

FRANKLIN RESOURCES INC
Form 5
October 28, 2013

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
JOHNSON JENNIFER M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2013

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403-1906

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock, par value \$.10	11/15/2012	Â	G	120 D \$ 0 (1) (2)	1,379,644.2363 (2)	D	Â
Common Stock, par value \$.10	12/03/2012	Â	G	7,600 D \$ 0 (1) (2)	1,379,644.2363 (2)	D	Â

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. of
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)		
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON JENNIFER M C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	Â	Â	Â EVP & Chief Operating Officer	Â

Signatures

/s/ Jennifer M. Johnson
Date: 10/28/2013

**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) Not applicable.
- (2) Reflects adjustment in connection with the 3-for-1 stock split of the common stock of Franklin Resources, Inc. in the form of a stock dividend distributed on July 25, 2013 to stockholders of record at the close of business on July 12, 2013.
- (3) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.
- (4) Of the amount of securities beneficially owned, 32,094 shares represent unvested restricted stock awards.
- (5) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (6) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2013.
- (7) Business limited partnership under control of Reporting Person.
- (8) Business trust for the benefit of Reporting Person and Reporting Person's children.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.