

FRANKLIN RESOURCES INC
 Form 5
 October 25, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JOHNSON GREGORY E

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**FRANKLIN RESOURCES INC
 [BEN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	04/29/2013	^	G	133 D	\$ 0 (1) 1,706,270 (2)	D	^
Common Stock, par value \$.10	06/27/2013	^	G	900 D	\$ 0 (1) 1,706,270 (2)	D	^
	07/01/2013	^	G	108 D		D	^

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Common Stock, par value \$.10						\$ 0 (1)	1,706,270 (2)		
Common Stock, par value \$.10	08/22/2013	Â	G	4,233	D	\$ 0 (1)	1,706,270 (2)	D	Â
Common Stock, par value \$.10	08/29/2013	Â	G	2,222	D	\$ 0 (1)	1,706,270 (2) (3)	D	Â
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	60,930 (2)	I	As A Trustee For Minor Child (4)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	4,690,941 (2)	I	By 401(k) (5)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	2,565,000 (2)	I	By Business Limited Partnership (6)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	8,100 (2)	I	By Business Trust (7)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	15,564 (2)	I	By Spouse (8)
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	396,000 (2)	I	By Venture Limited Partnership (9)

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.

SEC 2270
(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. of D Se B O E Is Fi (I
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	X	X	X	X
			Chairman, CEO and President	

Signatures

/s/ Gregory E. Johnson 10/25/2013

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) Reflects adjustment in connection with the 3-for-1 stock split of the common stock of Franklin Resources, Inc. in the form of a stock dividend distributed on July 25, 2013 to stockholders of record at the close of business on July 12, 2013.
- (3) Of the amount of securities beneficially owned, 173,340 shares represent unvested restricted stock awards.
- (4) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (5) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2013.
- (6) Business limited partnership under control of Reporting Person.
- (7) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (8) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
- (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 provided 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.