### Edgar Filing: BARKER PETER K - Form 4

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Form 4										
FORM 4 UNITED STATES SECURIT								-	PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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							3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	r STATEN								Expires:January 3200Estimated averageburden hours perresponse0.	
obligations may contin <i>See</i> Instruc 1(b).	ue. Section 17									
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> BARKER PETER K			2. Issuer Name <b>and</b> Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O FRANK INC., ONE F PARKWAY	LIN RESOUR	Middle) CES,		of Earliest T Day/Year) 2017	ransaction		X Director Officer (giv below)		% Owner her (specify	
				I. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)					Person			
				ole I - Non-l			cquired, Disposed		lly Owned	
1.Title of Security       2. Transaction Date       2A. Deemed         (Month/Day/Year)       Execution Date         (Instr. 3)       any (Month/Day/		Date, if	Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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)			
Demind D		- f 1 - 1		Code V		(D) Price				
Reminder: Repor	rt on a separate lin	e for each cla	ass of sec	urities bene	ficially ow	ned directly of	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Deferred Director's Fees (FRI)	Ш	10/02/2017		А	642.7454	04/20/2024 <u>(2)</u>	01/20/2029 <u>(2)</u>	Common Stock, par value \$.10

### **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
BARKER PETER K C/O FRANKLIN RESOURCES, INC ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	· X						
Signatures							
/s/ Maria Gray, Attorney-in-Fact	10/03/2017						
**Signature of Reporting Person	Date						

# \*\*Signature of Reporting Person

## **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) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the February following the director's 75th birthday. See footnote below.

Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources, Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over five years beginning on the earlier of the January 20, April 20, July 20 or October 20 immediately following the director's separation from service from Franklin Resources, Inc. and its subsidiaries and continuing on each

(3) January 20, April 20, July 20 and October 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. Reporting Person may transfer the hypothetical investment account amount into an alternative investment account not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

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.