

JOHNSON RUPERT H JR
Form 5
November 14, 2005

FORM 5

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

OMB APPROVAL

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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 RUPERT H JR

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)
09/30/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

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 944031906

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)
Common Stock, par value \$.10	12/21/2004	^	G	45,000 D \$ 0	35,207,965	D	^
Common Stock, par value \$.10	12/21/2004	^	G	7,250 D \$ 0	35,200,715	D	^
	12/21/2004	^	G	2,900 D \$ 0	35,197,815	D	^

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Common Stock, par value \$.10										
Common Stock, par value \$.10	12/21/2004	Â	G	2,900	D	\$ 0	35,194,915	D	Â	
Common Stock, par value \$.10	12/21/2004	Â	G	1,450	D	\$ 0	35,193,465	D	Â	
Common Stock, par value \$.10	12/21/2004	Â	G	1,450	D	\$ 0	35,192,015	D	Â	
Common Stock, par value \$.10	12/20/2004	Â	G	43,523	D	\$ 0	338,211 ⁽¹⁾	I		By Foundation
Common Stock, par value \$.10	12/21/2004	Â	G	45,000	A	\$ 0	383,211	I		By Foundation
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	2,155,245	I		By IRA
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	6,072.739 ⁽²⁾	I		By Profit Sharing Plan
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	3,372 ⁽³⁾	I		By Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Date	Title Amount or Number		

