

JOHNSON GREGORY E

Form 4

December 12, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman and CEO

(Street)
SAN MATEO, CA 94403-1906

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 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	12/06/2018		G	V 940 A	\$ 0 (1) 2,144,950	D	
Common Stock, par value \$.10	12/06/2018		G	V 1,880 A	\$ 0 (1) 74,996	I	As A Trustee For Minor Child (2)
Common Stock, par value \$.10	12/06/2018		G	V 940 A	\$ 0 (1) 19,625	I	By Spouse (3)

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Common Stock, par value \$.10	12/10/2018	A	18,116 (4)	A	(1)	2,163,066 (5)	D	
Common Stock, par value \$.10						5,635.6422	I	By 401(k) (6)
Common Stock, par value \$.10						2,565,000	I	By Business Limited Partnership (7)
Common Stock, par value \$.10						8,100	I	By Business Trust (8)
Common Stock, par value \$.10						396,000	I	By Venture Limited Partnership (9)

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

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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 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 of (D) (Instr. 3, 4, and 5)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X

Reporting Owners

JOHNSON GREGORY E
C/O FRANKLIN RESOURCES, INC.
ONE FRANKLIN PARKWAY
SAN MATEO, CA 94403-1906

Chairman
and CEO

Signatures

/s/ Maria Gray,
Attorney-in-Fact

12/12/2018

__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) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.

(4) On November 3, 2015, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On December 10, 2018, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2018 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on December 20, 2018.

(5) Of the amount of securities beneficially owned, 171,726 shares represent unvested restricted stock awards (which excludes the unvested restricted stock units scheduled to vest on December 20, 2018 as reported in Footnote 4).

(6) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 12, 2018.

(7) Business limited partnership under control of Reporting Person.

(8) Business trust for the benefit of Reporting Person and Reporting Person's children.

(9) 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 is insufficient, *see* Instruction 6 for procedure.

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