FRANKLIN RESOURCES INC

Form 4

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September 01, 2016

FORM	M /1								OMB AF	PROVAL			
FORIV	UNITED S	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number: 3235-0287				
Check th				υ,					Expires:	January 31,			
if no long subject to Section 1 Form 4 o	6. SIAIE .	IENT OI	ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hour response	•			
Form 5 obligation may cont <i>See</i> Instruction 1(b).	ns Section 17(a	a) of the l	Public Ut		ding Com	pany	Act of	e Act of 1934, f 1935 or Section 40	·				
(Print or Type I	Responses)												
1. Name and Address of Reporting Person * Advani Vijay Chandur			2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC					5. Relationship of Reporting Person(s) to Issuer					
			[BEN]					(Chec.	k all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner N Officer (give title Other (specify below)					
	KLIN RESOURC FRANKLIN 7	ES,	08/31/20	016				· · · · · · · · · · · · · · · · · · ·	o-President				
CANIMATI	(Street)	06		ndment, Da nth/Day/Year	_			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	one Reporting Pe	rson			
SAN MATE	EO, CA 94403-19	06						Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Year)		n Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock, par value \$.10	08/31/2016			F	23,311	D	\$ 36.5	78,577.5717 (1)	D				
Common Stock, par value \$.10								1,104.1635	I	By 401(k)			
Common Stock, par								313,548 (3)	I	By Trust			

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
		·				(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date	Title	Number			
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Advani Vijay Chandur C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

Co-President

Signatures

/s/ Virginia Rosas, Attorney-in-Fact 09/01/2016

**Signature of Reporting Person Da

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, 48,463 shares represent unvested restricted stock awards.
- (2) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of July 15, 2016.
- (3) Since last filing, includes 5,970 shares previously reported by Reporting Person under direct shares.
- (4) Revocable family trust for which Reporting Person and spouse are co-trustees with shared voting and investment power.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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