

FRANKLIN RESOURCES INC  
Form 4  
December 05, 2012

**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 \*  
JOHNSON GREGORY E

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. Date of Earliest Transaction (Month/Day/Year)  
12/05/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

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

(Street)

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

SAN MATEO, CA 94403-1906

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock, par value \$ .10  | 12/05/2012                           |  | S                              |   |   |  | By Limited Partnership                                |
|                                 |                                      |  |                                |   | \$  |  |   |
|                                 |                                      |  |                                |   | 127.4043  | 875,000  | I   |
|                                 |                                      |  |                                |   | (1)   |  |   |
| Common Stock, par value \$ .10  |                                      |  |                                |   |   | 720,886 (2)  | D   |
| Common Stock, par value \$ .10  |                                      |  |                                |   |   | 20,104   | I   |
|                                 |                                      |  |                                |   |   |  | As A Trustee For                                      |

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|  |  |  |  |           |   |  |                               |
|--|--|--|--|-----------|---|--|-------------------------------|
| value<br>\$.10                         |  |  |  |           |   |  | Minor<br>Child <sup>(3)</sup> |
| Common<br>Stock, par<br>value<br>\$.10 |  |  |  | 1,518.503 | I |  | By 401(k)<br><u>(4)</u>       |
| Common<br>Stock, par<br>value<br>\$.10 |  |  |  | 5,085     | I |  | By Spouse<br><u>(5)</u>       |
| Common<br>Stock, par<br>value<br>\$.10 |  |  |  | 2,700     | I |  | By Trust <u>(6)</u>           |

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|---|---|--|---|---|---|
|   |  |   |   |   |   | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |   |   | Code   | V   | (A)   | (D)   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| JOHNSON GREGORY E<br>C/O FRANKLIN RESOURCES, INC.<br>ONE FRANKLIN PARKWAY<br>SAN MATEO, CA 94403-1906 | X             |           | CEO and<br>President |       |

## Signatures

/s/ Maria Gray,  
Attorney-in-Fact

12/05/2012

\_\_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).  
The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$127.06 to \$127.97, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff on the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (1) Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (2) Of the amount of securities beneficially owned, 112,610 shares represent unvested restricted stock awards.
  - (3) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
  - (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 12, 2012.
  - (5) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
  - (6) Business trust for the benefit of Reporting Person and Reporting Person's children.

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.