

FRANKLIN RESOURCES INC  
Form 4  
August 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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. Date of Earliest Transaction (Month/Day/Year)  
08/26/2015

\_\_\_\_ 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 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  | (D)  | Price                                      |                |   |  |
| Common Stock, par value \$.10   | 12/15/2014                           |  | G                              | V   | 519   | A  | \$ 0 <sup>(1)</sup>                        | 1,461,693.1082 | D |  |
| Common Stock, par value \$.10   | 12/15/2014                           |  | G                              | V   | 2,595   | A  | \$ 0 <sup>(1)</sup>                        | 154,434        | I | As A Trustee For Minor Children <sup>(2)</sup> |
| Common Stock, par               | 08/26/2015                           |  | S                              |   | 13,000  | D  | \$ 39.489                                  | 1,448,693.1082 | D |  |

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|            |  |  |  |  |  |            |   |  |             |
|------------|--|--|--|--|--|------------|---|--|-------------|
| value      |  |  |  |  |  |            |   |  |             |
| \$ .10     |  |  |  |  |  |            |   |  |             |
| Common     |  |  |  |  |  |            |   |  |             |
| Stock, par |  |  |  |  |  |            |   |  |             |
| value      |  |  |  |  |  |            |   |  | By 401(k)   |
| \$ .10     |  |  |  |  |  | 1,656,1168 | I |  | <u>(4)</u>  |
| Common     |  |  |  |  |  |            |   |  | By          |
| Stock, par |  |  |  |  |  |            |   |  | Business    |
| value      |  |  |  |  |  |            |   |  | Limited     |
| \$ .10     |  |  |  |  |  | 2,610,000  | I |  | Partnership |
|            |  |  |  |  |  |            |   |  | <u>(5)</u>  |
| Common     |  |  |  |  |  |            |   |  | By          |
| Stock, par |  |  |  |  |  |            |   |  | Business    |
| value      |  |  |  |  |  |            |   |  | Trust       |
| \$ .10     |  |  |  |  |  | 15,000     | I |  | <u>(6)</u>  |
| Common     |  |  |  |  |  |            |   |  | By Venture  |
| Stock, par |  |  |  |  |  |            |   |  | Limited     |
| value      |  |  |  |  |  |            |   |  | Partnership |
| \$ .10     |  |  |  |  |  | 198,000    | I |  | <u>(7)</u>  |

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

JOHNSON JENNIFER M  
C/O FRANKLIN RESOURCES, INC.  
ONE FRANKLIN PARKWAY  
SAN MATEO, CA 94403-1906

EVP & Chief Operating Officer

## Signatures

/s/ Maria Gray,  
Attorney-in-Fact

08/27/2015

\_\_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) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.47 to \$39.55, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff on the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of May 15, 2015.
- (4) Business limited partnership under control of Reporting Person.
- (5) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (6) 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.
- (7)

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.