

FRANKLIN RESOURCES INC  
Form 4  
January 26, 2007

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TATLOCK ANNE 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)  
180 RIVERSIDE DRIVE, APT 5F  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/24/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

NEW YORK, NY 10024

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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	12/08/2006		G	V 2,350 D \$ 0	167,252	D	
Common Stock, par value \$.10	01/24/2007		F	832 D \$ 120.19	166,420	D	
Common Stock, par value \$.10					40,284.125 (1)	I	By 401(k)
Common Stock, par					2,621 (2)	I	By Immediate



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