#### Edgar Filing: FRANKLIN RESOURCES INC - Form 4

FRANKLIN Form 4	NRESOURCES I	NC										
August 02, 2										OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Set in 16. Form 4 or Form 5 Section 17(a) of the Public Utility Holding 30(h) of the Investment Con					RITIES ne Securiti ding Com	Expires: Estimated a burden hour response						
(Print or Type	Responses)											
1. Name and Advani Vij							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
								Director 10% Owner XOfficer (give titleOther (specify below) below) EVP - Global Advisor Services				
				Ionth/Day/Year) A					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - No	on-]	Derivative S	Securi		red, Disposed of,	or Beneficiall	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transa Code (Instr. 3	ctio 8)	4. Securitie our Dispose (Instr. 3, 4	es Acq d of (I and 5) (A) or	uired (A)	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	07/31/2007			Code F	v	Amount 84.0579	(D) D	Price \$ 127.37	25,551.832 (1)	D		
Common Stock, par value \$.10									309.505 <u>(2)</u>	Ι	By 401(k)	
Common Stock, par value \$.10									18,164.722	Ι	By Trust	

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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.

# 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	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title 1	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Advani Vijay Chandur			EVP -					
C/O FRANKLIN RESOURCES, INC.			Global					
ONE FRANKLIN PARKWAY			Advisor					
SAN MATEO, CA 94403-1906			Services					

## **Signatures**

By: Maria Gray, Attorney-In-Fact 08/02/2007

\*\*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, 22,336 shares represent unvested awards of restricted stock shares.
- (2) Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of June 15, 2007.

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.