## Edgar Filing: BAIO JAMES R - Form 4

BAIO JAME Form 4													
November 0'	ГЛ						NOD			PROVAL			
	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSIO</b> Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287				
Check th if no long subject to Section 1 Form 4 o Form 5	ger <b>STATEN</b> 6. r		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,						Expires:January 31 2005Estimated average burden hours per response0.5				
obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 170	(a) of the	Public U		ding Cor	npan	y Act of	f 1935 or Sectior	1				
(Print or Type I	Responses)												
BAIO JAMES R Syn FR			Symbol	FRANKLIN RESOURCES INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	KLIN RESOUR( FRANKLIN	Middle) CES,	3. Date of (Month/E 11/03/2		ransaction			Director X Officer (give below) SVP & Chi					
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SAN MATE	EO, CA 9440319	06						Form filed by M Person	ore than One Re	porting			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8) Code V	4. Securi or(A) or D (Instr. 3, Amount	ispose 4 and (A) or	d of (D)	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	11/03/2005			A	2,937	A	\$ 89.39	24,578.0178 (1)	D				

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.

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
BAIO JAMES R C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906			SVP & Chief Financial Officer					
Signatures								
By: BARBARA J. GREEN, ATTORNEY-IN-FACT		11/07/2005						
<u>**</u> 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) Of the amount of securities beneficially owned, 10,113 shares represent unvested awards of restricted stock shares.

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.