414000	SH	DEFINE
CAPITAL LEASE FDG INC	REAL EST INV TR	140288101	5086	406900	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1706	20253	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	2985	35449	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	CONVERT PREF	14040H204	2268	40225	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	CONVERT PREF	14040H204	13575	240800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	223	7260	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	19283	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	152058	5923583	SH	DEFINE
CAPITALSOURCE INC	CONVERTIBLE BD	14055XAD4	2631	2500000	PRN	DEFINE
CARBO CERAMICS INC	COMMON SHS	140781105	3202	46400	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	17445	300000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	86	1474	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	2730	46946	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	31063	534195	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	524	13300	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	2982	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	91	2303	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	63243	1603923	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	146882	2262500	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	332	5760	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	28815	500000	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	38976	676314	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	271	4700	SH	DEFINE
CARNIVAL CORP	CONVERTIBLE BD	143658AN2	10596	7000000	PRN	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	12729	701305	SH	DEFINE
CASUAL MALE RETAIL GROUP INC	COMMON SHS	148711104	99	18200	SH	DEFINE
CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	11482	475245	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	24	800	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	160	5234	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	831	27151	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	53332	1742889	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	1	15	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	4844	49674	SH	DEFINE
CATO CORP	COMMON SHS	149205106	8646	300000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	4123	700000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	231	6900	SH	DEFINE
CDI CORP	COMMON SHS	125071100	23597	1103700	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	1955	29470	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	447	13575	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	259	18100	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	11357	750678	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	5693	403440	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	50134	3072525	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	8780	622264	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	20767	1228800	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	818	48410	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	483	18207	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	1327	50000	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	3091	116512	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	84976	3203000	SH	DEFINE
CELGENE CORP	CONVERTIBLE BD	151020AC8	10350	8000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	6943	857100	SH	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	52	6400	SH	DEFINE
CELL THERAPEUTICS INC	COMMON SHS	150934107	205	25123	SH	DEFINE
CELL THERAPEUTICS INC	COMMON SHS	150934107	2329	286100	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	177011	4860264	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	16006	439475	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	13968	383528	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	1289	35400	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	1520	65000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	46	1950	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	12978	555088	SH	DEFINE
CENTENE CORP	COMMON SHS	15135B101	17767	626700	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	49300	4362800	SH	DEFINE
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	14364	299944	SH	DEFINE
CENTERPOINT PROPERTIES CORP	CONVERT PEF	151895307	1310	11750	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	7685	1405000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

CENTRAL PARKING CORP	COMMON SHS	154785109	2721	179595	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	12353	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	740	48844	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	7093	468200	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	1628	70000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	70	3000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	3936	169200	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	670	18876	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	11892	650566	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	1139	62309	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	133	7300	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	7106	200000	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	123	3460	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	7930	920000	SH	DEFINE
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	11360	242900	SH	DEFINE
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	80	1700	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	996	83285	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	46850	5000000	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	23	2481	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	24	1000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	31579	1292100	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	20333	825546	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	340335	13817909	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	213065	8650641	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	17269	701126	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	32550	1321572	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1698	68925	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	5918	240262	SH	DEFINE
CHEMICAL FINL CORP	COMMON SHS	163731102	236	5500	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	11048	669600	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	1	51	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	110753	6712295	SH	DEFINE
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167800	545	4500	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	18857	359109	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	10234	194902	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	8770	167011	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	36709	699093	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	348600	6638732	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	359	1571	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	47734	208721	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	2226	48894	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	28462	625135	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	78199	1717523	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	AMER DEP RECPT	16939P106	680	25700	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	970	56500	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1716	100000	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	15284	890700	SH	DEFINE
CHINA NETCOM GROUP CORP HONG KONG	AMER DEP RECPT	16940Q101	201	7500	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	AMER DEP RECPT	169409109	467	23500	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	17869	810000	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	381	11438	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	1077	32300	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	7358	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	602	13080	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	5519	120000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	17642	956200	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2460	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	100	1300	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	31	400	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	9356	121667	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	12	160	SH	DEFINE
CHUBB CORP	CONVERT PREF	171232309	18	600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

CHUBB CORP	CONVERT PEF	171232309	4439	150000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	221	10500	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	166677	7918155	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	138011	6556365	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	50629	2405200	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	12216	580310	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3338	158590	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	1071	50900	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2116	100510	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	401	11940	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	183952	6493200	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	380	13400	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	79360	3255121	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	112492	4614091	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	84568	3468735	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	16027	657379	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	108876	4465811	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	765	31360	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	29726	1024697	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	11342	390980	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	389	13400	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	870	30000	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	57250	701846	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	454887	5576651	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	17504	214590	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	4649	56995	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	17177	210580	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	1724	21134	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	31	382	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	446	10715	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	407587	9790700	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	1882	42900	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	21722	937900	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	2784	144228	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	25	1289	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	26055	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	1	75	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	84805	4394016	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	124606	6456255	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	101262	2210000	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	23	500	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	3080	67223	SH	DEFINE
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	460	28400	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	3412	70821	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	8335	173000	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	13432	278781	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	23595	489732	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	131924	2738146	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	125054	2595565	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	265	19242	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	2311	167600	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	605	24665	SH	DEFINE
CITY INVESTING CO LIQUIDATING TRUS	COMMON SHS	177900107	12602	6529648	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	6376	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	544	7700	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	75581	1069800	SH	DEFINE
CLAIRE'S STORES INC	COMMON SHS	179584107	2366	111345	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	96	1759	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	12382	226075	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	199359	5952805	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	16745	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1635	48830	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	18131	541374	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	7314	124109	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	17726	300803	SH	DEFINE
CMS ENERGY CORP	CONVERTIBLE BD	125896AW0	74051	73500000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	187	14000	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	42674	3800000	SH	DEFINE
CNF INC	COMMON SHS	12612W104	6039	120545	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	44	2290	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	11085	572279	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	37646	1943500	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	80	1480	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	3595	66340	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	54	1000	SH	DEFINE
COACH INC	COMMON SHS	189754104	6325	112154	SH	DEFINE
COACH INC	COMMON SHS	189754104	3738	66269	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	3244	77916	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	34348	825085	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	69865	1678234	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	112442	5392900	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	30149	7671600	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	8685	311300	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	64	2300	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	181	4272	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	227294	5369573	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	9	200	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	65246	1480850	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	114	3756	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	15563	511252	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	49	1600	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	73358	2409921	SH	DEFINE
COHU INC	COMMON SHS	192576106	21862	1177900	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	3983	148436	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	15537	579100	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	24380	908700	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	336	6569	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	21	405	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	5907	115466	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	32327	631879	SH	DEFINE
COLOMBIA REPUBLIC OF	LT GOVT BND FXD	195325AT2	5725	50000	PRN	DEFINE
COMCAST CORP	COMMON SHS	20030N101	2085	62636	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	1	35	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	6694	201147	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	733	22036	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	35290	1074600	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	4235	128970	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	4926	150000	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	444	7283	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	226994	3720000	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	2649	41136	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	54585	847600	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	11834	542100	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	70	3200	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	6491	130700	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	45	900	SH	DEFINE
COMMUNITY BANCORP INC	COMMON SHS	20343T100	1181	38600	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	74660	2677900	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	DEP RCPT PFD	20441B407	33883	7580029	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	20912	913200	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	22648	988986	SH	DEFINE
COMPANIA DE TELECOMUNICACIONES DE	AMER DEP RECPT	204449300	288	25650	SH	DEFINE
COMPANIA DE TELECOMUNICACIONES DE	AMER DEP RECPT	204449300	1933	171983	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

COMPASS BANCSHARES INC	COMMON SHS	20449H109	662	13596	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	874	28137	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	14938	480947	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	56370	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	5782	102575	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	3301	58553	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	1973	35000	SH	DEFINE
COMPUWARE CORP	COMMON SHS	205638109	73	11350	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	204	8350	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	35690	1459700	SH	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	12987	441000	SH	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	2	69	SH	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	2388	81090	SH	DEFINE
CONCEPTUS INC	COMMON SHS	206016107	41	5055	SH	DEFINE
CONCEPTUS INC	COMMON SHS	206016107	2285	281537	SH	DEFINE
CONCEPTUS INC	COMMON SHS	206016107	2719	335100	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	597	300000	SH	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AF7	105885	117000000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	5373	221200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	81	932	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	2344	27000	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	3011	34681	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	14453	166451	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	13927	160392	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	4798	55263	SH	DEFINE
CONSECO INC	CONVERT PREF	208464867	6019	225000	SH	DEFINE
CONSECO INC	COMMON SHS	208464883	102196	5122600	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	20069	488900	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	3518	85700	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	2694	61576	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	8735	187801	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	6083	161145	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	7240	191800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	382	8750	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	6770	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	14	1000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	39	2857	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2699	99500	SH	DEFINE
COOPER CAMERON CORP	COMMON SHS	216640102	334	6200	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	3263	46220	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	21392	303040	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	24772	350929	SH	DEFINE
CORE LABORATORIES NV	COMMON SHS	N22717107	1	30	SH	DEFINE
CORE LABORATORIES NV	COMMON SHS	N22717107	21015	900000	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	4423	234700	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	12873	683100	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	23	1225	SH	DEFINE
CORIXA CORP	COMMON SHS	21887F100	9	2500	SH	DEFINE
CORIXA CORP	COMMON SHS	21887F100	3942	1083000	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	59987	1120000	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1395	26054	SH	DEFINE
CORNING INC	COMMON SHS	219350105	13828	1174840	SH	DEFINE
CORNING INC	COMMON SHS	219350105	2	182	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	857	12800	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	66431	992400	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	336	11463	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	35828	1220700	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	47	1450	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	6005	186908	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	35526	1105700	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	3697	76360	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	35215	727431	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

COTHERIX INC	COMMON SHS	22163T103	3898	327000	SH	DEFINE
COTT CORP	ORDINARY SHS	22163N106	40	1340	SH	DEFINE
COTT CORP	ORDINARY SHS	22163N106	117769	3967972	SH	DEFINE
COTT CORP	COMMON SHS	22163N106	92	3700	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	452	12225	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	29	790	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	34261	925723	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	85239	2303130	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AG9	860	5000	PRN	DEFINE
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AG9	1032000	6000000	PRN	DEFINE
COURIER CORP	COMMON SHS	222660102	7788	150000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	84	2780	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	272	9000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	9568	316100	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	30	570	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	110174	2075617	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	48	2900	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	6237	378476	SH	DEFINE
CP SHIPS LTD	ORDINARY SHS	22409V102	9133	531290	SH	DEFINE
CP SHIPS LTD	COMMON SHS	22409V102	3	225	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	7809	493900	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	3859	244100	SH	DEFINE
CREE INC	COMMON SHS	225447101	2283	56957	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	2359	141771	SH	DEFINE
CRT PROPERTIES INC	REAL EST INV TR	22876P109	45	1900	SH	DEFINE
CRT PROPERTIES INC	REAL EST INV TR	22876P109	19983	837500	SH	DEFINE
CSX CORP	COMMON SHS	126408103	95755	2389100	SH	DEFINE
CSX CORP	COMMON SHS	126408103	511	12741	SH	DEFINE
CTI MOLECULAR IMAGING INC	COMMON SHS	22943D105	20770	1463700	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	592	50000	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	5412	457500	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	493	10144	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	34404	707900	SH	DEFINE
CUMULUS MEDIA INC	COMMON SHS	231082108	16076	1066033	SH	DEFINE
CUNO INC	COMMON SHS	126583103	5120	86200	SH	DEFINE
CUNO INC	COMMON SHS	126583103	18349	308900	SH	DEFINE
CV THERAPEUTICS INC	COMMON SHS	126667104	1955	85000	SH	DEFINE
CVS CORP	COMMON SHS	126650100	4683	103896	SH	DEFINE
CYBERGUARD CORPORATION	COMMON SHS	231910100	23	3605	SH	DEFINE
CYBERGUARD CORPORATION	COMMON SHS	231910100	2766	439082	SH	DEFINE
CYBERGUARD CORPORATION	COMMON SHS	231910100	0	60	SH	DEFINE
CYMER INC	COMMON SHS	232572107	292	9900	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	1406	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	4190	298000	SH	DEFINE
CYTOKINETICS INC	COMMON SHS	23282W100	1626	158600	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	529	19200	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	76124	2761100	SH	DEFINE
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	5333	660000	SH	DEFINE
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	80	9875	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	69641	1727625	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	7223	179196	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	4434	110002	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	7141	148615	SH	DEFINE
DANA CORP	COMMON SHS	235811106	260	15000	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	5329	92823	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	1	21	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	15143	383076	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	3645	110622	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	83054	2520622	SH	DEFINE
DECKERS OUTDOOR CORP	COMMON SHS	243537107	5723	121800	SH	DEFINE
DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	20380	1447460	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	19865	267000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

DEERE & CO	COMMON SHS	244199105	2321	31190	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	1224	111031	SH	DEFINE
DELL INC	COMMON SHS	24702R101	481	11420	SH	DEFINE
DELL INC	COMMON SHS	24702R101	21070	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	17458	414274	SH	DEFINE
DELL INC	COMMON SHS	24702R101	117599	2790680	SH	DEFINE
DELPHI CORP	COMMON SHS	247126105	109	12094	SH	DEFINE
DELTA AIR LINES INC	COMMON SHS	247361108	7480	1000000	SH	DEFINE
DELTA AIR LINES INC	COMMON SHS	247361108	15	2040	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	8245	340000	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	511	13700	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	18	473	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	26157	952900	SH	DEFINE
DENDREON CORP	COMMON SHS	24823Q107	408	37829	SH	DEFINE
DENDREON CORP	COMMON SHS	24823Q107	4410	409100	SH	DEFINE
DENDREON CORP	COMMON SHS	24823Q107	32	3000	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	13791	710900	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	95	4900	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	87	1550	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	77208	1373810	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	392	4400	SH	DEFINE
DEUTSCHE TELEKOM AG	AMER DEP RECPT	251566105	219	9659	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	27	600	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	239838	5405400	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	12090	310650	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	19	494	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	1540	39572	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	55350	1422145	SH	DEFINE
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	124	112000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	224	12900	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	1437	57560	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	357	14300	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	272581	10920700	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	85	1472	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	6022	104040	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	8874	153319	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	207	5167	SH	DEFINE
DIAMONDS TRUST	OPEN END UT TR	252787106	1611	14986	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	58851	1056000	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	1798	32268	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	1544	27700	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	27553	494400	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	22086	844600	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	227	16820	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	37716	2800000	SH	DEFINE
DIGITAL RIVER INC	COMMON SHS	25388B104	757	18192	SH	DEFINE
DIGITAL THEATER SYSTEMS INC	COMMON SHS	25389G102	801	39800	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	60820	2263500	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	3	100	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	0	9	SH	DEFINE
DIMON INC	COMMON SHS	254394109	21129	3144200	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	14168	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	656	11572	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	12153	725976	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	474734	28359269	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	17018	1016620	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3844	229659	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1	77	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3160	188773	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	5862	350202	SH	DEFINE
DISCOVERY PARTNERS INTERNATIONAL I	COMMON SHS	254675101	344	72400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

DIXIE GROUP INC	COMMON SHS	255519100	6828	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	344	28901	SH	DEFINE
DOBSON COMMUNICATIONS CORP	COMMON SHS	256069105	3307	1922487	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	65164	3137400	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	64990	2152000	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	20	704	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	29	1000	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	113886	3970936	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	3864	57039	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	6204	91579	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	562334	8301359	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	2951	203530	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	21815	1504500	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	16275	1122440	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	14568	1004700	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	339	23410	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	29355	901000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	4437	90100	SH	DEFINE
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	175380	4243406	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	903	50000	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	6984	386900	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	62411	1488100	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	34	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	2509	59829	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	45037	909653	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	152117	3072442	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	21123	426640	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	11699	236300	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	9828	198500	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	22234	449090	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	198724	4013812	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	29332	681180	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	4241	98500	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	1039	24126	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	103240	2397584	SH	DEFINE
DPL INC	COMMON SHS	233293109	59	2362	SH	DEFINE
DPL INC	COMMON SHS	233293109	52736	2100191	SH	DEFINE
DREAMWORKS ANIMATION INC	COMMON SHS	26153C103	15	400	SH	DEFINE
DREAMWORKS ANIMATION INC	COMMON SHS	26153C103	7427	198000	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	480	9200	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	4859	112663	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	364090	8441685	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	3157	73200	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	1090	25280	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	4118	95478	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	268484	6225000	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	5824	330000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	13042	514900	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	15	600	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	13816	545450	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	150325	5934650	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	46	1355	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	109	3200	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	3969	116248	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	7277	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	960	16088	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	5	90	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	2615	53318	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	64421	1313381	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	20787	423800	SH	DEFINE
DYCOM INDUSTRIES INC	COMMON SHS	267475101	6391	209400	SH	DEFINE
DYCOM INDUSTRIES INC	COMMON SHS	267475101	43	1400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

E*TRADE FINANCIAL CORP	COMMON SHS	269246104	314	21000	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	127984	8560792	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	7781	85510	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	24059	264390	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	561	6160	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	504	12000	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	72746	1733700	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	52	900	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	806	13969	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	16125	500000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	2277	70613	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	968	30000	SH	DEFINE
EATON CORP	COMMON SHS	278058102	9578	132370	SH	DEFINE
EBAY INC	COMMON SHS	278642103	251	2160	SH	DEFINE
EBAY INC	COMMON SHS	278642103	29537	254020	SH	DEFINE
EBAY INC	COMMON SHS	278642103	146864	1263020	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	141729	4263821	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	444	13369	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	1056	30050	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	14087	401000	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	1679	215000	SH	DEFINE
EDGE PETE CORP DEL	COMMON SHS	279862106	1363	93496	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	32	1000	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	51418	1605313	SH	DEFINE
EDO CORP	COMMON SHS	281347104	12195	384100	SH	DEFINE
EDO CORP	COMMON SHS	281347104	76	2400	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	347	10500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1	21	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2063	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	102	2469	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	47501	4567400	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	48	4600	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	203	19566	SH	DEFINE
ELAN CORP PLC	AMER DEP RECPT	284131208	49	1799	SH	DEFINE
ELAN CORP PLC	AMER DEP RECPT	284131208	3687	135300	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	19958	5622000	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	6816	1920000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	225	11380	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	30093	1522939	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	53529	2708938	SH	DEFINE
ELECTROLUX AB	AMER DEP RECPT	010198208	798	17300	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	426	6900	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	24	384	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	2736	44356	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	94866	1538029	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	29924	1295430	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	412501	17857179	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	8294	359030	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	5613	242984	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	20846	902410	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	3696	159995	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	38947	1686000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	45	800	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	22700	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	28645	504758	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	33445	589332	SH	DEFINE
ELONG INC	AMER DEP RECPT	290138205	266	14274	SH	DEFINE
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	4817	511900	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	5465	163433	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	6638	198502	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	74906	2240003	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	730	21840	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	119371	3569700	SH	DEFINE
EMC CORP	COMMON SHS	268648102	450	30290	SH	DEFINE
EMC CORP	COMMON SHS	268648102	210	14100	SH	DEFINE
EMC CORP	COMMON SHS	268648102	14870	1000000	SH	DEFINE
EMC CORP	COMMON SHS	268648102	18033	1212687	SH	DEFINE
EMC CORP	COMMON SHS	268648102	37658	2532492	SH	DEFINE
EMC INS GROUP INC	COMMON SHS	268664109	10887	503100	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	8801	194800	SH	DEFINE
EMCORE CORP	COMMON SHS	290846104	842	241253	SH	DEFINE
EMCORE CORP	COMMON SHS	290846104	5478	1569500	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	2485	250000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	5598	79860	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	4291	61219	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	35050	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	88	1258	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	33980	484738	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE
ENBRIDGE ENERGY PARTNERS LP	LTD PARTNERSHIP	29250R106	245	4750	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	49	822	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	91876	1538954	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	2201	35254	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	19515	342000	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	117929	1724103	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	13031	203133	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	445	6500	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	79	3400	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	24217	1040703	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	1793	77036	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	436	18732	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	6012	120997	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	7	142	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	195	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	162001	6072000	SH	DEFINE
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	545	15005	SH	DEFINE
ENGELHARD CORP	COMMON SHS	292845104	657	21436	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	7274	57800	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	28843	229202	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	2736	21745	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	2190	69000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1090	34350	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3460	109000	SH	DEFINE
ENTERCOM COMMUNICATIONS CORP	COMMON SHS	293639100	4440	123700	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	54072	800000	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	5044	74625	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	3542	52400	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	108955	1612000	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	733	28350	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	167	3750	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	38202	857500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	116	13939	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	12305	1473690	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	59792	7160700	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	47	12297	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	4822	1272341	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	16392	4325100	SH	DEFINE
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	26460	28000000	PRN	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	257	3600	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	11240	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	166	5917	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	1048	89265	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	REAL EST INV TR	29472R108	82	2300	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	REAL EST INV TR	29472R108	12005	335800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1869	64173	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	443	12235	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	3466	95792	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	67114	1855000	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	4874	154768	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	3502	111200	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	48038	913800	SH	DEFINE
ESB FINANCIAL CORP	COMMON SHS	26884F102	1495	103444	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	47400	618400	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	2044	78000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	11686	577100	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	18366	401260	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	4577	100000	SH	DEFINE
EUROBANCSHARES INC	COMMON SHS	298716101	5416	257900	SH	DEFINE
EUROBANCSHARES INC	COMMON SHS	298716101	38	1800	SH	DEFINE
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	6305	70399	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	220707	4571404	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	60	1242	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	163	11512	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	20770	1463726	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	39989	2818100	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	21125	2223700	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	2	42	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	11100	251880	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	8123	184313	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	338590	7683000	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	397	7110	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	18	322	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	178939	3202209	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2749	100000	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	512	6700	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	31891	417200	SH	DEFINE
EXTRA SPACE STORAGE INC	REAL EST INV TR	30225T102	33325	2500000	SH	DEFINE
EXTREME NETWORKS INC	COMMON SHS	30226D106	4614	704467	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	87	1693	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	6443	125696	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	23792	464136	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	327626	6391463	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	114544	2234567	SH	DEFINE
EYETECH PHARMACEUTICALS INC	COMMON SHS	302297106	137	3000	SH	DEFINE
EYETECH PHARMACEUTICALS INC	COMMON SHS	302297106	12786	281000	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	9203	188900	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	78313	1607400	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	468	12750	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	83027	2263551	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3396	3350000	PRN	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	4330	125000	SH	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	86	2475	SH	DEFINE
FALCON FINANCIAL INVESTMENT TRUST	REAL EST INV TR	306032103	7603	1086100	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	153995	4931000	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	237	7600	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	1065	34110	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	32734	1048145	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	4434	62264	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	3589	50400	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	129495	1818500	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	8987	126210	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1	20	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	17473	245366	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	36236	508863	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	50747	2093533	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	2265	36800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	14989	525000	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	115	4941	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	13749	590073	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	10096	433288	SH	DEFINE
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	4519	87500	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	67234	3807120	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	129	7300	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	46348	802000	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	7119	123186	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	27	900	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	142514	4687973	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	1078	10948	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	985	10000	SH	DEFINE
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	101	6914	SH	DEFINE
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	13256	904823	SH	DEFINE
FELCOR LODGING TRUST INC	CONVERT PEF	31430F200	88925	3506500	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	258	11137	SH	DEFINE
FIDELITY BANKSHARES INC	COMMON SHS	31604Q107	1651	38600	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	1214	26584	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	426	9010	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	2628	55581	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	4811	101758	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	549917	11631080	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	128	4979	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	17808	691303	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	71512	2776100	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	91	2315	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	11661	297475	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	6887	175700	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	37197	948900	SH	DEFINE
FINISAR CORP	COMMON SHS	31787A101	1149	503900	SH	DEFINE
FINISH LINE INC	COMMON SHS	317923100	9836	537500	SH	DEFINE
FIRST COMMONWEALTH FINANCIAL CORP	COMMON SHS	319829107	564	36656	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	13970	327160	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	397	9340	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	16	375	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	5424	127515	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	14610	343434	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	72157	1696211	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6690	235000	SH	DEFINE
FIRST HORIZON NATIONAL CORP	COMMON SHS	320517105	435	10100	SH	DEFINE
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	9135	399100	SH	DEFINE
FIRST INDIANA CORP	COMMON SHS	32054R108	4434	197000	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	374	9175	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	43	3110	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1395	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	11835	848363	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	5762	413058	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	2821	202200	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	18755	510203	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	474	11997	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	530244	13420500	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1908	47486	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	118537	1900240	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	1059	60000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1394	100850	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	100	1570	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	12126	190094	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	477	7472	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	55459	869400	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	310295	515396	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	21222	470546	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	202	4469	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	197	7171	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	26951	978631	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	65022	2361000	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	398	7300	SH	DEFINE
FMC CORP	COMMON SHS	302491303	135	2805	SH	DEFINE
FMC CORP	COMMON SHS	302491303	17733	367135	SH	DEFINE
FMC CORP	COMMON SHS	302491303	60578	1254200	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	118	3654	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	13267	412034	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	845	26250	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	27519	854616	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	95672	1818510	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	55732	1059350	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	202	3840	SH	DEFINE
FOOT LOCKER INC	COMMON SHS	344849104	8	300	SH	DEFINE
FOOT LOCKER INC	COMMON SHS	344849104	1748	64900	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	1987	135722	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	34	2306	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	2202	41712	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	2398	45430	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	640411	12131300	SH	DEFINE
FORDING CANADIAN COAL TR	OPEN END UT TR	345425102	10620	134771	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	226	3920	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	43306	752500	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	3866	86171	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	32696	728850	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	80788	1800901	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	6626	208900	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	54	1700	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	29228	1076936	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	119	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1601	20740	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	11404	255119	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	61076	1366348	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	401	15650	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	92	4000	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	2306	100000	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	46015	562600	SH	DEFINE
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	26923	861260	SH	DEFINE
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	1638	52414	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	12463	166724	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	242115	3239000	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	3194	175000	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	7935	434800	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	940	13500	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	59100	848525	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	86932	1248133	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	6960	400000	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	881	50605	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	39364	2262313	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	24842	337070	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	162958	2211100	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	34	465	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	3263	44275	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	1469	19932	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	86867	1178662	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	11	300	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	289783	7580000	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	153	3995	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	42233	1104711	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	1	33	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	5	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	707	38506	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	1383	75312	SH	DEFINE
FRESH BRANDS INC	COMMON SHS	35803U108	6975	900000	SH	DEFINE
FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	650	33500	SH	DEFINE
FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	1096	56525	SH	DEFINE
FSI INTERNATIONAL INC	COMMON SHS	302633102	2802	600000	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	9908	470225	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	74	3500	SH	DEFINE
FULTON FINANCIAL CORP	COMMON SHS	360271100	21788	934700	SH	DEFINE
G & K SERVICES INC	COMMON SHS	361268105	455	10483	SH	DEFINE
G B & T BANCSHARES INC	COMMON SHS	361462104	4670	193600	SH	DEFINE
G B & T BANCSHARES INC	COMMON SHS	361462104	27	1100	SH	DEFINE
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	574	9456	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	5049	225800	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	15824	707700	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	16994	760000	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	556	24870	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	18256	2839200	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	31071	380300	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8333	102000	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	10087	123463	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	1814	22200	SH	DEFINE
GAP INC	COMMON SHS	364760108	14045	665000	SH	DEFINE
GAP INC	COMMON SHS	364760108	2686	127169	SH	DEFINE
GAP INC	COMMON SHS	364760108	2554	120944	SH	DEFINE
GAP INC	CONVERTIBLE BD	364760AJ7	5991	4500000	PRN	DEFINE
GARTNER INC	COMMON SHS	366651206	413	33600	SH	DEFINE
GARTNER INC	COMMON SHS	366651206	15	1257	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	3005	500000	SH	DEFINE
GEHL CO	COMMON SHS	368483103	9807	420000	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	99	2200	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	15643	346000	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	22496	1211400	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	2336	42901	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	544	10000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	54440	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	21244	390235	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	88090	1618113	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	52300	500000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	7738	73975	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	345	3300	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	889	8500	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	4392	120322	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	152077	4166500	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	10143	277904	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	30302	830195	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	396392	10860056	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	208102	5701424	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	222	6140	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	1922	53152	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	72392	2001990	SH	DEFINE
GENERAL MARITIME CORP	COMMON SHS	Y2692M103	3995	100000	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	9363	188357	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	93242	1875715	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	7	150	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	8926	179567	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	4308	86658	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	325064	6539200	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	1920	47938	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	243164	6070000	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PREF	370442717	53	2000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

GENERAL MOTORS CORP	CONVERT PEF	370442717	6265	235000	SH	DEFINE
GENESE & WYOMING INC	COMMON SHS	371559105	6605	234800	SH	DEFINE
GENESE & WYOMING INC	COMMON SHS	371559105	48	1700	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	818	23350	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	9519	111100	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	1233	33302	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	8248	222790	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	105240	2842800	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	4185	94990	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	59	1350	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	17624	400000	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	11834	268587	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	697	15825	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	43200	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	6	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	706	12158	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	39430	679000	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1537	41000	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1214	32398	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	15113	219500	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	8432	357000	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	41977	1777200	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	65	1585	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	163505	4007472	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	2315	66149	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	39980	1142601	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	80814	2309637	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	358	8000	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	85	1900	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	13600	303710	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	17	374	SH	DEFINE
GLAMIS GOLD LTD	ORDINARY SHS	376775102	89152	4336200	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	17864	1041000	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	6112	400000	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	299	6300	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	31698	668884	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	4312	91000	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	2825	59618	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	23126	488000	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	471	22150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	55454	2605900	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PEF	37803P204	409	16086	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PEF	37803P204	68069	2679890	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	103	3705	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	28	1000	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	10965	395700	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	30257	3649800	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	17	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	1492	180000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	34	576	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	60811	1038800	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	387	11677	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	35050	1058600	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	237	16830	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	42300	3000000	SH	DEFINE
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	10665	854528	SH	DEFINE
GOLDCORP INC	ORDINARY SHS	380956409	760	42080	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	386	6280	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	4103	66800	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	2	28	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	258	4200	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	51697	841698	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	18809	180786	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	18560	178395	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	25310	775414	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	2983	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	62	1900	SH	DEFINE
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	3635	397700	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	64	330	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	14414	74646	SH	DEFINE
GRACO INC	COMMON SHS	384109104	62205	1665449	SH	DEFINE
GRACO INC	COMMON SHS	384109104	160	4275	SH	DEFINE
GRACO INC	COMMON SHS	384109104	378	10125	SH	DEFINE
GRACO INC	COMMON SHS	384109104	1	36	SH	DEFINE
GRAFTECH INTERNATIONAL LTD	COMMON SHS	384313102	29157	3082160	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	33310	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	1019	15300	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	36	1780	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	2125	106000	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	5720	205155	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	33504	1201721	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5815	201700	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	26	890	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	7422	258600	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	55	1900	SH	DEFINE
GREY WOLF INC	COMMON SHS	397888108	39821	7556200	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4455	173000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	6626	242273	SH	DEFINE
GRUPO TELEVISIA SA DE CV	AMER DEP RECPT	40049J206	21	350	SH	DEFINE
GRUPO TELEVISIA SA DE CV	AMER DEP RECPT	40049J206	9450	156200	SH	DEFINE
GSI LUMONICS INC	ORDINARY SHS	36229U102	3190	232500	SH	DEFINE
GSI LUMONICS INC	ORDINARY SHS	36229U102	26307	1917438	SH	DEFINE
GSI LUMONICS INC	ORDINARY SHS	36229U102	12937	942950	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	2135	203100	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	7	93	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	74739	1036600	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	3685	51107	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	29613	410721	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	254	19800	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	55450	4325300	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2742	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	39480	805710	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	137845	2813163	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	74	1500	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1667	34018	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	5	103	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	19035	488200	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	303985	7796485	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	6862	176000	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	16	400	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	70	1800	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	16827	431568	SH	DEFINE
HAGGAR CORP	COMMON SHS	405173105	9861	420000	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	1056	26919	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	2923	74500	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	3068	91700	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2369	70788	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	21480	1000000	SH	DEFINE
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	432	53300	SH	DEFINE
HANOVER COMPRESSOR CO	COMMON SHS	410768105	16956	1200000	SH	DEFINE
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	95745	98200000	PRN	DEFINE
HARDINGE INC	COMMON SHS	412324303	12496	925600	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	12150	200000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

HARLEY-DAVIDSON INC	COMMON SHS	412822108	436	7175	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	425	7000	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	1074	45000	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	29	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	394	3104	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	1	5	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	19838	2140000	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	1854	200000	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1513	58250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	266587	3846300	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	25	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	19578	282463	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	34884	1800000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	1	40	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	17020	920000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	12	400	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	65296	2240000	SH	DEFINE
HCA INC	COMMON SHS	404119109	217561	5444465	SH	DEFINE
HCA INC	COMMON SHS	404119109	20	504	SH	DEFINE
HCA INC	COMMON SHS	404119109	81	2034	SH	DEFINE
HCA INC	COMMON SHS	404119109	252	6317	SH	DEFINE
HCA INC	COMMON SHS	404119109	21051	526800	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	881	30900	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	24710	867000	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	68	2450	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	875	31600	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	4500	162500	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	4097	180339	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	2	100	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	25	865	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	121594	4211786	SH	DEFINE
HEALTHCARE REALTY TRUST INC	REAL EST INV TR	421946104	202	4975	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	5427	260400	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	6220	298463	SH	DEFINE
HEARTLAND EXPRESS INC	COMMON SHS	422347104	5419	241186	SH	DEFINE
HEARTLAND EXPRESS INC	COMMON SHS	422347104	37	1650	SH	DEFINE
HELEN OF TROY LTD	COMMON SHS	G4388N106	302	9000	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	443	13000	SH	DEFINE
HERITAGE PPTY INVT TR INC	REAL EST INV TR	42725M107	289	9000	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	133	11600	SH	DEFINE
HERSHEY FOODS CORP	COMMON SHS	427866108	28681	516400	SH	DEFINE
HERSHEY FOODS CORP	COMMON SHS	427866108	2056	37016	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	53607	1674700	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	3722	177514	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	56509	2694752	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	5944	283450	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2286	109000	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2616	124755	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	23408	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	3268	155844	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	12462	594293	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	26871	1281381	SH	DEFINE
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	4216	152200	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	144782	2606800	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	121833	2193600	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1533	27605	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	19	340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	10047	180900	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	231	3325	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	344	4960	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	807	11630	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

HITACHI LTD	AMER DEP RECPT	433578507	42	600	SH	DEFINE
HOLLY CORP	COMMON SHS	435758305	4186	150200	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	8712	203835	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	61433	1437371	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	2373	55516	SH	DEFINE
HOMEBANC CORP	REAL EST INV TR	43738R109	36327	3752774	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	84	3240	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	4248	163000	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2339	89750	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	6082	171752	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	25	700	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	27368	772888	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	22216	627393	SH	DEFINE
HOOKER FURNITURE CORP	COMMON SHS	439038100	8069	355471	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	1376	71300	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2039	60857	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1023	30529	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2	51	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1340	40000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	0	2	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2414	72055	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	3	102	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	2382	51790	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	246	14200	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	815	47110	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	28941	1672900	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	9592	558000	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	36887	2145844	SH	DEFINE
HOUSTON EXPLORATION CO	COMMON SHS	442120101	1577	28000	SH	DEFINE
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	419	32650	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1277	14995	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	19643	230719	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	8890	104420	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	10433	122536	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	863	28760	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	3698	123200	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	6744	128940	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	575	10999	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	9166	175264	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	2073	39645	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	12025	229915	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1021	19522	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	63	1210	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	115254	3130203	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	535	14533	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	96	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	11121	925200	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	97562	2175300	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	5186	150000	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	301	6447	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	131725	2825500	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	1815	65724	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	16578	600200	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	14610	528974	SH	DEFINE
IAMGOLD CORP	ORDINARY SHS	450913108	8149	1017400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	265	13150	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	18374	911881	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	62	3100	SH	DEFINE
ICU MED INC	COMMON SHS	44930G107	97	3538	SH	DEFINE
ICU MED INC	COMMON SHS	44930G107	9046	330882	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COMMON SHS	45166R204	1741	101500	SH	DEFINE
IDT CORP	COMMON SHS	448947309	827	53428	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

IDX SYSTEMS CORP	COMMON SHS	449491109	14359	416700	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	2647	28563	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	46340	500000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	38576	416233	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	575	6200	SH	DEFINE
ILLUMINA INC	COMMON SHS	452327109	1394	147000	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	312	6776	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	7168	155549	SH	DEFINE
IMPAC MORTGAGE HOLDINGS INC	REAL EST INV TR	45254P102	429	18940	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	54	3415	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	6608	416147	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	30336	1910300	SH	DEFINE
IMPERIAL OIL LTD	ORDINARY SHS	453038408	12	169	SH	DEFINE
IMPERIAL OIL LTD	ORDINARY SHS	453038408	16717	234959	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	514	8650	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	145	6229	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	11605	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2512	108218	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	13	547	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	60328	953800	SH	DEFINE
INCO LTD	ORDINARY SHS	453258402	8	189	SH	DEFINE
INCO LTD	COMMON SHS	453258402	3343	90900	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	3452	345500	SH	DEFINE
INDYMAC BANCORP INC	REAL EST INV TR	456607100	589	17100	SH	DEFINE
INFOSPACE INC	COMMON SHS	45678T201	14	300	SH	DEFINE
INFOSPACE INC	COMMON SHS	45678T201	45372	954200	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	1345	19400	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1365	45135	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	34725	1147940	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	4388	145074	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	100	3303	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	345	4300	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	40230	501000	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	16	200	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	963	11990	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	2007	248100	SH	DEFINE
INLAND REAL ESTATE CORP	REAL EST INV TR	457461200	378	23700	SH	DEFINE
INPHONIC INC	COMMON SHS	45772G105	27	1000	SH	DEFINE
INPHONIC INC	COMMON SHS	45772G105	2116	77000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	3878	231261	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	7170	397000	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	173	13000	SH	DEFINE
INTEGRA LIFESCIENCES HOLDINGS CORP	COMMON SHS	457985208	229	6200	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	14329	2619600	SH	DEFINE
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	82199	3929200	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	2811	120160	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	44	1880	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	18712	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	123076	5261888	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	129890	5553246	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	22891	850000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	5	200	SH	DEFINE
INTERMAGNETICS GENERAL CORP	COMMON SHS	458771102	57	2241	SH	DEFINE
INTERMAGNETICS GENERAL CORP	COMMON SHS	458771102	8140	320347	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	71	5357	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	7404	558400	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	21154	1595300	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	2594	26315	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	7196	73000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	55205	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	18341	186052	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	227072	2303433	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	53060	538242	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	1259	36618	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	10315	300030	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	32117	764682	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	301838	7186628	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	7595	180830	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3752	89339	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2416	57530	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	58	1370	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7152	480000	SH	DEFINE
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	260	6400	SH	DEFINE
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	2	50	SH	DEFINE
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	980	24167	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	172651	12884430	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	2266	169100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1782	133016	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	85	6370	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	2723	203193	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	23509	1754400	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	CONVERT PREF	460690308	3185	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	92	5515	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	10232	611209	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	96328	5754390	SH	DEFINE
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	17528	1608070	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	114	8571	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	16403	1228722	SH	DEFINE
INTIER AUTOMOTIVE INC	ORDINARY SHS	46115N104	23811	636500	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	21420	500000	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	609	14215	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	357	8000	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	8023	180000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	930	39600	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	12300	535000	SH	DEFINE
INTRAWEST CORP	ORDINARY SHS	460915200	19977	725100	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	2008	45625	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	17642	400864	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	33640	2990213	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	270	13500	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	488	9768	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	89328	1787266	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	838	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	934	13919	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	887	13214	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	92270	1374503	SH	DEFINE
IONICS INC	COMMON SHS	462218108	17336	400000	SH	DEFINE
IONICS INC	COMMON SHS	462218108	39	900	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	113	2596	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	67889	1560300	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	23030	529300	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	14406	331097	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	17582	404100	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	4904	160825	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	66482	2180450	SH	DEFINE
ISHARES FTSE/XINHUA CHINA 25	CLOSE END MUT F	464287184	646	11650	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	1351	8431	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	437	2725	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	OPEN END MUT FD	464287234	6605	32720	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	400	36648	SH	DEFINE
ISHARES RUSSELL 2000 GROWTH INDEX	CLOSE END MUT F	464287648	4153	61706	SH	DEFINE
ISHARES S&P EUROPE 350 INDEX FUND	OPEN END MUT FD	464287861	206	2732	SH	DEFINE
ISHARES S&P INDEX 500 FUND	CLOSE END MUT F	464287200	3514	29045	SH	DEFINE
ISHARES TR DOW JONES SELECT DIVIDE	OPEN END MUT FD	464287168	6115	99590	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	533	4115	SH	DEFINE
ISHARES TRUST	CLOSE END MUT F	464287697	651	9474	SH	DEFINE
ISHARES TRUST LEHMAN TIPS BOND FUN	CLOSE END MUT F	464287176	1934	18275	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	123668	2732400	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2599	57423	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1405	31050	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	147326	3255100	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	26208	445796	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	1062	12570	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	1044	12365	SH	DEFINE
IVANHOE MINES LTD	ORDINARY SHS	46579N103	14087	1628600	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	398	25155	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	45093	2850381	SH	DEFINE
IVAX CORP	CONVERTIBLE BD	465823AG7	5025	5000000	PRN	DEFINE
J & J SNACK FOODS CORP	COMMON SHS	466032109	260	5300	SH	DEFINE
J JILL GROUP INC	COMMON SHS	466189107	11	759	SH	DEFINE
J JILL GROUP INC	COMMON SHS	466189107	18470	1240400	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	428	21500	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	15942	800700	SH	DEFINE
JACK IN THE BOX INC	COMMON SHS	466367109	929	25200	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	39625	1569300	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	3019	63173	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	15577	325957	SH	DEFINE
JAKKS PACIFIC INC	COMMON SHS	47012E106	13825	625300	SH	DEFINE
JAMDAT MOBILE INC	COMMON SHS	47023T100	22157	1073000	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	154	48444	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	2313	729800	SH	DEFINE
JEFFERSON PILOT CORP	COMMON SHS	475070108	1244	23945	SH	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	8576	436900	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	17804	1650000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	108	10000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	679	10711	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	1837	28967	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	63166	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	16324	257393	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	190976	3011288	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	300459	4737610	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	4250	67000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	25376	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	4405	69430	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	574	9050	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	51633	1380200	SH	DEFINE
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	506	28000	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	7791	179400	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	56	1300	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	12505	320546	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	80540	2064600	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	10567	270870	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	11414	292584	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	13826	354420	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	56828	1456766	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	279340	7160733	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	24257	892144	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	1694	62305	SH	DEFINE
K V PHARMACEUTICAL CO	COMMON SHS	482740206	341	15470	SH	DEFINE
K2 INC	COMMON SHS	482732104	8586	540700	SH	DEFINE
K2 INC	COMMON SHS	482732104	46	2900	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	19162	612200	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	10538	222789	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	109	2300	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	52529	2962700	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	15	860	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

KAYDON CORP	COMMON SHS	486587108	13320	403400	SH	DEFINE
KB HOME	COMMON SHS	48666K109	626	6000	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	75	5072	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	2587	175000	SH	DEFINE
KELLOGG CO	COMMON SHS	487836108	896	20056	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	15525	450000	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	62	1800	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	45475	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	108	2169	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	15550	312440	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	41175	827300	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	3211	55555	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	140	2425	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	18181	314600	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COMMON SHS	492515101	2214	191400	SH	DEFINE
KEY ENERGY SERVICES INC	COMMON SHS	492914106	883	74800	SH	DEFINE
KEYCORP	COMMON SHS	493267108	803	23697	SH	DEFINE
KEYCORP	COMMON SHS	493267108	7953	234600	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	388	9842	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	226045	5729900	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	196	4588	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	893	20900	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	25663	600300	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	30319	460700	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5133	78000	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5035	76508	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	3057	46456	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	12617	191726	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	12063	183300	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	29	500	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	110	1890	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	1142	19700	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	14498	250000	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	5814	131153	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	39783	544000	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	2942	40235	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	27972	382500	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	151	5027	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	176435	6291368	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	20554	686270	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	1940	64772	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	4155	134263	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	15610	560242	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	9264	335658	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	35114	1400603	SH	DEFINE
KING PHARMACEUTICALS INC	COMMON SHS	495582108	27114	2186600	SH	DEFINE
KING PHARMACEUTICALS INC	COMMON SHS	495582108	1625	131070	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	102788	5409918	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	6251	739800	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	20770	2458012	SH	DEFINE
KINTERA INC	COMMON SHS	49720P506	5584	619800	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	25976	1700000	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	171	3680	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	24	505	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	38831	833639	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	30165	1216350	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	1436	21456	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1037	21080	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	2960	60201	SH	DEFINE
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	153	16000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1443	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	9867	372354	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	27255	1028507	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	490	18474	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	527	13482	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	37019	947256	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	110778	2834659	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	15244	390069	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	3919	100270	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1140	29170	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	29	740	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	17502	1321900	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	5689	429700	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	23813	1798580	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	12428	938680	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	660	49820	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	12591	1816891	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	27593	774878	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	9703	272490	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1895	53222	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	9251	259789	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	2454	68925	SH	DEFINE
KROGER CO	COMMON SHS	501044101	34725	1979767	SH	DEFINE
KROGER CO	COMMON SHS	501044101	313532	17875261	SH	DEFINE
KROGER CO	COMMON SHS	501044101	3806	217000	SH	DEFINE
KROGER CO	COMMON SHS	501044101	96622	5508685	SH	DEFINE
KROGER CO	COMMON SHS	501044101	9290	529637	SH	DEFINE
KROGER CO	COMMON SHS	501044101	237	13500	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	24557	1125957	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	639957	29342350	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	172319	7900933	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	14048	644103	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	77159	3537761	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	1268	58120	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	2972	136290	SH	DEFINE
KYOCERA CORP	AMER DEP RECPT	501556203	290	3770	SH	DEFINE
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	3189	43545	SH	DEFINE
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	125355	1711570	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	34148	3756700	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	59	6470	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	30152	3317000	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	11543	751000	SH	DEFINE
LABONE INC	COMMON SHS	50540L105	20249	632000	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	467	9382	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	99	11100	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	107	11900	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	804	70000	SH	DEFINE
LAFARGE NORTH AMERICA INC	COMMON SHS	505862102	7267	141600	SH	DEFINE
LAIDLAW INTL INC	COMMON SHS	50730R102	565	26400	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	32	1100	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	125048	4325421	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	751	17545	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	27681	645700	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	129	3000	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	23	530	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	49525	672524	SH	DEFINE
LAS VEGAS SANDS CORP	COMMON SHS	517834107	10008	208500	SH	DEFINE
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	25	800	SH	DEFINE
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	21224	666800	SH	DEFINE
LASERCARD CORP	COMMON SHS	51807U101	7471	712200	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	4804	222015	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	4387	99500	SH	DEFINE
LAWSON SOFTWARE INC	COMMON SHS	520780107	13837	2014100	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	8168	450000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

LECG CORP	COMMON SHS	523234102	16173	867200	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	330	4500	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	91053	3202700	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	108	3800	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	11	400	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	6299	72000	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	3180	36354	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	26437	302208	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	27206	480000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	194	3420	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	176	3100	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	41212	727100	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	2506	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	12	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	22690	1115000	SH	DEFINE
LENOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	7040	5500000	PRN	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	104	1500	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	18725	269500	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	92	4065	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	24	1065	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	17384	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	CONVERT PEF	529043309	76275	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	664	7810	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	2635	31000	SH	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	9863	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	463048	42171938	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	1335	121570	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	19715	1795518	SH	DEFINE
LIBERTY MEDIA INTERNATIONAL INC	COMMON SHS	530719103	270	5843	SH	DEFINE
LIBERTY MEDIA INTERNATIONAL INC	COMMON SHS	530719103	694	15020	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	12239	12900000	PRN	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	303	7005	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	13553	313732	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	39385	911700	SH	DEFINE
LIFEPOINT HOSPITALS HLDG	CONVERTIBLE BD	53219LAE9	2509	2500000	PRN	DEFINE
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	35	3000	SH	DEFINE
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	3699	317800	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	554	13000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	11196	262500	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	18089	387508	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	404	10420	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	4435	114425	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	578	14900	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	155255	4005550	SH	DEFINE
LINENS N THINGS INC	COMMON SHS	535679104	9769	393900	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	755	71069	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	8944	842200	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	70	6600	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	663	15715	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	189	5125	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	3580	97320	SH	DEFINE
LNR PROPERTY CORP	COMMON SHS	501940100	157	2490	SH	DEFINE
LNR PROPERTY CORP	COMMON SHS	501940100	29	460	SH	DEFINE
LNR PROPERTY CORP	COMMON SHS	501940100	15381	244500	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	34133	614460	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	317	5710	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	4311	77613	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	27775	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	5822	104811	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	56668	1020121	SH	DEFINE
LOEWS CORP	COMMON SHS	540424108	253	3600	SH	DEFINE
LOEWS CORP - CAROLINA GROUP	COMMON SHS	540424207	95633	3303383	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	40	660	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	12369	203600	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	17118	511600	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	837	25000	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	834	14480	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	7607	132086	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	94604	1642722	SH	DEFINE
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	1045264	11000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	3	700	SH	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1558	414335	SH	DEFINE
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	689	500000	PRN	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1896	92987	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1427	70000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	3100	152050	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	14	700	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	449	15523	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	676	23380	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	124313	4298500	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	2239	20761	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	17161	311400	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	455	7240	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	766	12200	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	80246	1277800	SH	DEFINE
MACROMEDIA INC	COMMON SHS	556100105	47125	1514300	SH	DEFINE
MACROVISION CORP	COMMON SHS	555904101	1908	74200	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	58	591	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	160082	1624043	SH	DEFINE
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	73	888	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	714	27100	SH	DEFINE
MANDALAY RESORT GROUP	COMMON SHS	562567107	33151	470700	SH	DEFINE
MANDALAY RESORT GROUP	COMMON SHS	562567107	35	500	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	25158	668200	SH	DEFINE
MANNKIND CORP	COMMON SHS	56400P201	394	25000	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	17234	356815	SH	DEFINE
MANUGISTICS GROUP INC	COMMON SHS	565011103	5240	1825900	SH	DEFINE
MANUGISTICS GROUP INC	COMMON SHS	565011103	46	15900	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	75	1350	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	23100	500000	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	205665	3712356	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	514	11127	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	886	23550	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	6619	222400	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	48	1600	SH	DEFINE
MARKETWATCH INC	COMMON SHS	570619106	5506	305900	SH	DEFINE
MARKETWATCH INC	COMMON SHS	570619106	23	1300	SH	DEFINE
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	469	24661	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	625	9920	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	66	1052	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	7363	223800	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	18	550	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	1510	45895	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	135132	4107342	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1927	43589	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	554	10825	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	60997	1136733	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	1938	36119	SH	DEFINE
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	9332	455650	SH	DEFINE
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	69	3350	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	9329	263000	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	5553	152000	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	13538	370587	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	16484	451254	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

MASSEY ENERGY CO	COMMON SHS	576206106	5354	153200	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	42	1200	SH	DEFINE
MATRIX SERVICE CO	COMMON SHS	576853105	4731	587000	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	17593	902658	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	56628	2905490	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	3089	158500	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	72456	3717600	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	14824	760607	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	56	2887	SH	DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	746	24613	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	304	7173	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	23	537	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	27049	638091	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	67	2155	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	6330	203409	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	218	7000	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	25316	813500	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	2356	444500	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	138545	26140539	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	9219	1739360	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	1315	248205	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	89	16800	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	18	3313	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	1730	326380	SH	DEFINE
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	2717	92428	SH	DEFINE
MAYTAG CORP	COMMON SHS	578592107	651	30830	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	1211	19140	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	3191	113200	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	21615	766766	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	35970	1276000	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	4504	155675	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	43	1500	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	5407	186900	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	355	9200	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	8592	268000	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	15330	478180	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	10195	318000	SH	DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	29978	1750049	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	20317	221952	SH	DEFINE
MCI INC	COMMON SHS	552691107	98634	4892567	SH	DEFINE
MCI INC	COMMON SHS	552691107	35632	1767437	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	16	500	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	26	815	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	31760	1009540	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	4	189	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	519	27737	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	31378	363000	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	21	1235	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	49002	2902946	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	510	19130	SH	DEFINE
MEADOWBROOK INSURANCE GROUP INC	COMMON SHS	58319P108	1584	317500	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	28603	844000	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	133	3915	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	4773	442800	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2007	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	11367	273249	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	2016	70000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	83658	2904800	SH	DEFINE
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	11748	334600	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	1046	38579	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	16469	607482	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	330	6643	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

MEDTRONIC INC	COMMON SHS	585055106	9131	183841	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	63573	1279898	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	69652	1402290	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	7249	233000	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	1001	32171	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	17271	540400	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	41628	797475	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	159	3050	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	890	17050	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	269	20000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	5809	545400	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	4560	190000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	14218	442371	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2596	80763	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	16070	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	48	1508	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	131527	4092309	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1141644	35520960	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	34712	579300	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	342	5700	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	3160	69373	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	23899	524685	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	49613	1089200	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	130724	2411876	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	54	1000	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	49113	2473960	SH	DEFINE
MERIDIAN RESOURCE CORP	COMMON SHS	58977Q109	1083	179000	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	82	9791	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	9197	1101405	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	23965	2870000	SH	DEFINE
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	131639	99500000	PRN	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	19417	1270767	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	4069	36105	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	12767	213600	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	170403	2850977	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	77	1280	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1820	30445	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	4363	73000	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	3573	450000	SH	DEFINE
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	2144	1488998	SH	DEFINE
METHANEX CORP	ORDINARY SHS	59151K108	17	795	SH	DEFINE
METHANEX CORP	ORDINARY SHS	59151K108	58589	2674078	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	88	6878	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	10759	837287	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	22402	553000	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	681	16815	SH	DEFINE
METSO OYJ	AMER DEP RECPT	592671101	3351	209160	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	636	12393	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	18631	363100	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	37643	733639	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	77	1500	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	210701	4106428	SH	DEFINE
MEXICO FUND INC	CLOSE END MUT F	592835102	13434	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	1120	40000	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	48398	1727900	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	30320	440000	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	83	1208	SH	DEFINE
MICREL INC	COMMON SHS	594793101	276	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	12250	1111600	SH	DEFINE
MICREL INC	COMMON SHS	594793101	88	8000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	421	15800	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	68940	2585900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

MICROSEMI CORP	COMMON SHS	595137100	968	55755	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	919	34401	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3676	137624	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	26710	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	18071	676580	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	110043	4119923	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	180604	6761660	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	7228	1183000	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	17869	2924500	SH	DEFINE
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	3588	29652	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	12039	385000	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	35	2898	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	27878	2300193	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	19924	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	322	6461	SH	DEFINE
MILLS CORP	REAL EST INV TR	601148109	281	4408	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	278	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	6419	126600	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	113	1688	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	15043	225525	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	11913	178600	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	58396	875500	SH	DEFINE
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	1822	1330000	SH	DEFINE
MISSION RESOURCES CORP	COMMON SHS	605109107	14787	2532000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	2479	17900	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	551	27428	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	9342	464800	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	113	3750	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	4394	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	269	8972	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	3904	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	152	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	70298	1515700	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	13192	641300	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	47434	853900	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	416	7495	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	28876	751000	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	50020	1300921	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	1764	45866	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	5158	134150	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	97786	2543200	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	3	30	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	21191	244000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2895	33331	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	138163	1590821	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	16972	305694	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	10348	186390	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	6214	111920	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3442	62000	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	7682	138362	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	72	1300	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	32024	576801	SH	DEFINE
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	27727	499406	SH	DEFINE
MORTGAGEIT HOLDINGS INC	REAL EST INV TR	61915Q108	9535	531200	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	10	603	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	1	47	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	7810	454053	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	18693	1086819	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	97	2877	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	13699	405187	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	8182	242000	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	41161	1278300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

MUELLER INDUSTRIES INC	COMMON SHS	624756102	589	18300	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	185	13000	SH	DEFINE
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	62629L104	369	27700	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	186	14512	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	930	11558	SH	DEFINE
MYERS INDUSTRIES INC	COMMON SHS	628464109	16756	1309084	SH	DEFINE
MYKROLIS CORP	COMMON SHS	62852P103	3836	270725	SH	DEFINE
MYKROLIS CORP	COMMON SHS	62852P103	10	720	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1356	76670	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1268	71732	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	6987	395220	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	684	38675	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	7623	431146	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	270	15275	SH	DEFINE
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	5532	377600	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	13	250	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	6068	118315	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	3462	67500	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	50655	480600	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	32	300	SH	DEFINE
NASDAQ 100	OPEN END UT TR	631100104	1675	41958	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	5396	475000	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2562	67525	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	123	1100	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	22810	203512	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	157	1400	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	4832	128685	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	1140	30362	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	100	2569	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	13946	359429	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	27587	711000	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	216	7628	SH	DEFINE
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	12132	252808	SH	DEFINE
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	6	117	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	86	3160	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	9652	354190	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	58702	2154202	SH	DEFINE
NATIONAL OILWELL INC	COMMON SHS	637071101	35	1000	SH	DEFINE
NATIONAL OILWELL INC	COMMON SHS	637071101	2329	66000	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	2520	261700	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	24992	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	99159	2593750	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	67	1752	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	9	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	449	18900	SH	DEFINE
NAUTILUS GROUP INC	COMMON SHS	63910B102	1835	75900	SH	DEFINE
NAUTILUS GROUP INC	COMMON SHS	63910B102	15	600	SH	DEFINE
NAVIGANT CONSULTING INC	COMMON SHS	63935N107	73	2731	SH	DEFINE
NAVIGANT CONSULTING INC	COMMON SHS	63935N107	9607	361162	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	848	18300	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	70525	1521252	SH	DEFINE
NBTY INC	COMMON SHS	628782104	58	2400	SH	DEFINE
NBTY INC	COMMON SHS	628782104	39911	1662248	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	136	5274	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	17555	679128	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	46026	1780500	SH	DEFINE
NCO GROUP INC	CONVERTIBLE BD	628858AB8	5131	5000000	PRN	DEFINE
NEC CORP	AMER DEP RECPT	629050204	122	19825	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	455	13960	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	8	254	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	7	221	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	107	3281	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

NEIMAN MARCUS GROUP INC	COMMON SHS	640204202	12748	178200	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	8885	439000	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	13075	646000	SH	DEFINE
NEOSE TECHNOLOGIES INC	COMMON SHS	640522108	834	124100	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	166	13500	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	133	10876	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	18489	1514245	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	25503	2088700	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	584	17582	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	112821	3396192	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	1233	25000	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	21160	429200	SH	DEFINE
NEW CENTURY FINANCIAL CORP	REAL EST INV TR	6435EV108	7989	125000	SH	DEFINE
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2850	135000	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	5876	355700	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	41	2500	SH	DEFINE
NEW YORK MORTGAGE TRUST INC	REAL EST INV TR	649604105	23854	2129850	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	8808	215881	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	3913	95900	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	211	6650	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	20110	632800	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	5218	215724	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	337	13938	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	24	400	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	102204	1730800	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	11	250	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	568279	12796194	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	1810	40748	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	34227	770714	SH	DEFINE
NEWPORT CORP	COMMON SHS	651824104	8645	613100	SH	DEFINE
NEWPORT CORP	COMMON SHS	651824104	42	3000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	136	7280	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	39226	2102139	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	119941	6427722	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	10942	586394	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1291	69200	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	828	43148	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	248	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	44976	2342509	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	6090	317200	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	53	1095	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	135773	2787955	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	728	24250	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	5804	193479	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	103570	3452341	SH	DEFINE
NEXTEL COMMUNICATIONS INC	CONVERTIBLE BD	65332VAY9	60696	59000000	PRN	DEFINE
NEXTEL PARTNERS INC	COMMON SHS	65333F107	1	54	SH	DEFINE
NEXTEL PARTNERS INC	COMMON SHS	65333F107	6763	346100	SH	DEFINE
NICOR INC	COMMON SHS	654086107	22	600	SH	DEFINE
NICOR INC	COMMON SHS	654086107	25008	677000	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	71	1506	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	10673	224927	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	1	23	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	85273	1797115	SH	DEFINE
NIKE INC	COMMON SHS	654106103	8221	90650	SH	DEFINE
NIKE INC	COMMON SHS	654106103	14620	161212	SH	DEFINE
NIKE INC	COMMON SHS	654106103	5	56	SH	DEFINE
NINETOWNS DIGITAL WORLD	AMER DEP RECPT	654407105	1415	131600	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	4471	198253	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	16165	716843	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	15038	666860	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	190	8445	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	54	2375	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	3928	172438	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	305	13403	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	253648	11134700	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	15	300	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	357344	7184230	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	44	876	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	446	8960	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	3379	67934	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	37	600	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	3484	56500	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	359	22900	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	2642	168631	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	1	90	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	17822	1137302	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	83563	5332651	SH	DEFINE
NORANDA INC	ORDINARY SHS	655422103	125450	5956800	SH	DEFINE
NORANDA INC	ORDINARY SHS	655422103	45	2147	SH	DEFINE
NORANDA INC	COMMON SHS	655422103	42	2400	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	12	300	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	937	24000	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	1739	37224	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2	37	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	49168	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	4600	127094	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	15051	191191	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	47	600	SH	DEFINE
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	3	680	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	118	33828	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	2876	824200	SH	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	195500	200000000	PRN	DEFINE
NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	4925	501500	SH	DEFINE
NORTH EUROPEAN OIL ROYALTY TRUST	COMMON SHS	659310106	295	13000	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	6364	220579	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	29218	1550000	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	74	3900	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	15270	810100	SH	DEFINE
NORTHERN BORDER PARTNERS	COMMON SHS	664785102	217	4500	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	467	9604	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	0	2	SH	DEFINE
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	2639	1300000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	140447	2583640	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	54360	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	16404	301773	SH	DEFINE
NORTHWEST AIRLINES CORP	COMMON SHS	667280101	5465	500000	SH	DEFINE
NORTHWEST NATURAL GAS CO	COMMON SHS	667655104	253	7500	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	8308	333000	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	52725	1883043	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	136	2877	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	19695	416383	SH	DEFINE
NOVA CHEMICALS CORP	ORDINARY SHS	66977W109	2	43	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	25	520	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	124169	2625145	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	83	1652	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	6565	129900	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	6210	122879	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	6419	127000	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	1411	27917	SH	DEFINE
NOVELL INC	COMMON SHS	670006105	1033	153091	SH	DEFINE
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	280	10039	SH	DEFINE
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	25227	1380060	SH	DEFINE
NRG ENERGY INC	COMMON SHS	629377508	86297	2393823	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

NSTAR	COMMON SHS	67019E107	464	8550	SH	DEFINE
NSTAR	COMMON SHS	67019E107	841	15500	SH	DEFINE
NTL INC	COMMON SHS	62940M104	477968	6551094	SH	DEFINE
NTL INC	COMMON SHS	62940M104	93	1277	SH	DEFINE
NTL INC	COMMON SHS	62940M104	35053	480437	SH	DEFINE
NU SKIN ENTERPRISES INC	COMMON SHS	67018T105	7371	290444	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	669967101	5866	1417000	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	166326	3177800	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	293	5600	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	6467	123566	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	18	350	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	CLOSE END MUT F	670656107	239	18250	SH	DEFINE
NUVEEN NEW JERSEY PREMIUM INCOME M	CLOSE END MUT F	67101N106	200	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	CLOSE END MUT F	6706K4105	305	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	6859	696365	SH	DEFINE
NVR INC	COMMON SHS	62944T105	1539	2000	SH	DEFINE
NVR INC	COMMON SHS	62944T105	96759	125759	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	23	400	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	3210	55000	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	374	6400	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	6957	119213	SH	DEFINE
OCCULOGIX INC	COMMON SHS	67461T107	4	400	SH	DEFINE
OCCULOGIX INC	COMMON SHS	67461T107	840	81700	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	1496	86200	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	54932	3164280	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	2071	119300	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	10899	347310	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	10781	343554	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	727	23158	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	70	2220	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	312	9950	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	10973	349670	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	39146	1205600	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	518	15950	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	88	4559	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	9437	489200	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	11767	610000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	28624	1483900	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	202753	8013950	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	330560	13065616	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2764	109250	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	76	3000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	40307	1593151	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	10858	644400	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	9080	538900	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	64	3800	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	232	6700	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	1617	46700	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	104315	1237135	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	1	15	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	2895	34335	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	14783	805600	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	7	400	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	1272	69300	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	57	2000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	152596	5369300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	4162	128500	SH	DEFINE
OPENTV CORP	COMMON SHS	G67543101	1174	305800	SH	DEFINE
OPSWARE INC	COMMON SHS	68383A101	1	100	SH	DEFINE
OPSWARE INC	COMMON SHS	68383A101	8148	1110100	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	1	40	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	8	600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

ORACLE CORP	COMMON SHS	68389X105	6860	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	13518	985273	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	4699	342475	SH	DEFINE
ORBOTECH LTD	ORDINARY SHS	M75253100	30173	1425260	SH	DEFINE
OSHKOSH B'GOSH INC	COMMON SHS	688222207	7554	353000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	32822	480000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	410	6000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	84682	1238400	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	1	11	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	17646	235750	SH	DEFINE
OUTBACK STEAKHOUSE INC	COMMON SHS	689899102	412	9000	SH	DEFINE
OUTBACK STEAKHOUSE INC	COMMON SHS	689899102	256	5600	SH	DEFINE
OVERNITE CORP	COMMON SHS	690322102	6119	164300	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	55592	1007100	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	90	3187	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	12673	449887	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	186	6600	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	233	2900	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	3808	47319	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	195	2425	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	70864	880518	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	149	6996	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	18540	872067	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	434	12759	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	18409	325700	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	5495	2000000	PRN	DEFINE
PACKETEER INC	COMMON SHS	695210104	6819	471900	SH	DEFINE
PACKETEER INC	COMMON SHS	695210104	49	3400	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	48811	1930045	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	35	1370	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	68	2694	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	12	464	SH	DEFINE
PALL CORP	COMMON SHS	696429307	719	24822	SH	DEFINE
PALL CORP	COMMON SHS	696429307	14475	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	620	21423	SH	DEFINE
PALL CORP	COMMON SHS	696429307	198621	6860815	SH	DEFINE
PALMSOURCE INC	COMMON SHS	697154102	5825	457200	SH	DEFINE
PALMSOURCE INC	COMMON SHS	697154102	41	3200	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	22426	556200	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	90	2177	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	12083	292004	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	68	11587	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	10490	1781034	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	14	2400	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	16	2675	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	87	4294	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	11339	558587	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	19043	938100	SH	DEFINE
PARKER HANNIFIN CORP	COMMON SHS	701094104	592	7821	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	83	1640	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	15479	305000	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	199	3220	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	530	8550	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	7122	164130	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	2647	61000	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	23990	1233444	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	706	20730	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	18267	536007	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	134148	3936263	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	16	200	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	104099	1286600	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	13682	169100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

PEABODY ENERGY CORP	COMMON SHS	704549104	164053	2027597	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	16264	253925	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	122	1900	SH	DEFINE
PENN AMERICA GROUP INC	COMMON SHS	707247102	4228	280000	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	49987	825552	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	LTD PARTNERSHIP	707884102	266	5100	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	1594	38500	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	22667	826347	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	74	2700	SH	DEFINE
PEOPLES ENERGY CORP	COMMON SHS	711030106	283	6449	SH	DEFINE
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	194	10752	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	2249	105508	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	1088	51040	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	105	4931	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	170607	8002200	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	529	24900	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	383	7331	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	7761	148682	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	98290	1882942	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	14789	283312	SH	DEFINE
PERFORMANCE FOOD GROUP CO	COMMON SHS	713755106	8035	298600	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	638	28362	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	61	998	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	165001	2697418	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	5997	111700	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	124875	3448626	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1023	28240	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	245	6762	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	12805	321900	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	1432	36000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	3867	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	84	3254	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604103	2452	95100	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604202	5766	230000	SH	DEFINE
PETROQUEST ENERGY INC	COMMON SHS	716748108	4904	990608	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	42160	1186599	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	34781	1293456	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	486620	18096689	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	12525	465786	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	145394	5407000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	77378	2877590	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	5999	223100	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	53780	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	26371	980694	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	125648	4672665	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	932095	34663252	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	35	1041	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	43281	1300511	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	210	5090	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	21542	521715	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	27628	669118	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	95	2300	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	101767	2464700	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	1899	45000	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	45946	1088500	SH	DEFINE
PHASE FORWARD INC	COMMON SHS	71721R406	3107	380300	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	10	100	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	744	7523	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	2783	111643	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	312	12530	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	3312	132850	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	19502	782255	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PEF	718252703	15	300	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PEF	718252703	1843	37300	SH	DEFINE
PHOTON DYNAMICS INC	COMMON SHS	719364101	182	7500	SH	DEFINE
PHOTON DYNAMICS INC	COMMON SHS	719364101	12468	513500	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	20137	1022200	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	24672	1252400	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	7	147	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	22	487	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	93	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	102143	2300000	SH	DEFINE
PIONEER MUN HIGH INC ADV TR	CLOSE END MUT F	723762100	50	3571	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	3159	90000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	19	550	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	1825	52000	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	846	17633	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	1	28	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	9797	204307	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	72	1500	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	5501	118858	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	5113	110490	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	21002	453800	SH	DEFINE
PIXAR	COMMON SHS	725811103	36	425	SH	DEFINE
PIXAR	COMMON SHS	725811103	14999	175200	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	35349	1565500	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	6	285	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	309	16365	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	47030	2493655	SH	DEFINE
PLAINS EXPL & PRODTN CO	COMMON SHS	726505100	237	9100	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	9593	249569	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	6611	171977	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	114	10100	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	53294	1276500	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	20	489	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	10467	250700	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	5078	88400	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	3330	57980	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	47123	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	209	8250	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	122	1800	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	4733	69586	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	12684	1400000	SH	DEFINE
PORTALPLAYER INC	COMMON SHS	736187204	25	1000	SH	DEFINE
PORTALPLAYER INC	COMMON SHS	736187204	1234	50000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	130	10562	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	22018	1788635	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	86	6978	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	2025	164516	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	10125	227364	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	39565	888507	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	9013	202414	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	5021	112750	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	13	300	SH	DEFINE
POST PROPERTIES INC	REAL EST INV TR	737464107	555	15900	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	146874	2903800	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	11	210	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	4081	220700	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	99	1450	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	2912	42722	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	1419	26633	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	238	4471	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	231411	4343300	SH	DEFINE
PRA INTERNATIONAL	COMMON SHS	69353C101	25	1000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

PRA INTERNATIONAL	COMMON SHS	69353C101	1170	47200	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	141722	3210000	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	194	4400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	12039	272679	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	17753	235081	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	7080	93755	SH	DEFINE
PRECISION DRILLING CORP	COMMON SHS	74022D100	1356	21600	SH	DEFINE
PREMIER FARNELL PLC	AMER DEP RECPT	74050U107	100	15500	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	312	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	12219	720440	SH	DEFINE
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	3736	742742	SH	DEFINE
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	15303	3042400	SH	DEFINE
PRIDE INTERNATIONAL INC	COMMON SHS	74153Q102	11404	555202	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	9212	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	53	1295	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	2328	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	365	6626	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	110259	2001800	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	1	25	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	21003	381312	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	83792	1521281	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	34146	619940	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3735	82559	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	316273	6991000	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	26	600	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	367	8469	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	3791	87495	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	61940	1429500	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4464	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	6933	162400	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	90	2100	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	3774	88401	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1446	70000	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	56871	2752700	SH	DEFINE
PROTEIN DESIGN LABS INC	CONVERTIBLE BD	74369LAD5	6541	5150000	PRN	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	2765	205000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	147	8950	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	93257	5662239	SH	DEFINE
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	8	6000	PRN	DEFINE
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	12634	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	79692	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	157710	2869536	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	2503	45546	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	864	15717	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	13642	248212	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	156	3460	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	32134	712500	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	9213	252000	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	3557	68716	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	445139	8598400	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	28	500	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	216	3875	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	978	17542	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	37224	667700	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	67	2700	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	155906	6312000	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	82940	1300000	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	CLOSE END MUT F	746922103	368	30000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	382	9010	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	85	2000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	30465	718519	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	100537	2371145	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

QUANEX CORP	COMMON SHS	747620102	460	6710	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	12517	182550	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	134	1950	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	12000	1500000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	5209	201880	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	76123	2950488	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	24843	962903	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	13974	541622	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	61078	2367375	SH	DEFINE
QUEENSTAKE RES LTD YUKON	ORDINARY SHS	748314101	3563	7500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	22744	238030	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	19167	200597	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	67	4174	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	10537	660612	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	59551	3733600	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	899	17633	SH	DEFINE
QUIKSILVER INC	COMMON SHS	74838C106	179	6000	SH	DEFINE
QUIKSILVER INC	COMMON SHS	74838C106	30801	1033948	SH	DEFINE
QUINENCO SA	AMER DEP RECPT	748718103	1339	103803	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	33029	935928	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	99632	2823250	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3905	110660	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	9590	271739	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	12802	362770	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	857	24275	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	34083	965800	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	20	340	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	301	5092	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	12	198	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	39930	750000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	3833	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	453	8500	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	5242	98454	SH	DEFINE
RADIATION THERAPY SERVICES INC	COMMON SHS	750323206	26	1516	SH	DEFINE
RADIATION THERAPY SERVICES INC	COMMON SHS	750323206	3365	197944	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P108	1143	71000	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P405	20108	1247400	SH	DEFINE
RAE SYS INC	COMMON SHS	75061P102	577	79100	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	133	4115	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	19369	600600	SH	DEFINE
RANDGOLD & EXPLORATION CO LTD	AMER DEP RECPT	753009307	1468	834060	SH	DEFINE
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	14508	1272600	SH	DEFINE
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	7404	232400	SH	DEFINE
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	48	1500	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	3732	96100	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	354734	9135571	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	4299	110720	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	9492	244446	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	23298	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	73	1870	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	6004	154631	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	34234	881630	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	0	50	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	1829	276300	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	108	3295	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	66	2000	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	4590	139900	SH	DEFINE
RED HAT INC	COMMON SHS	756577102	67	5000	SH	DEFINE
RED HAT INC	COMMON SHS	756577102	21363	1600200	SH	DEFINE
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	10154	189900	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	32	1150	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	18905	688704	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

REED ELSEVIER PLC	AMER DEP RECPT	758205108	258	6949	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	3913	188600	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	9	452	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	28	500	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	178	3205	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	776	14000	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	31578	570000	SH	DEFINE
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	780	74400	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	954	26810	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	415	9000	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	18737	406000	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	71	2535	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	9446	337495	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	21533	769300	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	62001	1591400	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	13418	344400	SH	DEFINE
RELIANT ENERGY RESOURCES	CONVERTIBLE BD	655419AC3	10	10000	PRN	DEFINE
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	699	13425	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	22433	859504	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	19962	764811	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	184	7050	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	209986	6260750	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	195	5800	SH	DEFINE
RESEARCH IN MOTION LTD	ORDINARY SHS	760975102	11	110	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	190	2305	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	12841	155800	SH	DEFINE
RESMED INC	COMMON SHS	761152107	11779	230500	SH	DEFINE
RESMED INC	COMMON SHS	761152107	15458	302500	SH	DEFINE
RESOURCES CONNECTION INC	COMMON SHS	76122Q105	20240	372669	SH	DEFINE
RESPIRONICS INC	COMMON SHS	761230101	3441	63300	SH	DEFINE
RETEK INC	COMMON SHS	76128Q109	6254	1016900	SH	DEFINE
RETEK INC	COMMON SHS	76128Q109	43	7000	SH	DEFINE
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	945	22008	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	99328	3746800	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	48	1800	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1054	39747	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	465666	5924500	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	1465	60000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	73	3000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	5717	234100	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	1738	107600	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	24425	8881700	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	3025	1100000	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	176	1475	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	1287	10800	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	67644	1627236	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	237	5700	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	511	17380	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	8829	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	2201	74800	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	111279	3781147	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	1162	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	5153	103998	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	4955	100000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	42	850	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	183128	3695819	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	3944	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	35	875	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	93773	2377600	SH	DEFINE
ROHM & HAAS CO	COMMON SHS	775371107	1869	42249	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	139461	2294900	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	188	3100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

ROPER INDUSTRIES INC	COMMON SHS	776696106	185	3038	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	16378	269500	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1970	68225	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	73572	2548383	SH	DEFINE
ROSTELECOM	AMER DEP RECPT	778529107	2806	256460	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	14051	542500	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	5	200	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	66277	2558970	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	83	1295	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	256	3990	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	249222	3878941	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	231	4320	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	326	6100	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	1651	30326	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	10587	184500	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	1565	27280	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	485	8450	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	16066	280000	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	46641	812837	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	388390	6768733	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	2714	215585	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	25460	1295000	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	1	57	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	15648	795936	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	1045	53151	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	6920	344960	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	81107	4043200	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	11665	567900	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	41251	1806100	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	37431	1921500	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	5420	94200	SH	DEFINE
S & K FAMOUS BRANDS INC	COMMON SHS	783774102	4241	260000	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	544	4503	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	451	3731	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	4476	37035	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	17728	800000	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	5	238	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	259	4950	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	2959	95000	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	22138	710680	SH	DEFINE
SAFEWAY INC	COMMON SHS	786514208	2	100	SH	DEFINE
SAFEWAY INC	COMMON SHS	786514208	326	16525	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	29142	2008400	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	5448	321600	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	405	9310	SH	DEFINE
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	48	2726	SH	DEFINE
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	7437	422808	SH	DEFINE
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	36103	2052472	SH	DEFINE
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	316	17715	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	273	6813	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	14344	358150	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	914	22824	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	1564	35372	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	13626	308205	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	32777	741395	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	750	51700	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	2221	92000	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	3965	164263	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	2849	118010	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	5044	208949	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	8157	337900	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3014	124911	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	17996	745797	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	32704	1355309	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3432	142213	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	996	41294	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	84149	3507685	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	34719	1347271	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	64226	2492280	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	14687	569940	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	6009	233182	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9665	375065	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	32995	1280346	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	327566	12711127	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	791	20072	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	497	12621	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1985	95069	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	37584	1800000	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	5033	241032	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1	43	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	62	1100	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	131571	2345300	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	20	300	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	40	600	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	26780	400000	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	2	27	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	36210	540853	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	12787	191000	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	5818	157400	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	527	14250	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	17016	460400	SH	DEFINE
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	103887	107100000	PRN	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	1226	51442	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	87	3642	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1840	59053	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	179	5756	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	45189	2616630	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	299433	17338355	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	221	12800	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	6456	373800	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	18189	1053220	SH	DEFINE
SEARS ROEBUCK & CO	COMMON SHS	812387108	1374	26926	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	11167	1118900	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	77	7700	SH	DEFINE
SELECT MEDICAL CORP	COMMON SHS	816196109	21178	1203300	SH	DEFINE
SELECT MEDICAL CORP	COMMON SHS	816196109	29399	1670400	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	28756	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	25	559	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	15	341	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	274	7465	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	185161	5048000	SH	DEFINE
SEMPRA ENERGY	CONVERT PREF	816851208	71249	2300000	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	187	8544	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	21244	971395	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	142730	6526300	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	2217	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	4680	256600	SH	DEFINE
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	1186	62600	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	5	77	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	31175	525100	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	22531	1018600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	6309	846880	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	375	50400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	14502	1946600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1657	222380	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	525	38087	SH	DEFINE
SHAW GROUP INC	COMMON SHS	820280105	32524	1822100	SH	DEFINE
SHAW GROUP INC	COMMON SHS	820280105	125	7000	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	681	13250	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	156057	3036130	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	33780	657199	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	7155	139200	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	974	18950	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	37090	721600	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	421	9433	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	274	8590	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	21332	667661	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	8	250	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	13238	414341	SH	DEFINE
SHOPPING.COM LTD	COMMON SHS	M8405Q102	1362	48200	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	7925	168250	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	3076	65300	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	1275	15056	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	525	6200	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	6	111	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	58417	1060002	SH	DEFINE
SIERRA HEALTH SERVICES INC	CONVERTIBLE BD	826322AB5	9203	3000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	53939	5137000	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	5	432	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	15750	1500000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	12092	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	1966	32516	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	7558	125000	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	6126	189300	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	36	1100	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	69303	1962700	SH	DEFINE
SILICON VALLEY BANCSHARES	COMMON SHS	827064106	11945	266500	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	26	400	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	561	8680	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	10369	160343	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	97141	1502108	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PREF	828806802	626	10579	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PREF	828806802	42856	723680	SH	DEFINE
SINA CORP	ORDINARY SHS	G81477104	1212	37800	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	337	26500	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	177	23200	SH	DEFINE
SIX FLAGS INC	CONVERTIBLE BD	83001PAJ8	159330	141000000	PRN	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	917	41200	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	381657	17153110	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	95862	4308407	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	12860	577980	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	26940	1210790	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1160	52130	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	3772	169510	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	22050	1099200	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	16	800	SH	DEFINE
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	241	3985	SH	DEFINE
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	45770	755900	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	3736	69975	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1312	25354	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	3447	66598	SH	DEFINE
SMITH (A.O.) CORP	COMMON SHS	831865209	34599	1155600	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	346	6350	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	30353	557855	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1523	47968	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

SMITHWAY MOTOR XPRESS CORP	COMMON SHS	832653109	2844	395055	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	0	3	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	2286	48562	SH	DEFINE
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	9	500	SH	DEFINE
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	1494	8000	SH	DEFINE
SOIEDAD QUIMICA Y MINERA DE CHILE	DEP RCPT PFD	833635105	5348	86400	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	64	11950	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	260	48824	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	23853	804500	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	22267	571525	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	17081	438420	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	50	1285	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	11766	302010	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	475	9037	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	2440	72784	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	377536	11263000	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	754	46310	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1061	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	5553	341091	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	63967	3929193	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	258084	11444945	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	699	31000	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	1700	188657	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	47	1330	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	6150	175368	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	47092	1342800	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	45	8053	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	5553	991535	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	422	75400	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	24850	1000000	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	9724	391317	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	13341	536852	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	67	4292	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	8306	531075	SH	DEFINE
SPX CORP	COMMON SHS	784635104	153	3820	SH	DEFINE
SPX CORP	COMMON SHS	784635104	758	18925	SH	DEFINE
SR TELECOM INC	ORDINARY SHS	78464P208	1159	305130	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	90888	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	95196	1482803	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	260	4050	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	360	5600	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	57780	900000	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	629	15012	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	5962	142200	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	29878	806000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	139667	3767647	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	6091	164320	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2385	64335	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	25341	683600	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	CONVERT PREF	792860306	1695	25305	SH	DEFINE
STAAR SURGICAL CO	COMMON SHS	852312305	579	92800	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	56950	690300	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	0	1	SH	DEFINE
STANDARD COMMERCIAL CORP	COMMON SHS	853258101	10265	527500	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	6717	376700	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	1591	32480	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	11536	342219	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	2223	35642	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	296	5060	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	111483	2269600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	69	1400	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	22318	454365	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

STATE STREET CORP	COMMON SHS	857477103	982	20000	SH	DEFINE
STATE STREET CORP	CONVERT PREF	857477202	4	20	SH	DEFINE
STATE STREET CORP	CONVERT PREF	857477202	3199	14282	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	12888	235701	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	5220	174700	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	9650	322950	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	12941	433100	SH	DEFINE
STELMAR SHIPPING LTD	ORDINARY SHS	V8726M103	8826	185000	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	14808	1506400	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	93	3937	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	17401	733600	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	10185	429383	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	306	12900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	42067	1773500	SH	DEFINE
STERLING FINANCIAL CORP	COMMON SHS	859319105	434	11050	SH	DEFINE
STEWART & STEVENSON SERVICES INC	COMMON SHS	860342104	3882	191900	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	2852	253246	SH	DEFINE
STMICROELECTRONICS NV	NEW YORK SHARES	861012102	327	16900	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	35	2300	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	19853	1305273	SH	DEFINE
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	3004	95034	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	16383	339541	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	13510	280000	SH	DEFINE
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	558	16040	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	6133	229270	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	14571	544712	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	27	1000	SH	DEFINE
SUN HEALTHCARE GROUP INC	COMMON SHS	866933401	750	81400	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	64	1598	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	164192	4089470	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	209	6224	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	8608	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	2244	417085	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	1379	256385	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	56	1310	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	163787	3862900	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	159039	3750919	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	527	14900	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	14165	500000	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	3878	136895	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	60	2110	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	305	3735	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	82	11356	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	8124	1131518	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	14	2000	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	15392	332000	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	107	2300	SH	DEFINE
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	205	150000	PRN	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	97537	1320209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	267	3614	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	4168	56414	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	36	482	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	8290	1175900	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	97	6319	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	15068	977786	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	40678	2639695	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	72474	2494800	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	134	4600	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	9	300	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	12030	414100	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	6896	461300	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	2814	109231	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

SYMANTEC CORP	COMMON SHS	871503108	27239	1057400	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	63079	2448737	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	33525	1301434	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	12985	588100	SH	DEFINE
SYMMETRY MEDICAL INC	COMMON SHS	871546206	5366	254900	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	17375	1430000	SH	DEFINE
SYNAPTICS INC	COMMON SHS	87157D109	61	2000	SH	DEFINE
SYNAPTICS INC	COMMON SHS	87157D109	1810	59200	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	22831	1163659	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	46976	2394277	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	8757	446320	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	1395	71078	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	5530	281834	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	23	1150	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	15	770	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	515	13500	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	3162	82850	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	17860	467914	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	82588	2163694	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	2127	250535	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	241	28329	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1910	225000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	18810	2215515	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	316	37165	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	16420	507571	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	2777	103000	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	3778	254900	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	110	4160	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	185	7000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	11859	448200	SH	DEFINE
TANOX INC	COMMON SHS	87588Q109	10070	662500	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	42009	808947	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	1918	36940	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	27778	534905	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	4515	86937	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	9179	176755	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	17749	341792	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	94	1808	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	135	3955	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	19174	563453	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	42136	1238200	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	2742	229998	SH	DEFINE
TAUBMAN CENTERS INC	REAL EST INV TR	876664103	11860	396000	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	614	19100	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	138737	9044110	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	3114	203000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	1170	76270	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	348	22700	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	144196	9400000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	13655	300000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	37231	778900	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	73789	1752300	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	171	5668	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	20307	672209	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	196	6498	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	211067	6986654	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	67	4000	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	1471	87200	SH	DEFINE
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	18632	1700000	SH	DEFINE
TELECOMUNICACOES DE SAO PAULO SA	DEP RCPT PFD	87929A102	1387	71400	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	83795	1613300	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	171	3300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

TELEFLEX INC	COMMON SHS	879369106	25970	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	170	3280	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	1821	143274	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	585	46059	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3683	65191	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1400	24787	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	182128	3223497	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	26384	466982	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	112001	1982322	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	2106	37269	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	4111	72765	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	104012	2714294	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	637434	16634489	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	257259	6713450	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	23149	604090	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	89140	2326192	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2491	65008	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	1439	37565	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	416	5400	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	336852	19161105	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	23603	1342598	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	1340	70000	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	5845	305400	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	40093	2094700	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	42	1215	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	51824	1491777	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	46240	1600000	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	7118	104063	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	9617	140600	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	4877	71301	SH	DEFINE
TEMPLETON CHINA WORLD FUND INC	OPEN END MUT FD	88018X102	636	32083	SH	DEFINE
TEMPLETON CHINA WORLD FUND INC	OPEN END MUT FD	88018X102	196	9918	SH	DEFINE
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	35	2001	SH	DEFINE
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	7834	448424	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	CLOSE END MUT F	880192109	39	2800	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	CLOSE END MUT F	880192109	196	14279	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	322	32380	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	CLOSE END MUT F	88022F105	445	11042	SH	DEFINE
TENARIS SA	AMER DEP RECPT	88031M109	23555	481702	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	14889	1356014	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	478179	43550002	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	17606	1603420	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	3667	333967	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	11690	1064700	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	242	22000	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	14064	1280850	SH	DEFINE
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	207	5250	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	2	102	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	22	1300	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	3414	200000	SH	DEFINE
TERCICA INC	COMMON SHS	88078L105	2002	200000	SH	DEFINE
TESMA INTERNATIONAL INC	ORDINARY SHS	881908107	5	124	SH	DEFINE
TESMA INTERNATIONAL INC	ORDINARY SHS	881908107	12155	279416	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	3774	126397	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	10415	348784	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	2	56	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	2090	70000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	21935	734610	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	9421	315500	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	6097	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	49904	800000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	12679	515000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

TEXAS INSTRUMENTS INC	COMMON SHS	882508104	26011	1056500	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	3	140	SH	DEFINE
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	8932	273320	SH	DEFINE
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	64	1960	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	38745	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	303	4100	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	3906	218200	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	317	10500	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	415	13750	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	184192	6101108	SH	DEFINE
THERMOGENESIS CORP	COMMON SHS	883623209	616	97100	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	48019	1561600	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	15375	500000	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	36	1160	SH	DEFINE
THOMAS INDUSTRIES INC	COMMON SHS	884425109	6080	152300	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	7	167	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	17152	405761	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	198	5600	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	1149	32564	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	28106	758600	SH	DEFINE
THORATEC CORP	COMMON SHS	885175307	3612	346600	SH	DEFINE
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	310	10695	SH	DEFINE
THQ INC	COMMON SHS	872443403	223	9700	SH	DEFINE
THQ INC	COMMON SHS	872443403	8249	359600	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	6997	196500	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	7	200	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	1353	38000	SH	DEFINE
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	6066	655800	SH	DEFINE
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	32	3500	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	8	251	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	6062	189618	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	44976	1406819	SH	DEFINE
TIM HELLAS TELLECOMMUNICATIONS	AMER DEP RECPT	88706Q104	4894	261000	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	13681	218300	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	3379	173800	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	69247	3562100	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4704	242000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	26244	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	1	60	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	11694	601545	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	8819	453628	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	38145	1466000	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	7	250	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	1610	500000	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	2664	106000	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	9737	387460	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	515	20489	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	0	3	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	4803	70000	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	31584	2800000	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	756	21833	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	866	25000	SH	DEFINE
TOP TANKERS INC	COMMON SHS	Y8897Y107	813	50000	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	907	15870	SH	DEFINE
TORONTO DOMINION BANK	ORDINARY SHS	891160509	35649	714117	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	303	7266	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	82	745	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	23980	218318	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	3	30	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	6546	59600	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	7009	63807	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	2966	27000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

TOWN & COUNTRY TRUST	REAL EST INV TR	892081100	260	9400	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	2350	28700	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	115	1410	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	60328	2947151	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	4436	216700	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	43703	2135000	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	1324	64695	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	104	2800	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	24570	660300	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	628	89450	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	8324	1185800	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	62	8800	SH	DEFINE
TRANSACTION SYSTEMS ARCHITECTS INC	COMMON SHS	893416107	1632	82200	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	3513	56815	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	65	2176	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	134577	4516013	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	6335	212573	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	29942	1004757	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	4347	174800	SH	DEFINE
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	72	11650	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	89	2105	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	3283	77440	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	3616	85299	SH	DEFINE
TRANSPRO INC	COMMON SHS	893885103	1609	263800	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	7605	376304	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	8454	418300	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	2702	133700	SH	DEFINE
TREND MICRO INC	AMER DEP RECPT	89486M206	547	10012	SH	DEFINE
TREND MICRO INC	AMER DEP RECPT	89486M206	63	1150	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	8550	229764	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	21239	570800	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	4076	109533	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	14114	379300	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	4609	109383	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	2486	59000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	41	1250	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	91907	2781699	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	50	3560	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	6197	437343	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	29541	2084735	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	61579	1806900	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	126	3698	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	83	4384	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	825	43600	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	27582	1457821	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	13883	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	179	12985	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	123	4014	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	14064	459145	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	134036	4375961	SH	DEFINE
TUPPERWARE CORP	COMMON SHS	899896104	322	15536	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	AMER DEP RECPT	900111204	5155	284825	SH	DEFINE
TXU CORP	COMMON SHS	873168108	13	200	SH	DEFINE
TXU CORP	COMMON SHS	873168108	3752	58118	SH	DEFINE
TXU CORP	COMMON SHS	873168108	186822	2893774	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	850	500000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	4770	3000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	7949	222398	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	593	16590	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	4540	127029	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	55399	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	22226	621881	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	5929	165887	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	5472	153100	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	29582	1705000	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	71	10000	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	2829	397300	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	1344	16035	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	1177	14035	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	25437	303397	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	725	8650	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	93386	2038100	SH	DEFINE
ULTRAPAR PARTICIPACOES SA	AMER DEP RECPT	90400P101	678	34200	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	5292	93400	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	158	2797	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	67	2667	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	7958	315679	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	30403	1206000	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	79605	2509600	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	1256	39600	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	400	12600	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	385	5770	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	17338	259899	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	321	4818	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	3467	51977	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	19406	290900	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	100	2525	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	70	1761	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	134	3400	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	25739	651300	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	3355	49884	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	20175	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	15564	231436	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	12744	189500	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	8873	476540	SH	DEFINE
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	16069	340083	SH	DEFINE
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	1228	49517	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	1166	37492	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	15980	513820	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	3912	125800	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	437	37875	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	7661	664400	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	61	5296	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	821	9605	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	88242	1032550	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	12247	143302	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	15	300	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	104366	2036400	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	484	9444	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	933	18211	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	44565	964600	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	46	1000	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	836	20050	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	7877	188897	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	25529	612200	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	802	7760	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	105376	1019600	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	194	1875	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	41340	400000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	11861	114770	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	53808	520638	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	84804	820551	SH	DEFINE
UNITEDGLOBALCOM INC	COMMON SHS	913247508	350	36194	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	35073	398416	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	26769	304088	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	3273	72020	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	29674	850000	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	6563	188000	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	45	1300	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	5980	125000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	178	4000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	2047	46000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	9009	15500000	PRN	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	416	14200	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	13	446	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	569	19450	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	165108	5640869	SH	DEFINE
UNOCAL CORP	COMMON SHS	915289102	941	21764	SH	DEFINE
UNOCAL CORP	COMMON SHS	915289102	458	10590	SH	DEFINE
UNOVA INC	COMMON SHS	91529B106	304	12026	SH	DEFINE
UNOVA INC	COMMON SHS	91529B106	41035	1622562	SH	DEFINE
UNOVA INC	COMMON SHS	91529B106	1138	44980	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2092	116625	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	42	1900	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	23610	1057774	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	11	515	SH	DEFINE
URS CORP	COMMON SHS	903236107	5008	156000	SH	DEFINE
URS CORP	COMMON SHS	903236107	1679	52300	SH	DEFINE
URS CORP	COMMON SHS	903236107	19	600	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8300	265017	SH	DEFINE
US BANCORP	COMMON SHS	902973304	116781	3728652	SH	DEFINE
US BANCORP	COMMON SHS	902973304	7272	232187	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8167	260770	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8976	286583	SH	DEFINE
US BANCORP	COMMON SHS	902973304	29049	927500	SH	DEFINE
USA MOBILITY INC	COMMON SHS	90341G103	17648	499808	SH	DEFINE
V F CORP	COMMON SHS	918204108	27690	500000	SH	DEFINE
V F CORP	COMMON SHS	918204108	651	11750	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	327	14585	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	34191	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	6708	299200	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	29	1300	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	154059	5846653	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	5415	205500	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	555	12214	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	3	72	SH	DEFINE
VALSPAR CORP	COMMON SHS	920355104	140	2792	SH	DEFINE
VALSPAR CORP	COMMON SHS	920355104	15970	319341	SH	DEFINE
VALSPAR CORP	COMMON SHS	920355104	21686	433639	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	11586	869200	SH	DEFINE
VAN DER MOOLEN HOLDINGS NV	AMER DEP RECPT	921020103	116	15300	SH	DEFINE
VARCO INTERNATIONAL INC	COMMON SHS	922122106	4834	165847	SH	DEFINE
VARCO INTERNATIONAL INC	COMMON SHS	922122106	58751	2015470	SH	DEFINE
VARCO INTERNATIONAL INC	COMMON SHS	922122106	1	33	SH	DEFINE
VARCO INTERNATIONAL INC	COMMON SHS	922122106	35	1200	SH	DEFINE
VARCO INTERNATIONAL INC	COMMON SHS	922122106	103278	3542981	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	198	4821	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	24662	601366	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	144291	3518442	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	329	7620	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	6	140	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	200988	4648201	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	127	3453	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	19258	522611	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	125559	3407300	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	588	30000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

VCA ANTECH INC	COMMON SHS	918194101	97422	4970512	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	43	1598	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	24120	900000	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	81562	2975630	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	142	4240	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	17	500	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	109092	3254521	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	30035	1052000	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	444	15569	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	3	107	SH	DEFINE
VERITY INC	COMMON SHS	92343C106	1	60	SH	DEFINE
VERITY INC	COMMON SHS	92343C106	50420	3843000	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	4	88	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1053	26000	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	7064	174387	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	11630	287088	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	67434	1664634	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	312988	7726202	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	5439	514600	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	1	15	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	7416	200000	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	5887	158759	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	519	14000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	520	14280	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	102227	2809200	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	1403	38554	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	3639	100000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	14150	388856	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	82535	2268060	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	104	4266	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	14018	577583	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	34058	1403300	SH	DEFINE
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	1741	100000	SH	DEFINE
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	50014	2872700	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	4266	115175	SH	DEFINE
VISTEON CORP	COMMON SHS	92839U107	99	10122	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	17285	4896600	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	41661	1521590	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	16279	594571	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	2	75	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	25320	924779	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	25348	925800	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	1830	46153	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	11001	277453	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	79	2000	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	30	400	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	349	4579	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1675	22000	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	81855	1075200	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	10732	662499	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	1791	66500	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	8944	419500	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	47	2200	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	7680	146000	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	3495	66443	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	17	314	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	30839	586290	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	25528	485314	SH	DEFINE
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	5875	245900	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	418	7921	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	180	3413	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	19917	377080	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

WAL-MART STORES INC	COMMON SHS	931142103	38379	726596	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	91992	1741607	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	2	61	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	18460	481095	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	4	95	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	2097	75446	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	2074	74587	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	27800	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	2	79	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	72506	2608122	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	74052	2663741	SH	DEFINE
WALTER INDUSTRIES INC	COMMON SHS	93317Q105	6392	189505	SH	DEFINE
WARNER CHILCOTT PLC	AMER DEP RECPT	93443W109	451	6900	SH	DEFINE
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	5	24100	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	4	87	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	99369	2350250	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	7474	176771	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	12619	298455	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9632	227804	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	41306	976956	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	541568	550923	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	5777	5877	SH	DEFINE
WASHINGTON REAL ESTATE INVESTMENT	REAL EST INV TR	939653101	207	6104	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	90	2618	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	13626	397827	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	84005	2452700	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	24985	834500	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	3181	106257	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	352	11760	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	13021	434900	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	23395	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	1526	32616	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	129580	2769403	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	9843	300000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	76936	2344900	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	11848	367500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	52	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	5561	108400	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	114	2230	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	2462	48000	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	404	17000	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	79	11008	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	10518	1458859	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	6080	843300	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	70	9700	SH	DEFINE
WEBSENSE INC	COMMON SHS	947684106	7532	148500	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	1	35	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	65457	1593802	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	538	4680	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	1010	8783	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	75640	657739	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	333	5359	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	5217	83941	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	18130	291711	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	35749	575200	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	114536	1842894	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	873	22225	SH	DEFINE
WESCAST INDUSTRIES INC	ORDINARY SHS	950813105	7457	230215	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	25790	1042000	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	6174	249440	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	84281	3367200	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	30	1200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

WESTAMERICA BANCORP	COMMON SHS	957090103	262	4500	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	20583	900000	SH	DEFINE
WESTCORP	COMMON SHS	957907108	31389	683400	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	11463	1057500	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	34860	3215900	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	4797	442510	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	48	4450	SH	DEFINE
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	1901	65000	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	37	1276	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	6405	218600	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	44516	1332800	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	32331	968000	SH	DEFINE
WESTWOOD ONE INC	COMMON SHS	961815107	3132	116300	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2216	32962	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1969	29292	SH	DEFINE
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	44030	11289814	SH	DEFINE
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	19020	5000000	SH	DEFINE
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	10620	4499999	SH	DEFINE
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	2154	912500	SH	DEFINE
WHEELING-PITTSBURGH CORP	COMMON SHS	963142302	925	24000	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	21693	33580	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	1285238	1989533	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	753	1165	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	12810	19830	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	220	4887	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	2896	30373	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	50332	527871	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	4405	46200	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	194	22070	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	2421	69100	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	391406	9507078	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	3168	76960	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2902	70500	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2754	66890	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	8857	245000	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	137	3800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	442	12222	SH	DEFINE
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	127	5667	SH	DEFINE
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	13703	611187	SH	DEFINE
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	4773	212900	SH	DEFINE
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	22281	993800	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	0	5	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	195	13500	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	31814	814500	SH	DEFINE
WIPRO LTD	AMER DEP RECPT	97651M109	2216	89885	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1493	44300	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	29722	881700	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	803	11600	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	1436	26278	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	3006	55000	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	117	2150	SH	DEFINE
WYETH	COMMON SHS	983024100	841	19750	SH	DEFINE
WYETH	COMMON SHS	983024100	151556	3558480	SH	DEFINE
WYETH	COMMON SHS	983024100	4309	101176	SH	DEFINE
WYETH	COMMON SHS	983024100	25554	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	12611	296091	SH	DEFINE
WYETH	COMMON SHS	983024100	18988	445834	SH	DEFINE
WYETH	COMMON SHS	983024100	249864	5866735	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	7840	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	15980	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	224	12310	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	105424	5792500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

XCYTE THERAPIES INC	COMMON SHS	98389F309	932	336550	SH	DEFINE
XCYTE THERAPIES INC	CONVERT PREF	98389F408	1031	75000	SH	DEFINE
XENOGEN CORP	COMMON SHS	98410R108	3413	487500	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	867	50989	SH	DEFINE
XILINX INC	COMMON SHS	983919101	278	9390	SH	DEFINE
XILINX INC	COMMON SHS	983919101	920	31040	SH	DEFINE
XILINX INC	COMMON SHS	983919101	42580	1436103	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	28717	369828	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	603752	7775296	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	189925	2445913	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	26558	342020	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	12440	160200	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	2386	30733	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	19261	512000	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	727	19330	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	36721	976100	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	28	800	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	1533	43325	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	227	6020	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	60288	1600000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	635	16840	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	104227	2766100	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	9504	2640000	SH	DEFINE
YAMANA GOLD INC	WTS TO EQUITY	98462Y118	2703	1150000	SH	DEFINE
YORK INTERNATIONAL CORP	COMMON SHS	986670107	26613	770500	SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1352	28647	SH	DEFINE
ZALE CORP	COMMON SHS	988858106	45659	1528600	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	11131	1391400	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	2323	29000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	5128	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	50187	626396	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	57877	722379	SH	DEFINE
ZIPREALTY INC	COMMON SHS	98974V107	179	10000	SH	DEFINE

112133751

GRAND TOTAL

*** RECORD TOTALS ***

RECS READ: 239,838
RECS SELECTED: 119,043
LINE ITEMS: 4,003