### FRANKLIN RESOURCES INC

Form 4

December 09, 2013

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FORM	$14_{ m UNITED}$	STATES	SECUI	RITIES A	AND EXC	HAN	IGE CO	OMMISSION	OMB	PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						Number:	3235-0287			
Check th									Expires:	January 31,	
if no long subject to Section 1 Form 4 o	6.	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per			
Form 5		rsuant to S	Section 1	6(a) of th	ne Securiti	es Ex	change	Act of 1934,	response	0.5	
obligatio may cont <i>See</i> Instr 1(b).	ns Section 170	(a) of the l	Public U	tility Hol		pany	Act of	1935 or Section	1		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person * 2. Iss JOHNSON CHARLES B Symbol				suer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			FRANKLIN RESOURCES INC [BEN]					(Check all applicable)			
(Last)	(First) (	Middle)		f Earliest T	ransaction			Director	X10%		
				Month/Day/Year) 2/06/2013				Officer (give t below)	below)	er (specify	
	(Street)			endment, Day/Yea	ate Original			6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	erson	
SAN MATI	EO, CA 94403-19	906						Form filed by M Person	ore than One Re	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ties Acqu	ired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securities on Dispose (Instr. 3, 4	d of (Î	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, par value \$.10	12/06/2013			S	300,000	D	\$ 54.65	4,518,351	I	By IRA	
Common Stock, par value \$.10								97,380,891	D		
Common Stock, par value \$.10								20,457.198	I	By 401(k)	

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Common Stock, par value \$.10	1,500,000	I	By Spouse
Common Stock, par value \$.10	817,800	I	By Trust Held By Spouse (2)

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.

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.	8)	5. Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
				Code	v	(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 CHARLES B C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

X

# **Signatures**

/s/ Charles B.

Johnson 12/09/2013

\*\*Signature of Reporting Person Date

2 Reporting Owners

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# **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) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 15, 2013.
- (2) Trust of which Reporting Person's spouse is the lifetime beneficiary.

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.