

FRANKLIN RESOURCES INC

Form 4

March 16, 2005

**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 \*  
**JOFFE ROBERT D**

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)  
**03/14/2005**

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

**C/O CRAVATH, SWAINE &  
 MOORE LLP, 825 EIGHTH  
 AVENUE**

(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

**NEW YORK, NY 100197475**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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)*

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date Exercisable Expiration Date                               | Title                                                          |
| Deferred<br>Director's<br>Fees<br>(FRI)             | \$ 0                                                                  | 03/14/2005                              |                                                             | A                                       | 10.5042                                                                                                   | 05/26/2018 <sup>(1)</sup> 05/26/2018 <sup>(1)</sup>            | Common<br>Stock, par<br>value<br>\$.10                         |
| Deferred<br>Director's<br>Fees<br>(FRI)             | \$ 0                                                                  | 03/15/2005                              |                                                             | A                                       | 20.9849                                                                                                   | 05/26/2018 <sup>(1)</sup> 05/26/2018 <sup>(1)</sup>            | Common<br>Stock, par<br>value<br>\$.10                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                  | Director      | 10% Owner | Officer | Other |
| JOFFE ROBERT D<br>C/O CRAVATH, SWAINE & MOORE LLP<br>825 EIGHTH AVENUE<br>NEW YORK, NY 100197475 | X             |           |         |       |

## Signatures

/s/ JOFFE,  
ROBERT D. 03/16/2005

\_\_\_\_\_  
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).
- Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees based upon the
- (1) performance of Issuer's stock (including reinvested dividends) payable in cash on the earlier of Mr. Joffe's ceasing to be a director or May 26, 2018.
  - (2) Represents the equivalent amount of Franklin Resources, Inc.'s common stock under the director's deferred compensation arrangement as of the transaction date.

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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