

FRANKLIN RESOURCES INC  
 Form 5/A  
 December 21, 2006

**FORM 5**

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person \*  
**JOHNSON GREGORY E**

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FRANKLIN RESOURCES INC  
 [BEN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 09/30/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/14/2005

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and President

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$.10	03/31/2005		G5 <sup>(1)</sup>	150 D \$0	485,806	D	

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

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