

GREEN BARBARA J
Form 4
May 03, 2007

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GREEN BARBARA J

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)
05/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Dep Gen Counsel & Sec

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 944031906

(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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock, par value \$.10	05/01/2007		M		2,500	A	\$ 37.27	14,426.5468 (1)	D	
Common Stock, par value \$.10	05/01/2007		S		1,600	D	\$ 131.64	12,826.5468 (1)	D	
Common Stock, par value \$.10	05/01/2007		S		800	D	\$ 131.67	12,026.5468 (1)	D	

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Common Stock, par value \$.10	05/01/2007	S	100	D	\$ 131.68	11,926.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/02/2007	M	7,796	A	\$ 37.27	19,722.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/02/2007	S	7,796	D	\$ 132.2	11,926.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	M	2,574	A	\$ 47.57	14,500.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	300	D	\$ 134.42	14,200.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	774	D	\$ 134.43	13,426.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	700	D	\$ 134.37	12,726.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	100	D	\$ 134.38	12,626.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	200	D	\$ 134.39	12,426.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	300	D	\$ 134.4	12,126.5468 <u>(1)</u>	D	
Common Stock, par value \$.10	05/03/2007	S	200	D	\$ 134.41	11,926.5468 <u>(1)</u>	D	
Common Stock, par value \$.10						449,283 <u>(2)</u>	I	By 401(k)

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

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(9-02)

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

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- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of March 15, 2007.
- (3) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on April 15, 2005.
- (4) This report reflects the exercise of options originally granted on November 12, 2003.
- (5) This report reflects the exercise of options originally granted on November 16, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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