#### FRANKLIN RESOURCES INC

Form 4

November 06, 2006

<b>FORM</b>	ЛЛ								OMB AP	PROVAL	
FUNI	" 4 UNITED	STATES S		RITIES A shington				OMMISSION	OMB Number:	3235-0287	
	ck this box						Expires:	January 31,			
subject t Section	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						NERSHIP OF	Estimated average burden hours per response 0.			
Form 5 obligation may con <i>See</i> Institute 1(b).	ons Section 17(	a) of the Pu	ıblic U		lding Co	mpar	ny Act of	e Act of 1934, 1935 or Section 0	·		
(Print or Type	Responses)										
1. Name and A	Address of Reporting INIFER J	S	Symbol	er Name an				5. Relationship of F Issuer	Reporting Person	on(s) to	
			FRANKLIN RESOURCES INC [BEN]					(Check all applicable)			
(Last)	(Last) (First) (Middle) 3. Da			of Earliest T	ransaction	1		Director _X_ Officer (give t		Owner r (specify	
	KLIN RESOURO FRANKLIN Y		Month/I 1/02/2	Day/Year) 2006				below)	below) ons and Techn	r (specify nology	
CANIMAT	(Street)	F		endment, D onth/Day/Yea	_	nal		6. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo	e Reporting Per	rson	
	EO, CA 9440319	00						Person		-	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secu	rities Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock, par value \$.10	11/02/2006			A	4,093	A	\$ 109.95	481,138.8517 (1)	D		
Common Stock, par value \$.10								41,453 (2)	I	As a Trustee for Minor Child	
Common Stock, par								866.141 (3)	I	By 401(k)	

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Common Stock, par value \$.10	968 <u>(4)</u>	I	By Spouse
Common Stock, par	11,000	I	By Trust
value \$ 10	,		<b>,</b>

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 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. ctionNumber of Security Acquire (A) or Dispose of (D) (Instr. 3, 4, and 2	(Month/Day, ive ies ed ed	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

BOLT JENNIFER J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906

**EVP-Operations and Technology** 

Deletionshine

## **Signatures**

/s/ BOLT, JENNIFER J. 11/06/2006

\*\*Signature of Reporting Date
Person

Reporting Owners 2

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### **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) Of the amount of securities beneficially owned, 15,697 shares represent unvested awards of restricted stock shares.
- (2) Shares are held by Ms. Bolt as Trustee for Ms. Bolt's minor children. Ms. Bolt disclaims any beneficial ownership of such shares.
- (3) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2006.
- (4) Shares are held by a member of Mrs. Bolt's immediate family. Mrs. Bolt disclaims any beneficial ownership of such shares.

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