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FRANKLIN Form 4 February 05,	RESOURCES II	NC								
FORM	ГЛ								PPROVA	L
	UNITED	STATES		RITIES A ashington,			E COMMISSION	N OMB Number:	3235-	0287
Check thi if no long				0,				Expires:	Januar	-
subject to Section 1 Form 4 or	6. SIAIEN	(IENT O	F CHAI	NGES IN SECUR		ICIAL O	WNERSHIP OF	Estimated burden hou response	average urs per	2005 0.5
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(a) of the	Public U		ding Cor	npany Act	nge Act of 1934, of 1935 or Secti 940	on		
(Print or Type R	Responses)									
1. Name and A CROCKER	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
		FRANKLIN RESOURCES INC [BEN]				(Check all applicable)				
(Last)	(First) (I	Middle)		of Earliest Tr	ansaction		X_ Director		% Owner her (specify	
	KER CAPITAL, EET, SUITE 251:		(Month/ 02/02/2	Day/Year) 2007			below)	below)	ler (speen)	
	(Street)		4. If Am	endment, Da	ate Origina	ıl	6. Individual or	Joint/Group Fili	ng(Check	
		04	Filed(Mo	onth/Day/Year)		Applicable Line) _X_Form filed by Form filed by	One Reporting P More than One R		
SAN FRAN	CISCO, CA 941	04					Person		1 0	
(City)	(State)	(Zip)	Tal	ole I - Non-E	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	I
	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	1
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities benef	icially ow	ned 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.										
	Tabl			curities Acq ls, warrants			Beneficially Owner securities)	1		

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number of
TransactionDerivative6. Date Exercisable and Expiration7. Title and Amor
Underlying Security1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number of
TransactionDerivative6. Date Exercisable and Expiration7. Title and Amor
Underlying Security

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)	(Instr. 3 and 4	ł)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of 3
Deferred Director's Fees (FRI)	<u>(1)</u>	02/02/2007		A		6.2107		04/20/2015 <u>(2)</u>	01/20/2020(2)	Common Stock, par value \$.10	6.

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
CROCKER CHARLES C/O CROCKER CAPITAL ONE POST STREET, SUITE 251: SAN FRANCISCO, CA 94104	5 X					
Signatures						
/s/ CROCKER, CHARLES	2/05/2007					
**Signature of Reporting Person	Date					
Exploration of Poo	00000					

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 January following the director's 75th birthday. See below footnote.

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 the April 20 following the director's separation from service

(3) from Franklin Resources, Inc. and its subsidiaries and continuing on each July 20, October 20, January 20 and April 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. The 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.