

FRANKLIN CAPITAL CORP  
 Form N-23C-1  
 December 10, 2002  
 (Do not use this space)

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

**FORM N-23C-1**

**STATEMENT BY REGISTERED CLOSED-END  
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN  
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH**

(See rules and instructions on back of this form. If acknowledgment is desired, file this form with the Commission in triplicate.)

**REPORT FOR CALENDAR MONTH ENDING November 2002**

\_\_\_\_\_  
 Franklin Capital Corporation  
 (Name of registered closed-end investment company)

Date of Each Transaction	Identification of Security	Number of Shares Purchased	Price Per Share	Approximate Asset Value or Approximate Asset Coverage Per Share at Time of Purchase	Name of Seller or of Seller's Broker
November 8, 2002	Franklin Capital Corporation Common Stock	4,000	\$2.41	\$1.97	Ladenburg Thalman & Co., Inc.
November 15, 2002	Franklin Capital Corporation Common Stock	2,500	\$1.84	\$1.97	Ladenburg Thalman & Co., Inc.
November 20, 2002	Franklin Capital Corporation Common Stock	500	\$1.95	\$1.97	Ladenburg Thalman & Co., Inc.
November 21, 2002	Franklin Capital Corporation Common Stock	700	\$1.90	\$1.97	Ladenburg Thalman & Co., Inc.
November 22, 2002	Franklin Capital Corporation Common Stock	500	\$1.95	\$1.97	Ladenburg Thalman & Co., Inc.

REMARKS:

Franklin Capital Corporation  
 Name of Registrant

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By: /s/ Hiram M. Lazar

(Name)

Chief Financial Officer

(Title)

Date of Statement: December 10, 2002

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**SEC 1580 (5-97)**