

FRANKLIN RESOURCES INC
 Form 5
 December 26, 2007

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

(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)
 09/30/2007

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

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) | (A) or (D) | Price | 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------------------|--|--|--|
| Common Stock, par value \$.10 | 12/29/1999 | Â | G ⁽¹⁾ | 11,000 | A | \$ ⁽¹⁾ | 142,780 ⁽⁹⁾ | I | <u> </u> ⁽²⁾ |
| Common Stock, par value \$.10 | 04/18/2007 | Â | J4 ⁽³⁾ | 199,980 | A | \$ ⁽³⁾ | 142,780 ⁽⁹⁾ | I | <u> </u> ⁽²⁾ |

| | | | | | | | | | |
|-------------------------------|------------|---|-------------------|--------|---|-----------|---|---|-------------------------|
| Common Stock, par value \$.10 | 04/18/2007 | Â | J4 ⁽⁴⁾ | 68,200 | D | \$ 132.99 | 142,780 ⁽⁹⁾ | I | — ⁽²⁾ |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 522,924 ⁽⁵⁾ <u>(9)</u> | D | Â |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 16,148 ⁽⁶⁾ <u>(9)</u> | I | Trustee for minor child |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 1,380.558 ⁽⁷⁾ <u>(9)</u> | I | By 401(k) |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 3,816 ⁽⁸⁾ ⁽⁹⁾ <u>(9)</u> | I | By spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (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 GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403 | Â X | Â | Â CEO and President | Â |

Signatures

/s/ Gregory E.
Johnson

12/26/2007

__Signature of
Reporting Person

Date

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 became a trustee of a trust for the benefit of the Reporting Person and the Reporting Person's children. No consideration was paid in respect thereof.
- (2) Reporting Person is a trustee of a trust for the benefit of the Reporting Person and the Reporting Person's children.
- (3) Trust received a pro-rata distribution from a limited partnership in which the trust is a limited partner. No consideration was paid in respect thereof.
- (4) Trust transferred shares to settle a debt previously contracted (for estate planning purposes) with a trust of which the Reporting Person's mother is the lifetime beneficiary and the Reporting Person is a contingent beneficiary.
- (5) Of the amount of securities beneficially owned, 46,342 shares represent unvested awards of restricted stock shares.
- (6) Shares are held by the Reporting Person as trustee for the Reporting Person's minor children. The Reporting Person disclaims any beneficial ownership of such shares.
- (7) Reporting Person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2007.
- (8) Shares are held by a member of the Reporting Person's immediate family. The Reporting Person disclaims any beneficial ownership of such shares.
- (9) Beneficial ownership at end of Issuer's fiscal year, September 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.