FRANKLIN RESOURCES INC

Form 4

October 25, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * YANG GEOFFREY Y

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

FRANKLIN RESOURCES INC

(Check all applicable)

[BEN]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

10/23/2013

X_ Director Officer (give title

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

SAN MATEO, CA 94403-1906

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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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Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Date Underly Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3	ing Secu and 4)
Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3	and 4)
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or	
Derivative Disposed of (D)	
Security (Instr. 3, 4, and	
5)	
Code V (A) (D) Date Exercisable Expiration Date Title	Aı
	N
	Sł
Deferred Comr	ion
	_
Director's A 27.6294 04/20/2034(2) Stock,	_ /
Fees value v	e ²
(FRI) \$.1)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

YANG GEOFFREY Y C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906



Signatures

/s/ Maria Gray, Attorney-in-Fact

**Signature of Reporting Person Da

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 March 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 Director Deferred Compensation Plan, based upon the performance of Franklin Resources Inc.'s stock (including reinvested dividends) payable in

(3) one payment following the director's separation from service from Franklin Resources, Inc. and its subsidiaries. Reporting Person may transfer the hypothetical investment account amount into an alternative investment account(s) 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.

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