

Advani Vijay Chandur
Form 4
February 08, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Advani Vijay Chandur

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP - Global Advisor Services

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

(Street)

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

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

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.10 | 02/06/2006 | | M | | 20,594 | A | \$ 36.3 |
| | | | | | 49,243.7155 | D | (1) |
| Common Stock, par value \$.10 | 02/06/2006 | | M | | 30,891 | A | \$ 31.95 |
| Common Stock, par value \$.10 | 02/06/2006 | | M | | 17,162 | A | \$ 47.57 |
| | | | | | 80,134.7155 | D | |
| | | | | | 97,296.7155 | D | |

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| | | | | | | | | |
|-------------------------------------|------------|---|--------|---|---------------|-------------|---|--------------|
| Common Stock, par value \$.10 | 02/06/2006 | S | 68,647 | D | \$ 96.4465 | 28,649.7155 | D | |
| Common Stock, par value \$.10 | | | | | | 307.203 | I | By 401(k) |
| Common Stock, par value \$.10 | | | | | | 15,493.95 | I | By Trust |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 36.3 ⁽²⁾ | 02/06/2006 | | M | 20,594 ⁽²⁾ ⁽³⁾ | 09/30/2002 11/19/2011 | Common Stock, par value \$.10 20,594 ⁽²⁾ |
| Employee Stock Option (Right to Buy) | \$ 31.95 ⁽²⁾ | 02/06/2006 | | M | 30,891 ⁽²⁾ ⁽⁴⁾ | 09/30/2003 11/09/2012 | Common Stock, par value \$.10 30,891 ⁽²⁾ |
| Employee Stock Option (Right to Buy) | \$ 47.57 ⁽²⁾ | 02/06/2006 | | M | 17,162 ⁽²⁾ ⁽⁵⁾ | 09/30/2004 11/11/2013 | Common Stock, par value \$.10 17,162 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Advani Vijay Chandur C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906 | | | EVP - Global Advisor Services | |

Signatures

/s/ ADVANI,
VIJAY C. 02/07/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the amount of securities beneficially owned, 25,130 shares represent unvested awards of restricted stock shares.
 - (2) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
 - (3) This report reflects the exercise of options originally granted on November 19, 2001.
 - (4) This report reflects the exercise of options originally granted on November 12, 2002.
 - (5) This report reflects the exercise of options originally granted on November 12, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.