

FRANKLIN RESOURCES INC  
Form 8-K  
July 11, 2006  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 10, 2006

**FRANKLIN RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-09318**  
(Commission File Number)

**13-2670991**  
(IRS Employer Identification No.)

**One Franklin Parkway, San Mateo, California**  
(Address of principal executive offices)

**94403**  
(Zip Code)

Registrant's telephone number, including area code: (650) 312-3000

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

## Edgar Filing: FRANKLIN RESOURCES INC - Form 8-K

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On July 10, 2006, Franklin Resources, Inc. (the Company) announced that its Board of Directors authorized the Company to purchase, from time to time, up to an aggregate of 10.0 million shares of its common stock in either open market or private transactions. The size and timing of these purchases will depend on price, market and business conditions and other factors. The stock repurchase program is not subject to an expiration date. The new Board of Directors authorization is in addition to its prior existing authorization, of which 22,139 shares remained available for repurchase at July 5, 2006.

A copy of the Company's press release, dated July 10, 2006, announcing the stock repurchase authority is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Press Release, dated July 10, 2006, issued by Franklin Resources, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN RESOURCES, INC.

Date: July 11, 2006

/s/ Barbara J. Green  
Name: Barbara J. Green  
Title: Vice President, Deputy General  
Counsel and Secretary

**EXHIBIT INDEX**

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