

FRANKLIN RESOURCES INC
Form 5
October 23, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

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 JENNIFER M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief Operating Officer

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403-1906

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

(City) (State) (Zip)

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 | 12/16/2013 | Â | G | 514 A \$ 0 (1) | 1,425,735.2707 | D | Â |
| Common Stock, par value \$.10 | 12/16/2013 | Â | G | 2,570 A \$ 0 (1) | 151,839 | I | As A Trustee For Minor Child (2) |

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| | | | | | | | | | |
|--------------------------------|------------|---|---|-------|---|-------------|----------------|---|-------------------------------------|
| Common Stock, par value \$0.10 | 12/30/2013 | Â | G | 1,210 | A | \$ 0 (1) | 151,839 | I | As A Trustee For Minor Child (2) |
| Common Stock, par value \$0.10 | 12/30/2013 | Â | G | 1,210 | D | \$ 0 (1) | 1,425,735.2707 | D | Â |
| Common Stock, par value \$0.10 | 05/09/2014 | Â | G | 185 | D | \$ 0 (1) | 1,425,735.2707 | D | Â |
| Common Stock, par value \$0.10 | 07/21/2014 | Â | G | 220 | D | \$ 0 (1) | 1,425,735.2707 | D | Â |
| Common Stock, par value \$0.10 | Â | Â | Â | Â | Â | Â | 1,627.8134 | I | By 401(k) (3) |
| Common Stock, par value \$0.10 | Â | Â | Â | Â | Â | Â | 2,610,000 | I | By Business Limited Partnership (4) |
| Common Stock, par value \$0.10 | Â | Â | Â | Â | Â | Â | 15,000 | I | By Business Trust (5) |
| Common Stock, par value \$0.10 | Â | Â | Â | Â | Â | Â | 198,000 | I | By Venture Limited Partnership (6) |

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.

SEC 2270
(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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

of (D)
 (Instr. 3,
 4, and 5)
 (A) (D) Date Expiration Title Amount
 Exercisable Date Date or
 Number
 of
 Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON JENNIFER M C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906 | Â | Â | Â EVP & Chief Operating Officer | Â |

Signatures

/s/ Jennifer M.
 Johnson 10/23/2014

**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) Not applicable.
- (2) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2014.
- (4) Business limited partnership under control of Reporting Person.
- (5) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (6) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.

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.