

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN RESOURCES INC
Form 13F-HR
November 14, 2011

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA, US 94403-1906

Form 13F File Number: 028-00734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Rosselot
Title: Assistant Secretary
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT Fort Lauderdale, FL November 3, 2011
[Signature] [City,State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 14
 Form 13F Information Table Entry Total: 3647
 Form 13F Information Table Value Total: 123,218,072
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-03877	Fiduciary Trust Company International
4	028-12948	Fiduciary International, Inc.
5	028-06154	Franklin Mutual Advisers, LLC
6	028-11855	Franklin Templeton Investments (Asia) Ltd.
7	028-11753	Franklin Templeton Investments Australia Limited
8	028-06143	Franklin Templeton Investments Corp.
9	028-12310	Franklin Templeton Institutional, LLC
10	028-11761	Franklin Templeton Investment Management Limited
11	028-06174	Franklin Templeton Portfolio Advisors, Inc.
12	028-11763	Templeton Asset Management Ltd.
13	028-05454	Templeton Global Advisors Limited
14	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 09/30/2011
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3M CO	COM	88579Y101	2577	35900	SH		DEFIN
3M CO	COM	88579Y101	87771	1222610	SH		DEFIN
3M CO	COM	88579Y101	20083	279740	SH		DEFIN
3M CO	COM	88579Y101	14592	203266	SH		DEFIN
3M CO	COM	88579Y101	563	7840	SH		DEFIN
7 DAYS GROUP HLDGS LTD	ADR	81783J101	2955	233445	SH		DEFIN
AAR CORP	COM	000361105	33738	2023900	SH		DEFIN

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ABB LTD	SPONSORED ADR	000375204	41214	2413010	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	10422	610210	SH	DEFINE
ABBOTT LABS	COM	002824100	340001	6648440	SH	DEFINE
ABBOTT LABS	COM	002824100	41505	811601	SH	DEFINE
ABBOTT LABS	COM	002824100	43329	847255	SH	DEFINE
ABBOTT LABS	COM	002824100	997	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	10	190	SH	DEFINE
ABBOTT LABS	COM	002824100	25773	503978	SH	DEFINE
ABBOTT LABS	COM	002824100	1157	22618	SH	DEFINE
ABBOTT LABS	COM	002824100	7186	140510	SH	DEFINE
ABBOTT LABS	COM	002824100	102326	2000890	SH	DEFINE
ABBOTT LABS	COM	002824100	11768	230110	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	60153	977140	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	20	325	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	98	1584	SH	DEFINE
ABITIBIBOWATER INC	COM NEW	003687209	4970	331157	SH	DEFINE
ABM INDS INC	COM	000957100	88451	4640667	SH	DEFINE
ABM INDS INC	COM	000957100	45	2375	SH	DEFINE
ABOVENET INC	COM	00374N107	259357	4838741	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	12733	241703	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	10694	203006	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2732	51855	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3318	62989	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1	24	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	8922	169370	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	96654	1834731	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	38120	723609	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	96	1820	SH	DEFINE
ACE LTD	SHS	H0023R105	20273	334545	SH	DEFINE
ACE LTD	SHS	H0023R105	12164	200733	SH	DEFINE
ACE LTD	SHS	H0023R105	1157	19100	SH	DEFINE
ACE LTD	SHS	H0023R105	663478	10948479	SH	DEFINE
ACE LTD	SHS	H0023R105	13082	215876	SH	DEFINE
ACE LTD	SHS	H0023R105	1393	22987	SH	DEFINE
ACE LTD	SHS	H0023R105	1519	25060	SH	DEFINE
ACE LTD	SHS	H0023R105	1646	27161	SH	DEFINE
ACE LTD	SHS	H0023R105	7862	129734	SH	DEFINE
ACE LTD	SHS	H0023R105	6366	105050	SH	DEFINE
ACE LTD	SHS	H0023R105	219941	3629391	SH	DEFINE
ACE LTD	SHS	H0023R105	134194	2214415	SH	DEFINE
ACE LTD	SHS	H0023R105	157	2590	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	3054	647000	SH	DEFINE
ACME PACKET INC	COM	004764106	55596	1305380	SH	DEFINE
ACME PACKET INC	COM	004764106	78	1832	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1224	102875	SH	DEFINE
ADOBE SYS INC	COM	00724F101	3315	137165	SH	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	551	146200	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	4558	218600	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	696	33400	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	2856	137000	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	7948	627300	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	251	19800	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	1086	85700	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	2800	99479	SH	DEFINE
AES CORP	COM	00130H105	1220	125000	SH	DEFINE
AETNA INC NEW	COM	00817Y108	42904	1180290	SH	DEFINE
AETNA INC NEW	COM	00817Y108	313	8607	SH	DEFINE
AETNA INC NEW	COM	00817Y108	52	1440	SH	DEFINE
AETNA INC NEW	COM	00817Y108	3717	102250	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	43833	561600	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1657	21234	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1600	20500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AFLAC INC	COM	001055102	42826	1225349	SH	DEFINE
AFLAC INC	COM	001055102	78897	2257433	SH	DEFINE
AFLAC INC	COM	001055102	16284	465914	SH	DEFINE
AFLAC INC	COM	001055102	13	360	SH	DEFINE
AFLAC INC	COM	001055102	184	5260	SH	DEFINE
AFLAC INC	COM	001055102	1069	30587	SH	DEFINE
AGCO CORP	COM	001084102	2137	61810	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	83490	2671689	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	6052	193648	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	9	300	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1444	46200	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	32	1030	SH	DEFINE
AGL RES INC	COM	001204106	141200	3465870	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	34724	583400	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	310	5211	SH	DEFINE
AGRIUM INC	COM	008916108	5059	75975	SH	DEFINE
AGRIUM INC	COM	008916108	96	1445	SH	DEFINE
AGRIUM INC	COM	008916108	71653	1075980	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	252425	3305288	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	42004	550000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	12917	169135	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	65	850	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1077	14100	SH	DEFINE
ALAMO GROUP INC	COM	011311107	5551	267000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	4391	78000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	43240	768170	SH	DEFINE
ALBEMARLE CORP	COM	012653101	150046	3714000	SH	DEFINE
ALBEMARLE CORP	COM	012653101	8809	218040	SH	DEFINE
ALBEMARLE CORP	COM	012653101	93	2312	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	146	51505	SH	DEFINE
ALCOA INC	COM	013817101	3440	359500	SH	DEFINE
ALCOA INC	COM	013817101	1488	155500	SH	DEFINE
ALCOA INC	COM	013817101	725	75800	SH	DEFINE
ALCOA INC	COM	013817101	2104	219820	SH	DEFINE
ALCOA INC	COM	013817101	7619	796110	SH	DEFINE
ALCOA INC	COM	013817101	4295	448850	SH	DEFINE
ALCOA INC	COM	013817101	606	63360	SH	DEFINE
ALCOA INC	COM	013817101	172	18000	SH	DEFINE
ALCOA INC	COM	013817101	22	2310	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	1168	31966	SH	DEFINE
ALEXANDERS INC	COM	014752109	193374	535632	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	10045	163620	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	21556	336500	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	194	3030	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	22	77	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	39	135	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	193260	669879	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	57130	1212168	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	1010	21422	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	4298	91200	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	3623	76862	SH	DEFINE
ALLERGAN INC	COM	018490102	134131	1628203	SH	DEFINE
ALLERGAN INC	COM	018490102	29724	360814	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	38934	420000	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	267	2875	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE 4.750% 5/10	18581AC2	6150	3000000	PRN	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE 1.750% 8/00	18581AD0	21590	17000000	PRN	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	8	600	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	33	2420	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	46893	3435417	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	4028	295081	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	312	22890	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALLIANT ENERGY CORP	COM	018802108	61308	1585000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	76	1970	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	46009	2553200	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	5	250	SH	DEFINE
ALLSTATE CORP	COM	020002101	2961	125000	SH	DEFINE
ALLSTATE CORP	COM	020002101	1722	72680	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	23277	1315800	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	108	6100	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7844	292580	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	9333	348131	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	631729	23563167	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	16	590	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4290	160000	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	13680	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	1727	117000	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	7753	842700	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	247	26900	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	1061	115300	SH	DEFINE
AMAZON COM INC	COM	023135106	152674	706070	SH	DEFINE
AMAZON COM INC	COM	023135106	34961	161683	SH	DEFINE
AMAZON COM INC	COM	023135106	7590	35100	SH	DEFINE
AMAZON COM INC	COM	023135106	908	4200	SH	DEFINE
AMAZON COM INC	COM	023135106	17644	81600	SH	DEFINE
AMAZON COM INC	COM	023135106	1946	9000	SH	DEFINE
AMAZON COM INC	COM	023135106	138	636	SH	DEFINE
AMAZON COM INC	COM	023135106	1038	4800	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	11451	518600	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	19734	893763	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	334830	15164404	SH	DEFINE
AMERICAN ASSETS TR INC	COM	024013104	4798	267310	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM	024835100	9861	265020	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	598734	15747880	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	6975	183465	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	38	1000	SH	OTHER
AMERICAN EXPRESS CO	COM	025816109	26942	600050	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	39917	889015	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	45	1000	SH	OTHER
AMERICAN EXPRESS CO	COM	025816109	1293	28800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	17699	394176	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	5611	124970	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	13822	307846	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	413	9200	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	10511	234090	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	7083	157740	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	308208	6864310	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	47997	1068983	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	94	2100	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	53	2423	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	51	2346	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	387775	17666265	SH	DEFINE
AMERICAN NATL INS CO	COM	028591105	53434	771613	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	5862	799700	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	120589	2241440	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	36285	674451	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	5918	110000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1076	20000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	19307	358868	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1775	33000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	246	4578	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1248	23200	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	15832	1307380	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	80593	2670400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMERICAN WTR WKS CO INC NEW	COM	030420103	5390	178585	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	1341	34075	SH	DEFINE
AMERIS BANCORP	COM	03076K108	875	100476	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	1398	37513	SH	DEFINE
AMETEK INC NEW	COM	031100100	63161	1915700	SH	DEFINE
AMETEK INC NEW	COM	031100100	1706	51742	SH	DEFINE
AMGEN INC	COM	031162100	88135	1603910	SH	DEFINE
AMGEN INC	COM	031162100	4678	85132	SH	DEFINE
AMGEN INC	COM	031162100	595205	10831758	SH	DEFINE
AMGEN INC	COM	031162100	16504	300351	SH	DEFINE
AMGEN INC	COM	031162100	6625	120569	SH	DEFINE
AMGEN INC	COM	031162100	61175	1113277	SH	DEFINE
AMGEN INC	COM	031162100	730	13290	SH	DEFINE
AMGEN INC	COM	031162100	43019	782860	SH	DEFINE
AMGEN INC	COM	031162100	3009	54758	SH	DEFINE
AMGEN INC	COM	031162100	14689	267320	SH	DEFINE
AMGEN INC	COM	031162100	803363	14619890	SH	DEFINE
AMGEN INC	COM	031162100	99042	1802406	SH	DEFINE
AMGEN INC	COM	031162100	187	3400	SH	DEFINE
AMR CORP	NOTE	6.250%10/1001765BC9	6284	10000000	PRN	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	4332	469300	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	5	562	SH	DEFINE
ANACOR PHARMACEUTICALS INC	COM	032420101	2934	514700	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	199540	3164790	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	15228	241520	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	1488	23600	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	76	1200	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	173	2743	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	502	546471	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	35941	1150110	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3056	97800	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	122817	2508000	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	3949	80635	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	49	1000	SH	OTHER
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	738	15071	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	205849	4977003	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	159	3850	SH	DEFINE
ANIKA THERAPEUTICS INC	COM	035255108	110	20000	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	2911	175020	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	4386	263725	SH	DEFINE
ANSYS INC	COM	03662Q105	66454	1355100	SH	DEFINE
ANSYS INC	COM	03662Q105	27	549	SH	DEFINE
ANTHERA PHARMACEUTICALS INC	COM	03674U102	2241	469792	SH	DEFINE
AOL INC	COM	00184X105	0	30	SH	DEFINE
AOL INC	COM	00184X105	536	44670	SH	DEFINE
AOL INC	COM	00184X105	612	50960	SH	DEFINE
AOL INC	COM	00184X105	1671	139270	SH	DEFINE
AON CORP	COM	037389103	3	75	SH	DEFINE
AON CORP	COM	037389103	1557	37100	SH	DEFINE
AON CORP	COM	037389103	310	7380	SH	DEFINE
APACHE CORP	COM	037411105	2632	32800	SH	DEFINE
APACHE CORP	COM	037411105	28227	351778	SH	DEFINE
APACHE CORP	COM	037411105	22302	277944	SH	DEFINE
APACHE CORP	COM	037411105	472090	5883475	SH	DEFINE
APACHE CORP	COM	037411105	3059	38125	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	18226	350900	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	8314	160065	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	42	800	SH	OTHER
APOGEE ENTERPRISES INC	COM	037598109	22692	2641678	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	15803	398970	SH	DEFINE
APPLE INC	COM	037833100	701414	1840110	SH	DEFINE
APPLE INC	COM	037833100	207086	543277	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

APPLE INC	COM	037833100	76	200	SH	OTHER
APPLE INC	COM	037833100	14561	38200	SH	DEFINE
APPLE INC	COM	037833100	95	250	SH	DEFINE
APPLE INC	COM	037833100	762	2000	SH	DEFINE
APPLE INC	COM	037833100	4060	10650	SH	DEFINE
APPLE INC	COM	037833100	15819	41500	SH	DEFINE
APPLE INC	COM	037833100	1525	4000	SH	DEFINE
APPLE INC	COM	037833100	981	2574	SH	DEFINE
APPLE INC	COM	037833100	1029	2700	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	34952	1286880	SH	DEFINE
APPLIED MATLS INC	COM	038222105	516	49823	SH	DEFINE
APTARGROUP INC	COM	038336103	23184	519000	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	1285	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE	5.000% 5/103938LAK0	17123	16250000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	16643	509337	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	853	26105	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	23448	717600	SH	DEFINE
ARCH COAL INC	COM	039380100	4917	337263	SH	DEFINE
ARCH COAL INC	COM	039380100	4	300	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	116339	4689200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	2949	118860	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	2931	118125	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	3751	240107	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	68	4331	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	294	18800	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4975	175352	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	267	30400	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	1	100	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	8075	500000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	19	1200	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	13071	809370	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	2053	127120	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	22950	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	26	1000	SH	DEFINE
ARQULE INC	COM	04269E107	16755	3317800	SH	DEFINE
ARQULE INC	COM	04269E107	180	35700	SH	DEFINE
ARQULE INC	COM	04269E107	743	147200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	44	1600	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1945	70030	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	559	20130	SH	DEFINE
ARTIO GLOBAL INVS INC	COM CL A	04315B107	26256	3298520	SH	DEFINE
ARTIO GLOBAL INVS INC	COM CL A	04315B107	1426	179200	SH	DEFINE
ARUBA NETWORKS INC	COM	043176106	68333	3267963	SH	DEFINE
ARUBA NETWORKS INC	COM	043176106	1	55	SH	DEFINE
ARUBA NETWORKS INC	COM	043176106	147	7051	SH	DEFINE
ASHLAND INC NEW	COM	044209104	14566	330000	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	4525	131000	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	1097	31770	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	45802	1987930	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	3638	157906	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	3054	200000	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	2933	315352	SH	DEFINE
ASSURANT INC	COM	04621X108	30430	850000	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	1565	142365	SH	DEFINE
ASTEC INDS INC	COM	046224101	35692	1219002	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	111	14453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	796	17945	SH	DEFINE
AT&T INC	COM	00206R102	740442	25962181	SH	DEFINE
AT&T INC	COM	00206R102	35095	1230548	SH	DEFINE
AT&T INC	COM	00206R102	61	2126	SH	DEFINE
AT&T INC	COM	00206R102	1754	61515	SH	DEFINE
AT&T INC	COM	00206R102	703	24650	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AT&T INC	COM	00206R102	1306	45808	SH	DEFINE
AT&T INC	COM	00206R102	1395	48910	SH	DEFINE
AT&T INC	COM	00206R102	473	16570	SH	DEFINE
AT&T INC	COM	00206R102	2219	77820	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	1058	17769	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	4085	68590	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2329	70836	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	32	975	SH	DEFINE
ATMEL CORP	COM	049513104	6496	805000	SH	DEFINE
ATMEL CORP	COM	049513104	99	12300	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	53035	1543500	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	76	2200	SH	DEFINE
AURICO GOLD INC	COM	05155C105	12248	1297100	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	5418	1060800	SH	DEFINE
AUTODESK INC	COM	052769106	22224	800000	SH	DEFINE
AUTODESK INC	COM	052769106	6514	234500	SH	DEFINE
AUTODESK INC	COM	052769106	6667	240000	SH	DEFINE
AUTODESK INC	COM	052769106	1195	43000	SH	DEFINE
AUTODESK INC	COM	052769106	20639	742945	SH	DEFINE
AUTODESK INC	COM	052769106	2222	80000	SH	DEFINE
AUTODESK INC	COM	052769106	1403	50500	SH	DEFINE
AUTOLIV INC	COM	052800109	55200	1138136	SH	DEFINE
AUTOLIV INC	COM	052800109	24	500	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	33005	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	20339	431374	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	75	1600	SH	OTHER
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	8609	574330	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	303	20200	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	1294	86300	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	125045	3815850	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	2122	64760	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	292	8916	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	292	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	15894	139361	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	11587	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	157	6268	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	8	300	SH	DEFINE
AVISTA CORP	COM	05379B107	16421	688500	SH	DEFINE
AVISTA CORP	COM	05379B107	78	3250	SH	DEFINE
AVIVA PLC	ADR	05382A104	9113	974610	SH	DEFINE
AVON PRODS INC	COM	054303102	10582	539917	SH	DEFINE
AVON PRODS INC	COM	054303102	8	400	SH	OTHER
AVON PRODS INC	COM	054303102	10128	516710	SH	DEFINE
AVON PRODS INC	COM	054303102	685	34934	SH	DEFINE
AVON PRODS INC	COM	054303102	59531	3037307	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	19686	758920	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	1562	79900	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	7	380	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	49487	462885	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	8601	80449	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	3870	36200	SH	DEFINE
BAKER HUGHES INC	COM	057224107	24001	519948	SH	DEFINE
BAKER HUGHES INC	COM	057224107	910	19711	SH	DEFINE
BAKER HUGHES INC	COM	057224107	664	14380	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1956	42380	SH	DEFINE
BAKER HUGHES INC	COM	057224107	37121	804180	SH	DEFINE
BAKER HUGHES INC	COM	057224107	513	11110	SH	DEFINE
BAKER HUGHES INC	COM	057224107	20881	452328	SH	DEFINE
BAKER HUGHES INC	COM	057224107	997	21601	SH	DEFINE
BAKER HUGHES INC	COM	057224107	7314	158440	SH	DEFINE
BAKER HUGHES INC	COM	057224107	272044	5893510	SH	DEFINE
BAKER HUGHES INC	COM	057224107	25490	552216	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BAKER HUGHES INC	COM	057224107	80	1740	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6048	283000	SH	DEFINE
BALL CORP	COM	058498106	921	29690	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	152	10300	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	15	1000	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	358077	24210768	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	16160	1092597	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	1745	118000	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	9	1135	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	4193	521572	SH	DEFINE
BANK HAWAII CORP	COM	062540109	238	6550	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	81	1450	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	887	15875	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	140525	2508714	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	347	6900	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	7191	142804	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	5788	115000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1062	21000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	293179	5824649	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	57117	1132970	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	2024	40000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	970	19278	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1243	24700	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1024	167400	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	272101	44460971	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1798	293744	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	277339	45316746	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1889	308600	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	9073	1482550	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	187	30480	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	13100	2140512	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2369	387080	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	87941	14369468	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	15753	2573940	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	40	6470	SH	DEFINE
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	667153	870968	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1666	89600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5507	296212	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3659	196830	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	4207	226300	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	31429	1690619	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	349	18800	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	11082	596122	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1104	59411	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	4181	224910	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5083	273430	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	31076	1671658	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	80	4310	SH	DEFINE
BANRO CORP	COM	066800103	31076	7895300	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	4285	153051	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		1261	30205	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		169	4045	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	2	250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	137	14040	SH	DEFINE
BARD C R INC	COM	067383109	34097	389500	SH	DEFINE
BARD C R INC	COM	067383109	1274	14557	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	21903	604400	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	275	7600	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	27	740	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	1207	33300	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2478	68383	SH	DEFINE
BARRETT BILL CORP	NOTE	5.000% 3/106846NAA2	352	350000	PRN	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BARRICK GOLD CORP	COM	067901108	199856	4283933	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	1301	27894	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	11022	235071	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	861	122100	SH	DEFINE
BAXTER INTL INC	COM	071813109	24702	440000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3781	67341	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	832	19800	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	34	825	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	30740	734920	SH	DEFINE
BB&T CORP	COM	054937107	79	3710	SH	DEFINE
BB&T CORP	COM	054937107	8555	401090	SH	DEFINE
BB&T CORP	COM	054937107	2883	135180	SH	DEFINE
BB&T CORP	COM	054937107	4190	196460	SH	DEFINE
BCE INC	COM NEW	05534B760	2140	57116	SH	DEFINE
BCE INC	COM NEW	05534B760	106906	2849908	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	300220	4094654	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	8718	118901	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	193	2630	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	95	1300	SH	DEFINE
BEMIS INC	COM	081437105	83315	2842549	SH	DEFINE
BEMIS INC	COM	081437105	4935	168372	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	88857	6829900	SH	DEFINE
BERKLEY W R CORP	COM	084423102	2016	67900	SH	DEFINE
BERKLEY W R CORP	COM	084423102	668	22500	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1360	45810	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1175	11	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	19651	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4165	39	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	214	2	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	29595	416599	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	107	1500	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	71	1000	SH	DEFINE
BEST BUY INC	COM	086516101	1212	52000	SH	DEFINE
BEST BUY INC	COM	086516101	7294	313053	SH	DEFINE
BEST BUY INC	COM	086516101	1436	61631	SH	DEFINE
BEST BUY INC	COM	086516101	437	18770	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	2005	2000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	10247	154232	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	17804	335410	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	3852	633542	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	138853	1490632	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	570	6115	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2268	24350	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	148	1591	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6280	67420	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	8177	256578	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	17201	10300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	3251	201450	SH	DEFINE
BLACKROCK INC	COM	09247X101	121380	820078	SH	DEFINE
BLACKROCK INC	COM	09247X101	19576	132261	SH	DEFINE
BLACKROCK INC	COM	09247X101	1140	7700	SH	DEFINE
BLACKROCK INC	COM	09247X101	9	60	SH	DEFINE
BLACKROCK INC	COM	09247X101	230	1554	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	175	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	155	11792	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	524	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	298	22400	SH	DEFINE
BLUE NILE INC	COM	09578R103	23839	675720	SH	DEFINE
BLUE NILE INC	COM	09578R103	550	15600	SH	DEFINE
BLUE NILE INC	COM	09578R103	2350	66600	SH	DEFINE
BLUE NILE INC	COM	09578R103	1376	38997	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	426	11037	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	7354	286834	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	256	10000	SH	DEFINE
BOEING CO	COM	097023105	140394	2320170	SH	DEFINE
BOEING CO	COM	097023105	3194	52781	SH	DEFINE
BOEING CO	COM	097023105	44	720	SH	DEFINE
BOEING CO	COM	097023105	595	9829	SH	DEFINE
BOEING CO	COM	097023105	1152	19032	SH	DEFINE
BORGWARNER INC	COM	099724106	166077	2743713	SH	DEFINE
BORGWARNER INC	COM	099724106	8546	141188	SH	DEFINE
BORGWARNER INC	COM	099724106	1350	22300	SH	DEFINE
BORGWARNER INC	COM	099724106	23	385	SH	DEFINE
BORGWARNER INC	COM	099724106	236	3907	SH	DEFINE
BORGWARNER INC	NOTE	3.500% 4/1099724AF3	12547	6750000	PRN	DEFINE
BOSTON BEER INC	CL A	100557107	31637	435174	SH	DEFINE
BOSTON BEER INC	CL A	100557107	669	9200	SH	DEFINE
BOSTON BEER INC	CL A	100557107	2726	37500	SH	DEFINE
BOSTON BEER INC	CL A	100557107	1405	19328	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	266	2980	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	30227	339243	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	41	6860	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	107	18050	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	270157	45711795	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	55214	2741514	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1132	56200	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	4403	218600	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	12741	632626	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	642169	17803402	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3984	110453	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	129	3585	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	10072	279228	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	6	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8358	231720	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	5258	49907	SH	DEFINE
BRADY CORP	CL A	104674106	160221	6062097	SH	DEFINE
BRADY CORP	CL A	104674106	53	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	27	632	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	2971	70170	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	29823	2207500	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	29	2112	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	14886	589300	SH	DEFINE
BRINKER INTL INC	COM	109641100	5198	248480	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	21979	700428	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	22	700	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3283	104620	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	115830	2729905	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	349	8230	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	138	1625	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	6342	74850	SH	DEFINE
BROADCOM CORP	CL A	111320107	11984	360000	SH	DEFINE
BROADCOM CORP	CL A	111320107	4271	128296	SH	DEFINE
BROADCOM CORP	CL A	111320107	10	300	SH	OTHER
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	155	7718	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1676	83200	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	3370	780000	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	19011	4400703	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	414	95720	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	31038	7184311	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1429	330791	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	4169	964980	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	157187	36385970	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	22803	5278380	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	60	14000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BROOKDALE SR LIVING INC	NOTE	2.750% 6/1112463AA2	18945	25000000	PRN	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2001	71970	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	6	200	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	135891	4911401	SH	DEFINE
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	116599	4790443	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	2296	165093	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	1159	83800	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	4679	338240	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	4273	60925	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	27790	3903118	SH	DEFINE
BRUNSWICK CORP	COM	117043109	27118	1931500	SH	DEFINE
BT GROUP PLC	ADR	05577E101	204	7675	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	575	9192	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	48432	809900	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	759	12700	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	3277	54800	SH	DEFINE
BUNGE LIMITED	COM	G16962105	5152	88394	SH	DEFINE
BUNGE LIMITED	COM	G16962105	25556	438430	SH	DEFINE
BUNGE LIMITED	COM	G16962105	11132	190982	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	47135	688400	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1482	21649	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1	19	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	6343	385800	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	250	15200	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	911	55400	SH	DEFINE
CA INC	COM	12673P105	355	18267	SH	DEFINE
CABOT CORP	COM	127055101	31305	1263320	SH	DEFINE
CABOT CORP	COM	127055101	306	12340	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	2707	413356	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	252	38502	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1062	162110	SH	DEFINE
CAE INC	COM	124765108	6063	645996	SH	DEFINE
CAL DIVE INTL INC	NOTE	3.250%12/1127914AB5	9850	10000000	PRN	DEFINE
CALIFORNIA WTR SVC GROUP	COM	130788102	202	11400	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	8531	1650000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	20	3800	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	7722	1493640	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	21040	5436818	SH	DEFINE
CALPINE CORP	COM NEW	131347304	27060	1921900	SH	DEFINE
CALPINE CORP	COM NEW	131347304	7	503	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	75	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	10850	196340	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	95077	2288810	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	1512	36405	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	355	10965	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	12079	410904	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	59	2021	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	135668	4618088	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	3664	124100	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	344	11700	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	33467	502650	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	6913	103835	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	149078	2229682	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	24045	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	206	4291	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	7196	149192	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	524	10800	SH	DEFINE
CANON INC	ADR	138006309	1505	33260	SH	DEFINE
CANON INC	ADR	138006309	192	4242	SH	DEFINE
CAPE BANCORP INC	COM	139209100	14	2000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	1871	264663	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	401	10111	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CAPITALSOURCE INC	COM	14055X102	134	21880	SH	DEFINE
CARBO CERAMICS INC	COM	140781105	5127	50000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	12564	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	776	18531	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	2715	825228	SH	DEFINE
CAREFUSION CORP	COM	14170T101	54649	2281800	SH	DEFINE
CAREFUSION CORP	COM	14170T101	157	6544	SH	DEFINE
CARLISLE COS INC	COM	142339100	58777	1843704	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	36360	1200000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	15	480	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	9023	1715425	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	17892	409900	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	4042	92600	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	908	20800	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	2554	58500	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	752	13035	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	70517	955000	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	21877	296273	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	24	330	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	216	2925	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	536	7261	SH	DEFINE
CATO CORP NEW	CL A	149205106	39298	1741948	SH	DEFINE
CBRE CLARION GLOBAL REAL EST	COM	12504G100	70	10510	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1227	17439	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	530	7590	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	237512	3390155	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	973	29900	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	231558	7118279	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	9262	284735	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	39	1200	SH	OTHER
CELANESE CORP DEL	COM SER A	150870103	58	1780	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	268	8250	SH	DEFINE
CELGENE CORP	COM	151020104	134870	2178120	SH	DEFINE
CELGENE CORP	COM	151020104	64322	1038796	SH	DEFINE
CELGENE CORP	COM	151020104	12	200	SH	OTHER
CELGENE CORP	COM	151020104	978	15800	SH	DEFINE
CELGENE CORP	COM	151020104	9	150	SH	DEFINE
CELGENE CORP	COM	151020104	199	3208	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	1326	580100	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	79	2575	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	654	21291	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	40	1300	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	69894	2268583	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	3403	109887	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	74948	3820000	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	20	1000	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	4358	496964	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	166	18970	SH	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	788	12341	SH	DEFINE
CENTURYLINK INC	COM	156700106	199349	6019000	SH	DEFINE
CENTURYLINK INC	COM	156700106	12390	374084	SH	DEFINE
CENTURYLINK INC	COM	156700106	33	1000	SH	OTHER
CEPHALON INC	COM	156708109	27	330	SH	DEFINE
CEPHALON INC	COM	156708109	330837	4099596	SH	DEFINE
CERADYNE INC	COM	156710105	55963	2081200	SH	DEFINE
CERNER CORP	COM	156782104	143413	2093010	SH	DEFINE
CERNER CORP	COM	156782104	5165	75385	SH	DEFINE
CERNER CORP	COM	156782104	326	4757	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	19249	156000	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	2798	22675	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	9100	3500000	SH	DEFINE
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	256917	5485000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHECK POINT SOFTWARE TECH LT	ORD	M22465104	13454	255000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	1334	25280	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3442	65239	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	1	13	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2826	53570	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	16089	304942	SH	DEFINE
CHEFS WHSE INC	COM	163086101	1298	110400	SH	DEFINE
CHEFS WHSE INC	COM	163086101	198	16800	SH	DEFINE
CHEFS WHSE INC	COM	163086101	816	69400	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	5093	1395300	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	170	46600	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	707	193800	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	20728	1353867	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1515	59300	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	20482	801630	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	226	8835	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	10139	396823	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3094	121090	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	36991	1447786	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	28947	1132923	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	6629	259470	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	5736	224490	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	16015	626810	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	93	3630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	272953	2950200	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	482968	5220150	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	71233	769918	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	16341	176619	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4462	48231	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	62905	679904	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	807	8720	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	23704	256202	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	3808	41155	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	19833	214360	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	357216	3860960	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	43905	474551	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	176	1900	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	1117	39005	SH	DEFINE
CHICOS FAS INC	COM	168615102	2	200	SH	DEFINE
CHICOS FAS INC	COM	168615102	1503	131500	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	19	525	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	4196	118166	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1	20	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	12280	252105	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	11065	227151	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	1	50	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	3286	145828	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	25	400	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	10865	175561	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	10708	173010	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	70678	233300	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	979	3230	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	12128	3435654	SH	DEFINE
CHUBB CORP	COM	171232101	61100	1018500	SH	DEFINE
CHUBB CORP	COM	171232101	19783	329772	SH	DEFINE
CHUBB CORP	COM	171232101	60	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	476	14434	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	1534	46480	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	6770	153172	SH	DEFINE
CIBER INC	COM	17163B102	2975	981900	SH	DEFINE
CIBER INC	COM	17163B102	440	145200	SH	DEFINE
CIBER INC	COM	17163B102	1869	616900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CIGNA CORP	COM	125509109	1996	47593	SH	DEFINE
CIGNA CORP	COM	125509109	4823	115000	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	8789	157800	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	919	16508	SH	DEFINE
CINTAS CORP	COM	172908105	41138	1461898	SH	DEFINE
CINTAS CORP	COM	172908105	189	6700	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	17681	602008	SH	DEFINE
CISCO SYS INC	COM	17275R102	167736	10828628	SH	DEFINE
CISCO SYS INC	COM	17275R102	25591	1652092	SH	DEFINE
CISCO SYS INC	COM	17275R102	414827	26780274	SH	DEFINE
CISCO SYS INC	COM	17275R102	11670	753402	SH	DEFINE
CISCO SYS INC	COM	17275R102	5845	377350	SH	DEFINE
CISCO SYS INC	COM	17275R102	35239	2274944	SH	DEFINE
CISCO SYS INC	COM	17275R102	595	38380	SH	DEFINE
CISCO SYS INC	COM	17275R102	48014	3099519	SH	DEFINE
CISCO SYS INC	COM	17275R102	1738	112226	SH	DEFINE
CISCO SYS INC	COM	17275R102	10195	658170	SH	DEFINE
CISCO SYS INC	COM	17275R102	597564	38577380	SH	DEFINE
CISCO SYS INC	COM	17275R102	68225	4404456	SH	DEFINE
CISCO SYS INC	COM	17275R102	140	9070	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	144978	4773721	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	107	3535	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	145500	4790900	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1665	141500	SH	DEFINE
CITI TRENDS INC	COM	17306X102	235	20000	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1082	91900	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1740	147838	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	161195	2024300	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	2306	28960	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	32	400	SH	OTHER
CITIGROUP INC	UNIT 99/99/9999	172967416	595	7478	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	26440	1032000	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	176097	6873401	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	864	33735	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	9097	355090	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	3545	138360	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	31839	1242736	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	369	14388	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	28430	1109633	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	1585	61851	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	248354	9693774	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	25942	1012577	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	719	143700	SH	DEFINE
CITRIX SYS INC	COM	177376100	84606	1551540	SH	DEFINE
CITRIX SYS INC	COM	177376100	12818	235070	SH	DEFINE
CITRIX SYS INC	COM	177376100	222	4073	SH	DEFINE
CLARCOR INC	COM	179895107	3744	90480	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1816	35400	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	424	8270	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1123	21900	SH	DEFINE
CLECO CORP NEW	COM	12561W105	23898	700000	SH	DEFINE
CLECO CORP NEW	COM	12561W105	137	4000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	9999	195400	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	67	1300	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2557	49975	SH	DEFINE
CLOROX CO DEL	COM	189054109	4583	69095	SH	DEFINE
CME GROUP INC	COM	12572Q105	2464	10000	SH	DEFINE
CME GROUP INC	COM	12572Q105	372	1510	SH	DEFINE
CMS ENERGY CORP	COM	125896100	27706	1400000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	30	1500	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	21938	15000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	15377	586000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CNO FINL GROUP INC	COM	12621E103	31378	5800062	SH	DEFINE
COACH INC	COM	189754104	4040	77945	SH	DEFINE
COAST DISTR SYS	COM	190345108	180	66800	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	4779	619810	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1885	540000	SH	DEFINE
COCA COLA CO	COM	191216100	17653	261300	SH	DEFINE
COCA COLA CO	COM	191216100	35852	530663	SH	DEFINE
COCA COLA CO	COM	191216100	668	9894	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	35	1390	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	318366	12796042	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	9796	728305	SH	DEFINE
COGNEX CORP	COM	192422103	4717	174000	SH	DEFINE
COGNEX CORP	COM	192422103	667	24600	SH	DEFINE
COGNEX CORP	COM	192422103	2925	107900	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	85332	1360950	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1244	19842	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	209	3326	SH	DEFINE
COHERENT INC	COM	192479103	35	825	SH	DEFINE
COHERENT INC	COM	192479103	9640	224398	SH	DEFINE
COHU INC	COM	192576106	28633	2898105	SH	DEFINE
COINSTAR INC	COM	19259P300	6432	160800	SH	DEFINE
COINSTAR INC	COM	19259P300	1045	26125	SH	DEFINE
COINSTAR INC	COM	19259P300	4112	102800	SH	DEFINE
COINSTAR INC	NOTE 4.000% 9/0	19259PAF9	21314	17000000	PRN	DEFINE
COLFAX CORP	COM	194014106	2403	118600	SH	DEFINE
COLFAX CORP	COM	194014106	361	17800	SH	DEFINE
COLFAX CORP	COM	194014106	1497	73900	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	66420	748981	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	10719	120877	SH	DEFINE
COLONIAL PPTYS TR	COM SH BEN INT	195872106	8385	461710	SH	DEFINE
COLONY FINL INC	COM	19624R106	11342	877827	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	71068	3400378	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	2947	140987	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	38	1820	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1136	54340	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	4181	200050	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1394	66689	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	10682	511120	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	33651	1610100	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2005	96898	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	53058	2564430	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	17680	854522	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1381	66770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1092	52770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	632	30570	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	14066	679773	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1408	68046	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	4857	234755	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	711043	34366518	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	46800	2261966	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	184	8870	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	23727	2495000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	2	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	29511	1773520	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	6	350	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	146356	8795446	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	32498	876900	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	556	15010	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	2364	63800	SH	DEFINE
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	294	6350	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	1105	74440	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	210	26480	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	77	1500	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	40870	791278	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	6725	178203	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	69207	1833780	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	11132	168285	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	2752	102500	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	37590	1400000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	384	14305	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	786	29270	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	3918	145920	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	12933	836530	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	485	31400	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	2048	132500	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	3894	251902	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	245	10100	SH	DEFINE
CONCHO RES INC	COM	20605P101	53028	745410	SH	DEFINE
CONCHO RES INC	COM	20605P101	184	2590	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1096	29445	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	11569	182700	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	644106	10172240	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	26980	426090	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	41	650	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	9254	146140	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1831	28924	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	5520	162700	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	53713	942000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	852	14945	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1371	24040	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1	14	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	828	14520	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	816	45347	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	95150	2500000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	69	1816	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	8109	213059	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1686	129700	SH	DEFINE
CON-WAY INC	COM	205944101	590	26665	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	315	5135	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	94429	1541192	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	314	8000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1009	25721	SH	DEFINE
CORNING INC	COM	219350105	7768	628440	SH	DEFINE
CORNING INC	COM	219350105	13857	1121083	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	5839	926870	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	10540	128352	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	42737	520419	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	21	260	SH	DEFINE
COVANCE INC	COM	222816100	9090	200000	SH	DEFINE
COVANCE INC	COM	222816100	48	1050	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	25813	895970	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	32	1100	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	83346	2892960	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	975	22100	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	18743	425000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	8432	191193	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	9	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F113	0	5	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1	12	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	2193	49720	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	0	7	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	23183	525690	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	188041	2039490	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	231	8800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CREDIT SUISSE GROUP	SPONSORED ADR	225401108	1312	50000	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	10370	395210	SH	DEFINE
CREE INC	COM	225447101	1	50	SH	DEFINE
CREE INC	COM	225447101	8431	324512	SH	DEFINE
CRH PLC	ADR	12626K203	6390	412005	SH	DEFINE
CRH PLC	ADR	12626K203	139	8963	SH	DEFINE
CROSS A T CO	CL A	227478104	6835	605900	SH	DEFINE
CROWN HOLDINGS INC	COM	228368106	272	8900	SH	DEFINE
CSX CORP	COM	126408103	8417	450808	SH	DEFINE
CSX CORP	COM	126408103	45	2400	SH	OTHER
CTC MEDIA INC	COM	12642X106	41652	4679997	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	17589	546920	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	7211	224226	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	332	7250	SH	DEFINE
CUMMINS INC	COM	231021106	139364	1706640	SH	DEFINE
CUMMINS INC	COM	231021106	25352	310454	SH	DEFINE
CUMMINS INC	COM	231021106	980	12000	SH	DEFINE
CUMMINS INC	COM	231021106	323	3955	SH	DEFINE
CUMULUS MEDIA INC	CL A	231082108	607	213752	SH	DEFINE
CURIS INC	COM	231269101	2316	733000	SH	DEFINE
CVR ENERGY INC	COM	12662P108	5232	247500	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	49111	1462504	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	7762	231140	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	34	1000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	1097574	32685346	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	13424	399750	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3755	111810	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	9069	270070	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	499	14860	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	6992	208210	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1083	32254	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10078	300130	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	435585	12971572	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	57637	1716421	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	129	3830	SH	DEFINE
CYMER INC	COM	232572107	8797	236600	SH	DEFINE
CYMER INC	COM	232572107	498	13400	SH	DEFINE
CYMER INC	COM	232572107	2077	55860	SH	DEFINE
CYTEC INDS INC	COM	232820100	14	400	SH	DEFINE
CYTEC INDS INC	COM	232820100	468	13310	SH	DEFINE
CYTOKINETICS INC	COM	23282W100	1046	886200	SH	DEFINE
D R HORTON INC	COM	23331A109	27727	3067144	SH	DEFINE
D R HORTON INC	COM	23331A109	15	1680	SH	DEFINE
D R HORTON INC	COM	23331A109	49	5473	SH	DEFINE
D R HORTON INC	COM	23331A109	50887	5629067	SH	DEFINE
DANAHER CORP DEL	COM	235851102	77912	1857690	SH	DEFINE
DANAHER CORP DEL	COM	235851102	22055	525866	SH	DEFINE
DANAHER CORP DEL	COM	235851102	5452	130000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1007	24000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	17783	424000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1887	45000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	206	4917	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1195	28500	SH	DEFINE
DAVITA INC	COM	23918K108	56850	907130	SH	DEFINE
DAVITA INC	COM	23918K108	94	1507	SH	DEFINE
DDR CORP	COM	23317H102	6892	632328	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	789	88900	SH	DEFINE
DEERE & CO	COM	244199105	12914	200000	SH	DEFINE
DEERE & CO	COM	244199105	6127	94886	SH	DEFINE
DELL INC	COM	24702R101	20011	1414165	SH	DEFINE
DELL INC	COM	24702R101	415	29300	SH	DEFINE
DELL INC	COM	24702R101	9289	656443	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DELL INC	COM	24702R101	3943	278680	SH	DEFINE
DELL INC	COM	24702R101	32929	2327118	SH	DEFINE
DELL INC	COM	24702R101	522	36880	SH	DEFINE
DELL INC	COM	24702R101	38993	2755568	SH	DEFINE
DELL INC	COM	24702R101	1248	88166	SH	DEFINE
DELL INC	COM	24702R101	10757	760180	SH	DEFINE
DELL INC	COM	24702R101	194040	13713086	SH	DEFINE
DELL INC	COM	24702R101	33077	2337580	SH	DEFINE
DELL INC	COM	24702R101	134	9490	SH	DEFINE
DELTA APPAREL INC	COM	247368103	11797	749000	SH	DEFINE
DENDREON CORP	COM	24823Q107	5546	616200	SH	DEFINE
DENDREON CORP	COM	24823Q107	176	19550	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	252	8200	SH	DEFINE
DEPOMED INC	COM	249908104	1598	295900	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2051	37000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	77163	1391820	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	21365	385374	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	11	200	SH	OTHER
DEVON ENERGY CORP NEW	COM	25179M103	743	13400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	39	700	SH	DEFINE
DEVRY INC DEL	COM	251893103	3271	88510	SH	DEFINE
DEX ONE CORP	COM	25212W100	8226	14689039	SH	DEFINE
DEX ONE CORP	COM	25212W100	1	2000	SH	DEFINE
DEX ONE CORP	COM	25212W100	14	25281	SH	DEFINE
DEXCOM INC	COM	252131107	41525	3460400	SH	DEFINE
DEXCOM INC	COM	252131107	870	72500	SH	DEFINE
DEXCOM INC	COM	252131107	3721	310100	SH	DEFINE
DEXCOM INC	COM	252131107	97	8074	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	24571	323600	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	41324	544232	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	53	700	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	1420	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	5867	77275	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1084	14275	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	203	3700	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	66756	1995110	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	60	1800	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	112	3359	SH	DEFINE
DIGI INTL INC	COM	253798102	1657	150680	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	10653	193121	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	2874	52100	SH	DEFINE
DIRECTV	COM CL A	25490A101	39128	926100	SH	DEFINE
DIRECTV	COM CL A	25490A101	845	19996	SH	DEFINE
DIRECTV	COM CL A	25490A101	224	5291	SH	DEFINE
DISCOVERY FINL SVCS	COM	254709108	446	19421	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	28708	763100	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	233	6181	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	63419	1804240	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	130	3689	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	289	8230	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	102477	3397772	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	40766	1351643	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	54	1800	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	5978	198217	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	468	15530	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	139	4608	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	160602	5324986	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	13561	449630	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1685	530000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	4884	178000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	513	18704	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	64956	1720227	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	467	8300	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	387084	7624270	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5308	104552	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	22	328	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	110536	1621474	SH	DEFINE
DONALDSON INC	COM	257651109	45647	832970	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	3462	202450	SH	DEFINE
DOVER CORP	COM	260003108	200321	4298736	SH	DEFINE
DOVER CORP	COM	260003108	1922	41235	SH	DEFINE
DOVER CORP	COM	260003108	14	300	SH	OTHER
DOVER CORP	COM	260003108	37	800	SH	DEFINE
DOW CHEM CO	COM	260543103	2808	125000	SH	DEFINE
DOW CHEM CO	COM	260543103	4438	197605	SH	DEFINE
DOW CHEM CO	COM	260543103	8236	366635	SH	DEFINE
DOW CHEM CO	COM	260543103	4247	189100	SH	DEFINE
DOW CHEM CO	COM	260543103	2980	132690	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	60	1543	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	460	11854	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	295123	7610181	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	9767	240990	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	19391	970500	SH	DEFINE
DRIL-QUIP INC	COM	262037104	12985	240860	SH	DEFINE
DRIL-QUIP INC	COM	262037104	511	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	40	17000	SH	DEFINE
DSW INC	CL A	23334L102	5433	117650	SH	DEFINE
DTE ENERGY CO	COM	233331107	995	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	147060	3000000	SH	DEFINE
DTE ENERGY CO	COM	233331107	198	4045	SH	DEFINE
DTE ENERGY CO	COM	233331107	4147	84600	SH	DEFINE
DTS INC	COM	23335C101	2433	98000	SH	DEFINE
DTS INC	COM	23335C101	370	14900	SH	DEFINE
DTS INC	COM	23335C101	1559	62800	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	24075	602330	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	40317	1008681	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	391	9780	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	460	11498	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1413	35350	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1319	33008	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	5390	134840	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	11398	285170	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	152	3800	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	2228	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	3640	243000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	324989	16257590	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	8993	449867	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	3	132	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	170	16231	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	24504	400000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	88	1437	SH	DEFINE
DYNEGY INC DEL	COM	26817G300	52901	12840000	SH	DEFINE
E M C CORP MASS	COM	268648102	205147	9773560	SH	DEFINE
E M C CORP MASS	COM	268648102	48973	2333154	SH	DEFINE
E M C CORP MASS	COM	268648102	31	1500	SH	OTHER
E M C CORP MASS	COM	268648102	1505	71700	SH	DEFINE
E M C CORP MASS	COM	268648102	57	2720	SH	DEFINE
E M C CORP MASS	COM	268648102	397	18894	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	19828	14000000	PRN	DEFINE
EATON CORP	COM	278058102	3575	100700	SH	DEFINE
EATON CORP	COM	278058102	3156	88888	SH	DEFINE
EBAY INC	COM	278642103	1	50	SH	DEFINE
EBAY INC	COM	278642103	18689	633732	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	4506	338800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ECHO GLOBAL LOGISTICS INC	COM	27875T101	617	46400	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	2524	189800	SH	DEFINE
ECOLAB INC	COM	278865100	58570	1198000	SH	DEFINE
ECOLAB INC	COM	278865100	98903	2022980	SH	DEFINE
ECOLAB INC	COM	278865100	782	16000	SH	DEFINE
ECOLAB INC	COM	278865100	233	4757	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2278	144000	SH	DEFINE
EDISON INTL	COM	281020107	117619	3075000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	104615	1467660	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	852	11956	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	163	2281	SH	DEFINE
EGA EMERGING GLOBAL SHS TR	EGS BRAZ INF ETF	268461829	616	31400	SH	DEFINE
EL PASO CORP	COM	28336L109	978	55926	SH	DEFINE
ELAN PLC	ADR	284131208	4314	409700	SH	DEFINE
ELAN PLC	ADR	284131208	5	450	SH	DEFINE
ELAN PLC	ADR	284131208	63	5970	SH	DEFINE
ELAN PLC	ADR	284131208	85624	8131464	SH	DEFINE
ELAN PLC	ADR	284131208	34810	3305601	SH	DEFINE
ELAN PLC	ADR	284131208	41424	3933946	SH	DEFINE
ELAN PLC	ADR	284131208	39161	3718947	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	70696	4102300	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	15	850	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	5365	451209	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	25678	1255660	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	5	200	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	449	17710	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	3104	122336	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	2677	105520	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	106417	4194610	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	23521	1156955	SH	DEFINE
EMERSON ELEC CO	COM	291011104	115079	2785730	SH	DEFINE
EMERSON ELEC CO	COM	291011104	36096	873792	SH	DEFINE
EMERSON ELEC CO	COM	291011104	12	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	1359	32900	SH	DEFINE
EMERSON ELEC CO	COM	291011104	34	830	SH	DEFINE
EMERSON ELEC CO	COM	291011104	269	6500	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1123	27188	SH	DEFINE
ENBRIDGE INC	COM	29250N105	13	400	SH	DEFINE
ENBRIDGE INC	COM	29250N105	155629	4873116	SH	DEFINE
ENCANA CORP	COM	292505104	546	28443	SH	DEFINE
ENCANA CORP	COM	292505104	47016	2441500	SH	DEFINE
ENCANA CORP	COM	292505104	3399	175602	SH	DEFINE
ENCANA CORP	COM	292505104	559	29008	SH	DEFINE
ENCORE WIRE CORP	COM	292562105	10002	486000	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1344	48000	SH	DEFINE
ENDOCYTE INC	COM	29269A102	2141	202000	SH	DEFINE
ENERGEN CORP	COM	29265N108	33951	830310	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	639	9620	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	522	15000	SH	DEFINE
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN	29273R109	302	7375	SH	DEFINE
ENERPLUS CORP	COM	292766102	509	20737	SH	DEFINE
ENERPLUS CORP	COM	292766102	77	3135	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	301	8575	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	11223	319478	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	91	2600	SH	DEFINE
ENPRO INDS INC	COM	29355X107	37334	1257900	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	21929	542396	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	21498	531742	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	1802	44578	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	336	8300	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	184871	4572617	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	10771	113109	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ENERGY CORP NEW	COM	29364G103	644364	9720380	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1561	23547	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	123181	1858216	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	21	310	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	9339	232615	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	7	175	SH	DEFINE
ENVESTNET INC	COM	29404K106	2336	233600	SH	DEFINE
ENVESTNET INC	COM	29404K106	335	33500	SH	DEFINE
ENVESTNET INC	COM	29404K106	1457	145700	SH	DEFINE
EQUIFAX INC	COM	294429105	15370	500000	SH	DEFINE
EQUIFAX INC	COM	294429105	18	600	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	6639	105880	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	8410	162142	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	28785	554949	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	3824	400381	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	20037	2098074	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	31901	3340380	SH	DEFINE
ERIE INDY CO	CL A	29530P102	177513	2493867	SH	DEFINE
ERIE INDY CO	CL A	29530P102	57	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	27795	1090000	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2845	122699	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	11391	94890	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	26921	519300	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	783	15100	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1140	22000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	9558	702260	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	4480	196500	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	651	28570	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	2841	124600	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	524	6600	SH	DEFINE
EXELON CORP	COM	30161N101	178324	4185020	SH	DEFINE
EXELON CORP	COM	30161N101	889	20855	SH	DEFINE
EXELON CORP	COM	30161N101	507712	11915324	SH	DEFINE
EXELON CORP	COM	30161N101	12	280	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	10300	400000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	121645	2999863	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	4346	107177	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	43	1050	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	189	4657	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	105681	2850850	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	19817	534581	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	2932	79100	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	57	1530	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	205	5531	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	9944	1023000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	36537	3758905	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	138934	1912900	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	713052	9817601	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	254186	3499736	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2745	37800	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	56	770	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	11584	159493	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1811	24939	SH	DEFINE
F M C CORP	COM NEW	302491303	953	13773	SH	DEFINE
F M C CORP	COM NEW	302491303	4008	57950	SH	DEFINE
F5 NETWORKS INC	COM	315616102	110453	1554586	SH	DEFINE
F5 NETWORKS INC	COM	315616102	11553	162604	SH	DEFINE
F5 NETWORKS INC	COM	315616102	164	2308	SH	DEFINE
FABRINET	SHS	G3323L100	49620	2653500	SH	DEFINE
FABRINET	SHS	G3323L100	703	37600	SH	DEFINE
FABRINET	SHS	G3323L100	3029	162000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FABRINET	SHS	G3323L100	6168	329826	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	96008	1079100	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	988	11100	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	157	1765	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	217645	4279305	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	102	2000	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	117	2300	SH	DEFINE
FARMER BROS CO	COM	307675108	10101	1833292	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	9574	303439	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	988	31300	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	4220	133761	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	8327	263945	SH	DEFINE
FASTENAL CO	COM	311900104	75191	2259350	SH	DEFINE
FASTENAL CO	COM	311900104	1070	32166	SH	DEFINE
FASTENAL CO	COM	311900104	632	19000	SH	DEFINE
FASTENAL CO	COM	311900104	172	5156	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	16025	601994	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	659	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	13210	160300	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	20951	4740079	SH	DEFINE
FEDEX CORP	COM	31428X106	88333	1305147	SH	DEFINE
FEDEX CORP	COM	31428X106	5945	87837	SH	DEFINE
FEDEX CORP	COM	31428X106	7404	109394	SH	DEFINE
FEDEX CORP	COM	31428X106	520	7690	SH	DEFINE
FEDEX CORP	COM	31428X106	2138	31589	SH	DEFINE
FEDEX CORP	COM	31428X106	134	1983	SH	DEFINE
FEDEX CORP	COM	31428X106	8408	124233	SH	DEFINE
FEDEX CORP	COM	31428X106	196493	2903269	SH	DEFINE
FEDEX CORP	COM	31428X106	22465	331930	SH	DEFINE
FEDEX CORP	COM	31428X106	78	1150	SH	DEFINE
FEI CO	COM	30241L109	4850	161899	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	78459	3901500	SH	DEFINE
FERRO CORP	COM	315405100	68	11137	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	2727	906100	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	2839	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3149	235000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	7640	834964	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	39	4275	SH	DEFINE
FIRST REP BK SAN FRAN CALI N	COM	33616C100	15737	679500	SH	DEFINE
FIRST SOLAR INC	COM	336433107	34331	543120	SH	DEFINE
FIRST SOLAR INC	COM	336433107	48	760	SH	DEFINE
FIRST SOLAR INC	COM	336433107	1	13	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	387304	8624000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	320	7121	SH	DEFINE
FISERV INC	COM	337738108	859	16916	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	3594	239895	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	60	10640	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	251	44510	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	658	116850	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3219	571800	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	30619	5438460	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3900	692783	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4215	748679	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	5471	971780	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	231827	41177085	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	127290	22609170	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	94	16710	SH	DEFINE
FLIR SYS INC	COM	302445101	10851	433164	SH	DEFINE
FLIR SYS INC	COM	302445101	27	1060	SH	DEFINE
FLIR SYS INC	COM	302445101	2791	111425	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	43804	591940	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	299	4040	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FLOWSERVE CORP	COM	34354P105	1934	26130	SH	DEFINE
FLUOR CORP NEW	COM	343412102	21041	452000	SH	DEFINE
FLUOR CORP NEW	COM	343412102	7867	169003	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	146507	3896470	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	5949	158229	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1090	29000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	752	20000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	99	2627	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	71011	1095512	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	2526	656085	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	18994	1964220	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	2508	259331	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	12	1240	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	2079	195010	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	23937	2194000	SH	DEFINE
FORTINET INC	COM	34959E109	104348	6211170	SH	DEFINE
FORTINET INC	COM	34959E109	97	5800	SH	DEFINE
FORTINET INC	COM	34959E109	99	5884	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1044	19300	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	545	10076	SH	DEFINE
FORWARD AIR CORP	COM	349853101	12606	495333	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	1535	86275	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	27	1500	SH	OTHER
FRANCE TELECOM	SPONSORED ADR	35177Q105	9083	554857	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	189	11540	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	10393	634852	SH	DEFINE
FRANDESCAS HLDGS CORP	COM	351793104	1659	78200	SH	DEFINE
FRANDESCAS HLDGS CORP	COM	351793104	197	9300	SH	DEFINE
FRANDESCAS HLDGS CORP	COM	351793104	717	33800	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	27366	754291	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	33	900	SH	DEFINE
FRANKLIN RES INC	COM	354613101	45339	474062	SH	DEFINE
FREDS INC	CL A	356108100	30556	2866438	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	63649	2090280	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	17632	579037	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2831	92974	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	577	18956	SH	DEFINE
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	23261	2108885	SH	DEFINE
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	42	3770	SH	DEFINE
FRESH MKT INC	COM	35804H106	1355	35500	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	5591	288200	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	71577	11714745	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2752	450433	SH	DEFINE
FULLER H B CO	COM	359694106	13348	732600	SH	DEFINE
FULLER H B CO	COM	359694106	186	10200	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	3351	1626800	SH	DEFINE
FUSION-IO INC	COM	36112J107	1539	81000	SH	DEFINE
GAIAM INC	CL A	36268Q103	868	256000	SH	DEFINE
GAIAM INC	CL A	36268Q103	146	42935	SH	DEFINE
GAIAM INC	CL A	36268Q103	616	181600	SH	DEFINE
GAIAM INC	CL A	36268Q103	829	244557	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	69270	2633831	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	55	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	59963	2595800	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	837	36243	SH	DEFINE
GAP INC DEL	COM	364760108	367	22619	SH	DEFINE
GAP INC DEL	COM	364760108	5794	356750	SH	DEFINE
GAP INC DEL	COM	364760108	2400	147770	SH	DEFINE
GAP INC DEL	COM	364760108	1291	79500	SH	DEFINE
GAP INC DEL	COM	364760108	1932	118984	SH	DEFINE
GAP INC DEL	COM	364760108	5644	347550	SH	DEFINE
GAP INC DEL	COM	364760108	42761	2633091	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GAP INC DEL	COM	364760108	7253	446630	SH	DEFINE
GAP INC DEL	COM	364760108	55	3400	SH	DEFINE
GARDNER DENVER INC	COM	365558105	55435	872300	SH	DEFINE
GARDNER DENVER INC	COM	365558105	56954	896200	SH	DEFINE
GARDNER DENVER INC	COM	365558105	19	300	SH	DEFINE
GENCORP INC	COM	368682100	13796	3072645	SH	DEFINE
GENCORP INC	SDCV 4.062%12/3	368682AN0	868	1000000	PRN	DEFINE
GENERAL CABLE CORP DEL NEW	COM	369300108	9445	404500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	62494	1098500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	94549	1661955	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	3831	67344	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	35	620	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	968	17010	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2600	170600	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	728179	47780735	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	94089	6173825	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	15	1000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	1596	104700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4130	271000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4810	315604	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	50259	3297843	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	612	40140	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	32014	2100584	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2835	186031	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6862	450290	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	426345	27975422	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	61433	4031012	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	140	9190	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	3918	323770	SH	DEFINE
GENERAL MLS INC	COM	370334104	60	1566	SH	DEFINE
GENERAL MLS INC	COM	370334104	4314	112139	SH	DEFINE
GENERAL MLS INC	COM	370334104	202036	5251769	SH	DEFINE
GENERAL MLS INC	COM	370334104	16280	423189	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	67944	3366918	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	70	3475	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	229327	11364092	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	30700	2637472	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	20915	2637472	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	154370	4400500	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	4947	141011	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	103	2950	SH	DEFINE
GENESEE & WYO INC	CL A	371559105	45021	967770	SH	DEFINE
GENON ENERGY INC	COM	37244E107	37927	13642826	SH	DEFINE
GENON ENERGY INC	COM	37244E107	1817	653620	SH	DEFINE
GENTEX CORP	COM	371901109	60064	2497470	SH	DEFINE
GENTEX CORP	COM	371901109	46	1925	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	3071	503517	SH	DEFINE
GENUINE PARTS CO	COM	372460105	258	5078	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10736	211346	SH	DEFINE
GENUINE PARTS CO	COM	372460105	53	1050	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	363	63300	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	28761	3541982	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	69	2650	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	61807	2380019	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2572	66300	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	154710	3987360	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	36169	932179	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	16	400	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	1148	29600	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	11901	306715	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	3202	82520	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	22827	588330	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GILEAD SCIENCES INC	COM	375558103	12446	320765	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	814	20984	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	9210	237370	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	12195	314300	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	43203	1113490	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	94	2430	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	17213	15000000	PRN	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	755	18292	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	217	5250	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	13547	328087	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	1066	150580	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	1855	108584	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	33031	817800	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	33194	2166728	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	69	4490	SH	DEFINE
GOLD RESOURCE CORP	COM	38068T105	17463	1048800	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	212106	4636005	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	1434	31430	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	3465	75500	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	186	4073	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	3782	40000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2522	26669	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	7337	77600	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2427	25670	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	4245	44900	SH	DEFINE
GOODYEAR TIRE & RUBR CO	PFD CONV	382550309	19298	498000	SH	DEFINE
GOOGLE INC	CL A	38259P508	202645	393959	SH	DEFINE
GOOGLE INC	CL A	38259P508	48295	93890	SH	DEFINE
GOOGLE INC	CL A	38259P508	64	125	SH	OTHER
GOOGLE INC	CL A	38259P508	6018	11700	SH	DEFINE
GOOGLE INC	CL A	38259P508	277986	540429	SH	DEFINE
GOOGLE INC	CL A	38259P508	81	158	SH	DEFINE
GRACO INC	COM	384109104	32192	942930	SH	DEFINE
GRACO INC	COM	384109104	346	10125	SH	DEFINE
GRACO INC	COM	384109104	96	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	1451	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	82247	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	3107	20779	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	7554	1583720	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	5263	325900	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	766	47400	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	3290	203700	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	52740	2809800	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	28680	16971400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	9909	513400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	53461	2770000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	79	4083	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	285	14750	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	38578	628200	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	6820	111060	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	43	700	SH	OTHER
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	131	2135	SH	DEFINE
GREATBATCH INC	COM	39153L106	7675	383551	SH	DEFINE
GREENLIGHT CAPITAL RE LTD	CLASS A	G4095J109	726	35000	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	3775	147000	SH	DEFINE
GRIFFON CORP	COM	398433102	1391	170000	SH	DEFINE
GRIFOLS S A	SPONSORED ADR	398438309	3880	607241	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	63688	1791500	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	11828	628555	SH	DEFINE
GRUBB & ELLIS CO	COM PAR \$0.01	400095204	5	13000	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	12888	10740191	SH	DEFINE
GUESS INC	COM	401617105	65732	2307200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GUESS INC		COM	401617105	357	12530	SH	DEFINE
GUESS INC		COM	401617105	1519	53300	SH	DEFINE
HAEMONETICS CORP		COM	405024100	14152	242000	SH	DEFINE
HAEMONETICS CORP		COM	405024100	53	900	SH	DEFINE
HAIN CELESTIAL GROUP INC		COM	405217100	3852	126100	SH	DEFINE
HAIN CELESTIAL GROUP INC		COM	405217100	559	18300	SH	DEFINE
HAIN CELESTIAL GROUP INC		COM	405217100	2377	77800	SH	DEFINE
HALLIBURTON CO		COM	406216101	157126	5148280	SH	DEFINE
HALLIBURTON CO		COM	406216101	1297	42485	SH	DEFINE
HALLIBURTON CO		COM	406216101	8555	280293	SH	DEFINE
HALLIBURTON CO		COM	406216101	9873	323481	SH	DEFINE
HALLIBURTON CO		COM	406216101	4546	148949	SH	DEFINE
HALLIBURTON CO		COM	406216101	864	28303	SH	DEFINE
HALLIBURTON CO		COM	406216101	3167	103780	SH	DEFINE
HALLIBURTON CO		COM	406216101	65339	2140865	SH	DEFINE
HALLIBURTON CO		COM	406216101	20127	659480	SH	DEFINE
HALLIBURTON CO		COM	406216101	43	1400	SH	DEFINE
HALLMARK FINL SVCS INC	EC	COM NEW	40624Q203	629	85300	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	24577	917750	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	2401	89643	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	1853	69200	SH	DEFINE
HANOVER INS GROUP INC		COM	410867105	48503	1366270	SH	DEFINE
HANOVER INS GROUP INC		COM	410867105	55	1545	SH	DEFINE
HANSEN NAT CORP		COM	411310105	140413	1608580	SH	DEFINE
HANSEN NAT CORP		COM	411310105	20611	236117	SH	DEFINE
HANSEN NAT CORP		COM	411310105	175	2000	SH	DEFINE
HARDINGE INC		COM	412324303	8652	1050000	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	1353	39400	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	31347	913096	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	257	7496	SH	DEFINE
HARRIS & HARRIS GROUP INC		COM	413833104	43	12000	SH	DEFINE
HARTE-HANKS INC		COM	416196103	382	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		DEP CONV PFD	416515708	20165	1047000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		DEP CONV PFD	416515708	501	26038	SH	DEFINE
HASBRO INC		COM	418056107	730	22400	SH	DEFINE
HAVERTY FURNITURE INC		COM	419596101	12887	1290000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES		COM	419870100	16996	700000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES		COM	419870100	5	200	SH	DEFINE
HCC INS HLDGS INC		COM	404132102	32739	1210300	SH	DEFINE
HCC INS HLDGS INC		COM	404132102	44	1645	SH	DEFINE
HCP INC		COM	40414L109	71	2020	SH	DEFINE
HCP INC		COM	40414L109	21101	601841	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	26	560	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	18319	391420	SH	DEFINE
HEALTHCARE RLTY TR		COM	421946104	2226	132120	SH	DEFINE
HEALTHCARE SVCS GRP INC		COM	421906108	9684	600000	SH	DEFINE
HEARTLAND EXPRESS INC		COM	422347104	8136	600000	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	34815	540517	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	657	10200	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	2802	43500	SH	DEFINE
HEARTWARE INTL INC		NOTE	3.500%12/1422368AA8	9975	10000000	PRN	DEFINE
HEICO CORP NEW		COM	422806109	17047	346207	SH	DEFINE
HEICO CORP NEW		COM	422806109	406	8247	SH	DEFINE
HEICO CORP NEW		COM	422806109	1721	34943	SH	DEFINE
HEIDRICK & STRUGGLES INTL IN		COM	422819102	9321	566650	SH	DEFINE
HEINZ H J CO		COM	423074103	15335	303784	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I		COM	42330P107	37961	2897785	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I		COM	42330P107	3458	264000	SH	DEFINE
HELMERICH & PAYNE INC		COM	423452101	727	17900	SH	DEFINE
HERSHEY CO		COM	427866108	1788	30190	SH	DEFINE
HESS CORP		COM	42809H107	28982	552460	SH	DEFINE
HESS CORP		COM	42809H107	1231	23475	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HEWLETT PACKARD CO	COM	428236103	41500	1848535	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	2563	114146	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	31	1360	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3710	165275	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	24777	1103670	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	32586	1470470	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	684	30849	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	2849	128551	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	30829	909680	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	13641	838392	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	724	44500	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	2875	176693	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	2170	133379	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	8169	289050	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	37382	1245224	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	9006	300000	SH	DEFINE
HILLENBRAND INC	COM	431571108	87514	4756214	SH	DEFINE
HILLENBRAND INC	COM	431571108	81	4400	SH	DEFINE
HILLENBRAND INC	COM	431571108	37	2000	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	56072	1151380	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	39	800	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2771	113600	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	3476	142500	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1768	72500	SH	DEFINE
HOLOGIC INC	COM	436440101	19572	1286800	SH	DEFINE
HOLOGIC INC	COM	436440101	771	50705	SH	DEFINE
HOME DEPOT INC	COM	437076102	3353	102000	SH	DEFINE
HOME DEPOT INC	COM	437076102	28060	853655	SH	DEFINE
HOME DEPOT INC	COM	437076102	16	500	SH	OTHER
HOME DEPOT INC	COM	437076102	9819	298737	SH	DEFINE
HOME DEPOT INC	COM	437076102	3456	105140	SH	DEFINE
HOME DEPOT INC	COM	437076102	3067	93310	SH	DEFINE
HOME DEPOT INC	COM	437076102	5502	167385	SH	DEFINE
HOME DEPOT INC	COM	437076102	2206	67104	SH	DEFINE
HOME DEPOT INC	COM	437076102	7912	240700	SH	DEFINE
HOME DEPOT INC	COM	437076102	188164	5724504	SH	DEFINE
HOME DEPOT INC	COM	437076102	29693	903350	SH	DEFINE
HOME DEPOT INC	COM	437076102	112	3410	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	12086	359480	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	158	4700	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	545	16200	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1964	67373	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	23793	541869	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	12810	1415440	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	10248	411400	SH	DEFINE
HOSPIRA INC	COM	441060100	4229	114300	SH	DEFINE
HOSPIRA INC	COM	441060100	2003	54142	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	12682	1159221	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	3581	311623	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	4345	114218	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	7519	197649	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	18433	484575	SH	DEFINE
HSN INC	COM	404303109	3313	100000	SH	DEFINE
HUB GROUP INC	CL A	443320106	4503	159300	SH	DEFINE
HUB GROUP INC	CL A	443320106	557	19720	SH	DEFINE
HUB GROUP INC	CL A	443320106	2228	78800	SH	DEFINE
HUBBELL INC	CL B	443510201	571	11518	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	115	12000	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	35020	3754360	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	935	99700	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	10526	1127890	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	32817	5798140	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HUDSON CITY BANCORP	COM	443683107	133	23484	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	21819	1719400	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	40	3160	SH	DEFINE
HUMANA INC	COM	444859102	179	2460	SH	DEFINE
HUMANA INC	COM	444859102	4066	55900	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1047	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	36239	1003300	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	195	5410	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	4081	167746	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	162	6638	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	93632	3848413	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	7694	379000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4448	142900	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	619	19900	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	2644	84932	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE 8.500% 1/14	448407AG1	1097	1562000	PRN	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	3198	101950	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	11865	300000	SH	DEFINE
IAMGOLD CORP	COM	450913108	121982	6161130	SH	DEFINE
IAMGOLD CORP	COM	450913108	8359	420300	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6319	181993	SH	DEFINE
ICICI BK LTD	ADR	45104G104	3788	109089	SH	DEFINE
ICICI BK LTD	ADR	45104G104	518	14920	SH	DEFINE
ICICI BK LTD	ADR	45104G104	10821	311667	SH	DEFINE
ICICI BK LTD	ADR	45104G104	165583	4769107	SH	DEFINE
ICICI BK LTD	ADR	45104G104	86380	2487903	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	17832	1128600	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	655	41475	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	2792	176700	SH	DEFINE
IDACORP INC	COM	451107106	18830	498400	SH	DEFINE
IDACORP INC	COM	451107106	11723	310300	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	1995	399716	SH	DEFINE
II VI INC	COM	902104108	560	32000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	1477	35500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	41600	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2179	52381	SH	DEFINE
ILLUMINA INC	COM	452327109	40961	1000990	SH	DEFINE
ILLUMINA INC	COM	452327109	123	2995	SH	DEFINE
ILLUMINA INC	COM	452327109	109	2675	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	4374	244200	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	647	36100	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	2783	155400	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	6690	373533	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	344	9536	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	19004	528821	SH	DEFINE
INCYTE CORP	COM	45337C102	6442	461100	SH	DEFINE
INCYTE CORP	COM	45337C102	14	1000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	158421	3868640	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	7240	176800	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	6552	160000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1188	29000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	20803	508000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	2252	55000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	247	6043	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1335	32600	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	174	3400	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	92	1800	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	24376	477296	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	35	5000	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	10193	1445858	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	2668	378405	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE 4.500% 4/14	45687AAD4	12840	8000000	PRN	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INGERSOLL-RAND PLC	SHS	G47791101	30899	1100000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	459	16330	SH	DEFINE
INHIBITEX INC	COM	45719T103	1856	754535	SH	DEFINE
INSPERITY INC	COM	45778Q107	26981	1212630	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1206	119723	SH	DEFINE
INTEL CORP	COM	458140100	483386	22662245	SH	DEFINE
INTEL CORP	COM	458140100	67088	3145227	SH	DEFINE
INTEL CORP	COM	458140100	879	41200	SH	DEFINE
INTEL CORP	COM	458140100	40	1890	SH	DEFINE
INTEL CORP	COM	458140100	15500	726669	SH	DEFINE
INTEL CORP	COM	458140100	1632	76505	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	2038	2000000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	26668	225500	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	6025	50945	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	5676	48000	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1123	9500	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	19631	166000	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2010	17000	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1289	10900	SH	DEFINE
INTERMEC INC	COM	458786100	3035	465433	SH	DEFINE
INTERMUNE INC	COM	45884X103	64983	3216990	SH	DEFINE
INTERMUNE INC	COM	45884X103	297	14700	SH	DEFINE
INTERMUNE INC	COM	45884X103	1275	63100	SH	DEFINE
INTERMUNE INC	COM	45884X103	89	4398	SH	DEFINE
INTERMUNE INC	NOTE	2.500% 9/145884XAE3	10322	11000000	PRN	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	363838	2078720	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	277253	1584030	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	209362	1196149	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	35	200	SH	OTHER
INTERNATIONAL BUSINESS MACHS	COM	459200101	2170	12400	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	61	350	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	5937	33918	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1837	10497	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	46628	3209080	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	142	9757	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	26	1760	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	NOTE	3.250% 5/0459902AQ5	24486	21200000	PRN	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	6638	359000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	210	29101	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	799	60020	SH	DEFINE
INTERXION HOLDING N.V	SHS	N47279109	3189	270000	SH	DEFINE
INTL PAPER CO	COM	460146103	69	2960	SH	DEFINE
INTL PAPER CO	COM	460146103	581	24978	SH	DEFINE
INTL PAPER CO	COM	460146103	302184	12997155	SH	DEFINE
INTUIT	COM	461202103	1889	39825	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	64663	177510	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	3001	8237	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	134	369	SH	DEFINE
INVESCO LTD	SHS	G491BT108	6429	414490	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5453	351565	SH	DEFINE
INVESCO LTD	SHS	G491BT108	12	750	SH	DEFINE
INVESCO LTD	SHS	G491BT108	822	53000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	698	45000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1831	118040	SH	DEFINE
INVESCO LTD	SHS	G491BT108	279	18000	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	32823	3352740	SH	DEFINE
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	1655	153200	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	2569	162270	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	344650	21771978	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	3102	154650	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	3342	64218	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	295	10808	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ISHARES INC	MSCI PAC J IDX	464286665	667	18132	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	529	9365	SH	DEFINE
ISHARES INC	MSCI MEX INVEST	464286822	345	7042	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	840	88745	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	173721	18363690	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	169	11800	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	1213	41925	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	2695	55865	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	22211	194322	SH	DEFINE
ISHARES TR	FTSE CHINA25 IDX	464287184	6354	206095	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	50972	448345	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	4789	42126	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	145764	1323805	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	65883	1878608	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	53	1500	SH	OTHER
ISHARES TR	IBOXX INV CPBD	464287242	18363	163460	SH	DEFINE
ISHARES TR	S&P500 GRW	464287309	370	6038	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	421	12570	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	1298	12352	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	756	8940	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	19939	417570	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	34761	727973	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	456	5841	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1430	27174	SH	DEFINE
ISHARES TR	RUSSELL 1000	464287622	1584	25329	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	6699	104257	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	479	7174	SH	DEFINE
ISHARES TR	DJ US REAL EST	464287739	202	4000	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	582	9955	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	1903	32146	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	2219	34424	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	1228	31381	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	28	709	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	11610	332296	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	8282	100107	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	2093	25300	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	69518	650310	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	160	1500	SH	OTHER
ISHARES TR	BARCLYS 1-3YR CR	464288646	12976	124791	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	22989	645566	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	107	3000	SH	OTHER
ISHARES TR	US PFD STK IDX	464288687	7143	200600	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	20	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	4006	590860	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	376	55450	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1108	163460	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1998	294670	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	319756	362700000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	147	9500	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	3176	204625	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	583278	37582293	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	6860	442042	SH	DEFINE
ITRON INC	COM	465741106	1067	36165	SH	DEFINE
ITT CORP NEW	COM	450911102	3209	76400	SH	DEFINE
ITT CORP NEW	COM	450911102	1548	36850	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	2752	236221	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	38380	2796115	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	468	33975	SH	DEFINE
IXIA	COM	45071R109	3766	491000	SH	DEFINE
IXIA	COM	45071R109	604	78700	SH	DEFINE
IXIA	COM	45071R109	2479	323200	SH	DEFINE
IXIA	COM	45071R109	3801	495568	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

JACK IN THE BOX INC	COM	466367109	4940	248000	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	735	36900	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	3080	154600	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	3846	193072	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	1075	33285	SH	DEFINE
JAKKS PAC INC	COM	47012E106	20529	1083320	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	1577	247500	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	297	46700	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	981	154000	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	334	55700	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	599	99770	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	9232	1538701	SH	DEFINE
JARDEN CORP	COM	471109108	46564	1647700	SH	DEFINE
JAZZ PHARMACEUTICALS INC	COM	472147107	7429	178931	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	24044	2411650	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	92	9250	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	264	64337	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	599	42000	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	6	445	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	261443	4103640	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1045128	16404455	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	118758	1864038	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	64	1000	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	51	800	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	27270	428029	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1755	27550	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	10548	400000	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	106633	4043720	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	16776	636174	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	8	300	SH	OTHER
JOHNSON CTLS INC	COM	478366107	1379	52300	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	291	11022	SH	DEFINE
JOY GLOBAL INC	COM	481165108	40140	643470	SH	DEFINE
JOY GLOBAL INC	COM	481165108	9662	154895	SH	DEFINE
JOY GLOBAL INC	COM	481165108	2	26	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	585681	19444923	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	44091	1463841	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	12	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1220	40500	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	13507	448442	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	36019	1195862	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	470	15590	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	13743	456228	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	3013	100019	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	5609	186220	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	144570	4799790	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	42601	1414380	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	60	1980	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	280	16216	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	36110	815500	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	1077	34900	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	76225	1525730	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	35	700	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	262	5236	SH	DEFINE
KAYDON CORP	COM	486587108	23297	812300	SH	DEFINE
KAYDON CORP	COM	486587108	3361	117200	SH	DEFINE
KAYDON CORP	COM	486587108	519	18100	SH	DEFINE
KAYDON CORP	COM	486587108	2209	77021	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1115	34040	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1728	52760	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	6611	201809	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	684	20891	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	12011	366640	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	316	9661	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	73899	2255769	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	151697	4630555	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	39	1200	SH	DEFINE
KB HOME	COM	48666K109	138	23510	SH	DEFINE
KELLOGG CO	COM	487836108	3191	60000	SH	DEFINE
KELLOGG CO	COM	487836108	5945	111761	SH	DEFINE
KELLOGG CO	COM	487836108	1037	19500	SH	DEFINE
KELLOGG CO	COM	487836108	209	3920	SH	DEFINE
KELLY SVCS INC	CL A	488152208	27173	2383600	SH	DEFINE
KENNAMETAL INC	COM	489170100	50419	1539991	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	721	240166	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	35737	3765780	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	489	51500	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	2104	221700	SH	DEFINE
KEYCORP NEW	COM	493267108	15715	2650000	SH	DEFINE
KEYCORP NEW	COM	493267108	9	1600	SH	DEFINE
KEYCORP NEW	COM	493267108	31093	5243316	SH	DEFINE
KEYW HLDG CORP	COM	493723100	2371	333517	SH	DEFINE
KEYW HLDG CORP	COM	493723100	374	52587	SH	DEFINE
KEYW HLDG CORP	COM	493723100	1563	219900	SH	DEFINE
KID BRANDS INC	COM	49375T100	2271	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	8267	264110	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	888	12500	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4688	66018	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4960	69850	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	8126	540634	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	14649	214235	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	41	600	SH	OTHER
KINDER MORGAN INC DEL	COM	49456B101	15534	600000	SH	DEFINE
KINGSWAY FINL SVCS INC	COM	496904103	327	462700	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	101870	6852850	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	171	11590	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	1476	99300	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1136	109200	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	68	6500	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	41730	4012538	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	12012	1155000	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	28039	5381830	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	541	103900	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	2331	447500	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	2165	415560	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	4560	779416	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	2408	411637	SH	DEFINE
KOHL CORP	COM	500255104	24850	506110	SH	DEFINE
KOHL CORP	COM	500255104	5	100	SH	DEFINE
KOHL CORP	COM	500255104	48	970	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	224	12486	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	2005	111770	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	7881	439308	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	8960	499454	SH	DEFINE
KOSMOS ENERGY LTD	SHS	G5315B107	5896	503500	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	863	25700	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	125	3720	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	8049	239707	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	826035	24599003	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	15202	452717	SH	DEFINE
KROGER CO	COM	501044101	74	3390	SH	DEFINE
KROGER CO	COM	501044101	221	10060	SH	DEFINE
KROGER CO	COM	501044101	276863	12607609	SH	DEFINE
K-SWISS INC	CL A	482686102	10968	2580816	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KT CORP	SPONSORED ADR	48268K101	5324	360210	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	96836	6551822	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	1181	79920	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2954	200000	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	837	13500	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	564	9095	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3526	56900	SH	DEFINE
LA Z BOY INC	COM	505336107	31681	4275472	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2016	25500	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	11530	145863	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1470	18600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	66858	1760337	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	47	1225	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	29	760	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	102	2698	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	53276	873236	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	61	1000	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	2990	155740	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	3457	39350	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1200	51945	SH	DEFINE
LAZARD LTD	SHS A	G54050102	37634	1783612	SH	DEFINE
LAZARD LTD	SHS A	G54050102	7763	367903	SH	DEFINE
LAZARD LTD	SHS A	G54050102	962	45600	SH	DEFINE
LAZARD LTD	SHS A	G54050102	95	4488	SH	DEFINE
LCNB CORP	COM	50181P100	645	48700	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	13891	4121930	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	38726	1956834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	44	2200	SH	DEFINE
LENNAR CORP	CL B	526057302	5396	528000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	527288AX2	4280	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM	528872104	1534	1667700	SH	DEFINE
LEXINGTON REALTY TRUST	COM	529043101	2084	318670	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	201	7450	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	891	24616	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	530715AN1	4362	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	530715AR2	7875	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	530715AR2	1	1000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	158	10692	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	2805	96375	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	38	1300	SH	OTHER
LIBERTY PPTY TR	SH BEN INT	531172104	3617	124240	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	6768	176100	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	1002	26078	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	590	16100	SH	DEFINE
LILLY ELI & CO	COM	532457108	18566	502180	SH	DEFINE
LILLY ELI & CO	COM	532457108	5598	151424	SH	DEFINE
LILLY ELI & CO	COM	532457108	597284	16155911	SH	DEFINE
LILLY ELI & CO	COM	532457108	3347	90525	SH	DEFINE
LILLY ELI & CO	COM	532457108	7	200	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	22621	587400	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	117	3045	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	45696	1575180	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	2124	135905	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	1952	25000	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	39	500	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	1860	52170	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	36	1000	SH	OTHER
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	6288	2556282	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	2838	411300	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	464	67300	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	1903	275847	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	709	88491	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LIZ CLAIBORNE INC	COM	539320101	1425	284900	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	2094	418700	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	663	317227	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	36320	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	2623	36113	SH	DEFINE
LOEWS CORP	COM	540424108	487	14100	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1172	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1	100	SH	DEFINE
LOGMEIN INC	COM	54142L109	204	6130	SH	DEFINE
LORILLARD INC	COM	544147101	58	521	SH	DEFINE
LORILLARD INC	COM	544147101	371	3350	SH	DEFINE
LORILLARD INC	COM	544147101	685013	6188014	SH	DEFINE
LORILLARD INC	COM	544147101	4766	43050	SH	DEFINE
LOUISIANA PAC CORP	COM	546347105	3570	700000	SH	DEFINE
LOUISIANA PAC CORP	COM	546347105	10	1982	SH	DEFINE
LOWES COS INC	COM	548661107	14505	750000	SH	DEFINE
LOWES COS INC	COM	548661107	1990	102905	SH	DEFINE
LSI CORPORATION	COM	502161102	18	3395	SH	DEFINE
LSI CORPORATION	COM	502161102	2	304	SH	DEFINE
LSI CORPORATION	COM	502161102	64616	12474125	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	1082	22250	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1709	67875	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	8	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	906	36000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	917	36400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	277	11000	SH	DEFINE
LYDALL INC DEL	COM	550819106	4139	465000	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	6102	249760	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	123	5055	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	8370	342600	SH	DEFINE
M & T BK CORP	COM	55261F104	293580	4200000	SH	DEFINE
M & T BK CORP	COM	55261F104	566	8096	SH	DEFINE
M & T BK CORP	COM	55261F104	3493	49975	SH	DEFINE
M D C HLDGS INC	COM	552676108	22866	1349821	SH	DEFINE
M/I HOMES INC	COM	55305B101	8553	1423066	SH	DEFINE
MACERICH CO	COM	554382101	15614	366263	SH	DEFINE
MACYS INC	COM	55616P104	221	8406	SH	DEFINE
MACYS INC	COM	55616P104	2917	110823	SH	DEFINE
MACYS INC	COM	55616P104	1304	49560	SH	DEFINE
MACYS INC	COM	55616P104	14149	537590	SH	DEFINE
MACYS INC	COM	55616P104	4493	170720	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	13641	1742400	SH	DEFINE
MAGELLAN MIDSTREAM PRTNRS LP	COM UNIT RP LP	559080106	705	11666	SH	DEFINE
MAGNA INTL INC	COM	559222401	12630	381789	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	2977	402850	SH	DEFINE
MAKO SURGICAL CORP	COM	560879108	3422	100000	SH	DEFINE
MANPOWERGROUP INC	COM	56418H100	537	15970	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	8826	779000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	1473	128616	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	161	14220	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	51414	4510135	SH	DEFINE
MARATHON OIL CORP	COM	565849106	15492	717878	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1798	83303	SH	DEFINE
MARATHON OIL CORP	COM	565849106	539642	25006555	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	13334	492740	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	1117	41277	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	196065	7245551	SH	DEFINE
MARKEL CORP	COM	570535104	6989	19570	SH	DEFINE
MARKEL CORP	COM	570535104	1321	3700	SH	DEFINE
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	439	7950	SH	DEFINE
MARKET VECTORS ETF TR	JR GOLD MINERS E	57060U589	343	12200	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	303	7020	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MARRIOTT INTL INC NEW	CL A	571903202	1610	59100	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	82	3017	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	353	13300	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	16503	621800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	384	14463	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	311	11700	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1412	53185	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	4437	257391	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	591	34281	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	2414	140000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	14225	225000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	505	7991	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	215	14810	SH	DEFINE
MASCO CORP	COM	574599106	976	137100	SH	DEFINE
MASCO CORP	COM	574599106	9	1200	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	205209	647020	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	15943	50269	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1935	6100	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	29	90	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	309	975	SH	DEFINE
MATTEL INC	COM	577081102	41	1600	SH	DEFINE
MATTEL INC	COM	577081102	1498	57879	SH	DEFINE
MATTEL INC	COM	577081102	143197	5530971	SH	DEFINE
MATTHEWS INTL CORP	CL A	577128101	10676	347076	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	4995	214090	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	3369	228900	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	518	35200	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	2224	151100	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	154649	3350287	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	429	9284	SH	DEFINE
MCDONALDS CORP	COM	580135101	187162	2131199	SH	DEFINE
MCDONALDS CORP	COM	580135101	48547	552800	SH	DEFINE
MCDONALDS CORP	COM	580135101	20646	235097	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	9312	227134	SH	DEFINE
MCKESSON CORP	COM	58155Q103	50983	701280	SH	DEFINE
MCKESSON CORP	COM	58155Q103	601	8269	SH	DEFINE
MCKESSON CORP	COM	58155Q103	96	1316	SH	DEFINE
MDU RES GROUP INC	COM	552690109	16526	861200	SH	DEFINE
MDU RES GROUP INC	COM	552690109	109	5700	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	153944	2236580	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	36930	536542	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	55	800	SH	OTHER
MEAD JOHNSON NUTRITION CO	COM	582839106	1948	28300	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	321	4661	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	10676	434700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	48	1950	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	173820	7077356	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	3904	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	20935	446480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	15153	323162	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	196876	4198671	SH	DEFINE
MEDIVATION INC	COM	58501N101	3245	191100	SH	DEFINE
MEDIVATION INC	COM	58501N101	31	1800	SH	DEFINE
MEDTRONIC INC	COM	585055106	168012	5054500	SH	DEFINE
MEDTRONIC INC	COM	585055106	11645	350334	SH	DEFINE
MEDTRONIC INC	COM	585055106	2722	81880	SH	DEFINE
MEDTRONIC INC	COM	585055106	566522	17043378	SH	DEFINE
MEDTRONIC INC	COM	585055106	8126	244470	SH	DEFINE
MEDTRONIC INC	COM	585055106	5094	153250	SH	DEFINE
MEDTRONIC INC	COM	585055106	36044	1084360	SH	DEFINE
MEDTRONIC INC	COM	585055106	19468	585689	SH	DEFINE
MEDTRONIC INC	COM	585055106	1553	46724	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MEDTRONIC INC	COM	585055106	9847	296240	SH	DEFINE
MEDTRONIC INC	COM	585055106	304263	9153510	SH	DEFINE
MEDTRONIC INC	COM	585055106	48922	1471780	SH	DEFINE
MEDTRONIC INC	COM	585055106	113	3390	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	62	11765	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	52834	2025827	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	5515	102600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	7233	134560	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	5268	98000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	860	16000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	47080	875900	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1698	31600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	849	15800	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1032	19200	SH	DEFINE
MERCER INTL INC	COM	588056101	2061	303030	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3892	119000	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1312608	40128627	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	72292	2210079	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	79	2400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	1006211	30761551	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	10041	306957	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	5488	167777	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	42590	1302033	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	45498	1390873	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3396	103836	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	12048	368330	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	457656	13991323	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	74277	2270775	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	167	5095	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	17960	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	77	2000	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	2747	337027	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	409	50173	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	1743	213850	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	1698	208315	SH	DEFINE
METHANEX CORP	COM	59151K108	198	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	74672	3582731	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	319	42943	SH	DEFINE
METLIFE INC	COM	59156R108	18529	661500	SH	DEFINE
METLIFE INC	COM	59156R108	33	1188	SH	DEFINE
METLIFE INC	COM	59156R108	299	10677	SH	DEFINE
METLIFE INC	COM	59156R108	288234	10290403	SH	DEFINE
METLIFE INC	UNIT 99/99/9999	59156R116	290798	5141400	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	13254	94700	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	118470	846454	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	4693	33533	SH	DEFINE
MF GLOBAL HLDGS LTD	COM	55277J108	36955	8947990	SH	DEFINE
MF GLOBAL HLDGS LTD	NOTE 1.875%	2/055277JAA6	20000	25000000	PRN	DEFINE
MGM RESORTS INTERNATIONAL	NOTE 4.250%	4/155303QAE0	15863	18000000	PRN	DEFINE
MI DEVELOPMENTS INC	COM	55304X104	30822	1159600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	66621	2141460	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	24583	790210	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	37	1200	SH	OTHER
MICROCHIP TECHNOLOGY INC	COM	595017104	271	8700	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1590	51114	SH	DEFINE
MICROSEMI CORP	COM	595137100	3307	206950	SH	DEFINE
MICROSOFT CORP	COM	594918104	4866	195500	SH	DEFINE
MICROSOFT CORP	COM	594918104	70860	2846915	SH	DEFINE
MICROSOFT CORP	COM	594918104	42027	1688529	SH	DEFINE
MICROSOFT CORP	COM	594918104	944520	37947740	SH	DEFINE
MICROSOFT CORP	COM	594918104	13903	558561	SH	DEFINE
MICROSOFT CORP	COM	594918104	7738	310886	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MICROSOFT CORP	COM	594918104	69672	2799190	SH	DEFINE
MICROSOFT CORP	COM	594918104	716	28750	SH	DEFINE
MICROSOFT CORP	COM	594918104	46842	1881882	SH	DEFINE
MICROSOFT CORP	COM	594918104	4198	168647	SH	DEFINE
MICROSOFT CORP	COM	594918104	17055	685210	SH	DEFINE
MICROSOFT CORP	COM	594918104	854588	34334589	SH	DEFINE
MICROSOFT CORP	COM	594918104	81681	3281668	SH	DEFINE
MICROSOFT CORP	COM	594918104	238	9570	SH	DEFINE
MIDSOUTH BANCORP INC	COM	598039105	2419	225000	SH	DEFINE
MIDWAY GOLD CORP	COM	598153104	9125	4539700	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	6272	361500	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	522	22110	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	35057	1300350	SH	DEFINE
MINEFINDERS LTD	COM	602900102	56967	4092457	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	2660	53993	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	2568	577115	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	1919	431240	SH	DEFINE
MOBILE MINI INC	COM	60740F105	5238	318600	SH	DEFINE
MOBILE MINI INC	COM	60740F105	727	44200	SH	DEFINE
MOBILE MINI INC	COM	60740F105	3099	188500	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	195	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	6913	562010	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	3519	286100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	12658	1029090	SH	DEFINE
MOLEX INC	COM	608554101	1456	71483	SH	DEFINE
MOLEX INC	CL A	608554200	2247	133100	SH	DEFINE
MOLSON COORS BREWING CO	CL B	60871R209	390	9850	SH	DEFINE
MOLYCORP INC DEL	PFD CONV SER A	608753208	214	3100	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	7505	125000	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	3271	54473	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	44103	2494540	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	46	2600	SH	DEFINE
MOODYS CORP	COM	615369105	1523	50000	SH	DEFINE
MOODYS CORP	COM	615369105	174	5704	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	479	35500	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	44	3280	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1945	144106	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1004	74400	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	334051	24744478	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4725	350000	SH	CALL DEFINE
MORGAN STANLEY	COM NEW	617446448	2601	192670	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	27183	2013570	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	203	15060	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	23161	1715515	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1128	83528	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	3813	282460	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	242547	17966425	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	16331	1209740	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	72	5330	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	3484	71142	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	862	17600	SH	DEFINE
MOTOROLA MOBILITY HLDGS INC	COM	620097105	31	808	SH	DEFINE
MOTOROLA MOBILITY HLDGS INC	COM	620097105	227	6020	SH	DEFINE
MOTOROLA MOBILITY HLDGS INC	COM	620097105	272055	7201030	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	275	6560	SH	DEFINE
MOVADO GROUP INC	COM	624580106	1492	122468	SH	DEFINE
MUELLER INDS INC	COM	624756102	82096	2127400	SH	DEFINE
MUELLER INDS INC	COM	624756102	386	10000	SH	DEFINE
MULTI FINELINE ELECTRONIX IN	COM	62541B101	16048	804800	SH	DEFINE
MURPHY OIL CORP	COM	626717102	35	790	SH	DEFINE
MURPHY OIL CORP	COM	626717102	389	8815	SH	DEFINE
MURPHY OIL CORP	COM	626717102	237912	5387490	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MWI VETERINARY SUPPLY INC	COM		55402X105	2911	42300	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM		55402X105	406	5900	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM		55402X105	1727	25100	SH	DEFINE
MYLAN INC	COM		628530107	3	175	SH	DEFINE
MYLAN INC	COM		628530107	10562	621302	SH	DEFINE
MYLAN INC	NOTE	3.750% 9/1	628530AJ6	15292	10500000	PRN	DEFINE
NABORS INDUSTRIES LTD	SHS		G6359F103	448	36575	SH	DEFINE
NALCO HOLDING COMPANY	COM		62985Q101	101424	2899476	SH	DEFINE
NARA BANCORP INC	COM		63080P105	74	12250	SH	DEFINE
NASDAQ OMX GROUP INC	COM		631103108	414	17900	SH	DEFINE
NASDAQ OMX GROUP INC	COM		631103108	517	22341	SH	SOLE
NATIONAL FUEL GAS CO N J	COM		636180101	312	6400	SH	DEFINE
NATIONAL INSTRS CORP	COM		636518102	29841	1305360	SH	DEFINE
NATIONAL INSTRS CORP	COM		636518102	635	27794	SH	DEFINE
NATIONAL INSTRS CORP	COM		636518102	1915	83750	SH	DEFINE
NATIONAL INSTRS CORP	COM		636518102	2149	94019	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM		637071101	44633	871390	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM		637071101	17465	340979	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM		637071101	1362	26600	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM		637071101	10893	212662	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A		638522102	23442	173000	SH	DEFINE
NATURAL GAS SERVICES GROUP	COM		63886Q109	3808	296800	SH	DEFINE
NATURAL RESOURCE PARTNERS L	COM	UNIT L P	63900P103	259	10200	SH	DEFINE
NAUTILUS INC	COM		63910B102	150	100000	SH	DEFINE
NAVIGANT CONSULTING INC	COM		63935N107	2102	226760	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	8367	260480	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	1870	58227	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	2578	80251	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	4470	139180	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	9503	295870	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	7642	237910	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	85	2650	SH	DEFINE
NEKTAR THERAPEUTICS	COM		640268108	4224	870900	SH	DEFINE
NEOGEN CORP	COM		640491106	2059	59300	SH	DEFINE
NEOGEN CORP	COM		640491106	331	9542	SH	DEFINE
NEOGEN CORP	COM		640491106	1344	38700	SH	DEFINE
NETAPP INC	COM		64110D104	83891	2471750	SH	DEFINE
NETAPP INC	COM		64110D104	8511	250753	SH	DEFINE
NETAPP INC	COM		64110D104	43	1260	SH	DEFINE
NETAPP INC	COM		64110D104	164	4842	SH	DEFINE
NETAPP INC	NOTE	1.750% 6/0	64110DAB0	20698	17000000	PRN	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	1058	22000	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	861	17900	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	3743	77800	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	2145	417400	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	314	61100	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	1344	261400	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM		64125C109	2388	399300	SH	DEFINE
NEVSUN RESOURCES LTD	COM		64156L101	146169	28995640	SH	DEFINE
NEW GOLD INC CDA	COM		644535106	18595	1800000	SH	DEFINE
NEW JERSEY RES	COM		646025106	254	5975	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON	ADR	647581107	7223	314444	SH	DEFINE
NEW YORK TIMES CO	CL A		650111107	787	135450	SH	DEFINE
NEWELL RUBBERMAID INC	COM		651229106	123	10330	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	74103	1178114	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	2620	41659	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	4261	67750	SH	DEFINE
NEWMONT MINING CORP	NOTE	3.000% 2/1	651639AK2	10397	7500000	PRN	DEFINE
NEWS CORP	CL A		65248E104	87	5640	SH	DEFINE
NEWS CORP	CL A		65248E104	696	44970	SH	DEFINE
NEWS CORP	CL A		65248E104	452335	29239489	SH	DEFINE
NEWS CORP	CL A		65248E104	10816	699147	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NEWS CORP	CL A	65248E104	29700	1919820	SH	DEFINE
NEWS CORP	CL A	65248E104	618	39960	SH	DEFINE
NEWS CORP	CL A	65248E104	19722	1274857	SH	DEFINE
NEWS CORP	CL A	65248E104	503	32485	SH	DEFINE
NEWS CORP	CL A	65248E104	522	33730	SH	DEFINE
NEWS CORP	CL A	65248E104	500712	32366661	SH	DEFINE
NEWS CORP	CL A	65248E104	57060	3688408	SH	DEFINE
NEWS CORP	CL A	65248E104	116	7512	SH	DEFINE
NEWS CORP	CL B	65248E203	201	12920	SH	DEFINE
NEWS CORP	CL B	65248E203	3335	213891	SH	DEFINE
NEWS CORP	CL B	65248E203	1038	66576	SH	DEFINE
NEXEN INC	COM	65334H102	2	115	SH	DEFINE
NEXEN INC	COM	65334H102	4592	295077	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	660867	12233750	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	17220	318772	SH	DEFINE
NICOR INC	COM	654086107	229	4170	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	13327	494500	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	105	3900	SH	DEFINE
NIKE INC	CL B	654106103	131053	1532600	SH	DEFINE
NIKE INC	CL B	654106103	150916	1764895	SH	DEFINE
NIKE INC	CL B	654106103	80236	938324	SH	DEFINE
NIKE INC	CL B	654106103	34	400	SH	OTHER
NIKE INC	CL B	654106103	1667	19500	SH	DEFINE
NIKE INC	CL B	654106103	22	260	SH	DEFINE
NIKE INC	CL B	654106103	1061	12408	SH	DEFINE
NISOURCE INC	COM	65473P105	29932	1400000	SH	DEFINE
NISOURCE INC	COM	65473P105	86	4000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	19104	650900	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	9939	338650	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	701	23884	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	6988	238090	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	3220	109720	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	30040	1023500	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	28491	970679	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	978	33313	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	11271	384030	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	294057	10018975	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	42155	1436280	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	135	4590	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	39598	559300	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	218	3084	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	316	55878	SH	DEFINE
NOMURA HLDGS INC	SPONSORED ADR	65535H208	3643	1023393	SH	DEFINE
NORDSON CORP	COM	655663102	31263	786700	SH	DEFINE
NORDSTROM INC	COM	655664100	4294	94000	SH	DEFINE
NORDSTROM INC	COM	655664100	40582	888400	SH	DEFINE
NORDSTROM INC	COM	655664100	2271	49707	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	19642	321900	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7389	121094	SH	DEFINE
NORTHEAST UTILS	COM	664397106	34545	1026600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	30285	900000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	181	5386	SH	DEFINE
NORTHERN TR CORP	COM	665859104	2190	62600	SH	DEFINE
NORTHERN TR CORP	COM	665859104	17402	497482	SH	DEFINE
NORTHERN TR CORP	COM	665859104	477	13636	SH	DEFINE
NORTHERN TR CORP	COM	665859104	13	380	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	52160	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	3947	75676	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	2012	168900	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	288	24200	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	1270	106600	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	3764	185500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOVARTIS A G	SPONSORED ADR	66987V109	3751	67256	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	174236	3124195	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	207	3705	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	9543	171122	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	6299	112950	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8550	85910	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8247	82870	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	2149	330100	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	52	2464	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	400216	18869218	SH	DEFINE
NSTAR	COM	67019E107	210	4690	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	126555	6215883	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	58924	2894117	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	41	2000	SH	OTHER
NUANCE COMMUNICATIONS INC	COM	67020Y100	900	44200	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	188	9250	SH	DEFINE
NUANCE COMMUNICATIONS INC	DBCV	2.750% 8/167020YAB6	6300	4990000	PRN	DEFINE
NUCOR CORP	COM	670346105	73986	2338369	SH	DEFINE
NUCOR CORP	COM	670346105	10391	328400	SH	DEFINE
NUCOR CORP	COM	670346105	10006	316231	SH	DEFINE
NUCOR CORP	COM	670346105	9	300	SH	OTHER
NUCOR CORP	COM	670346105	95	3000	SH	DEFINE
NUVASIVE INC	NOTE	2.750% 7/0670704AC9	21133	25000000	PRN	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	535	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	110969	7543800	SH	DEFINE
NV ENERGY INC	COM	67073Y106	86495	5880000	SH	DEFINE
NXP SEMICONDUCTORS N V	COM	N6596X109	38892	2754400	SH	DEFINE
NYSE EURONEXT	COM	629491101	25	1090	SH	DEFINE
NYSE EURONEXT	COM	629491101	759	32662	SH	DEFINE
NYSE EURONEXT	COM	629491101	186839	8039535	SH	DEFINE
NYSE EURONEXT	COM	629491101	707	30403	SH	DEFINE
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	222	3325	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	2660	37200	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	68381	956380	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	5114	71524	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	14253	403320	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	221	107500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	739	358965	SH	DEFINE
OIL STS INTL INC	COM	678026105	49749	977000	SH	DEFINE
OIL STS INTL INC	COM	678026105	33806	663910	SH	DEFINE
OLD REP INTL CORP	COM	680223104	152558	17102962	SH	DEFINE
OLD REP INTL CORP	COM	680223104	101493	11378135	SH	DEFINE
OLD REP INTL CORP	COM	680223104	191	21400	SH	DEFINE
OLD REP INTL CORP	COM	680223104	6762	758085	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	6220	685000	SH	DEFINE
OMNICARE INC	COM	681904108	677	26630	SH	DEFINE
OMNICARE INC	NOTE	3.750%12/1681904AN8	16856	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3118	84645	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM	682310107	5562	1591650	SH	DEFINE
ONEOK INC NEW	COM	682680103	244	3700	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	1543	33100	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	8	180	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3751	124983	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	12	400	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3624	120770	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	558	18590	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	4624	154070	SH	DEFINE
ONYX PHARMACEUTICALS INC	NOTE	4.000% 8/1683399AB5	16969	15000000	PRN	DEFINE
OPEN TEXT CORP	COM	683715106	51356	985344	SH	DEFINE
OPEN TEXT CORP	COM	683715106	11701	223716	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	173	40000	SH	DEFINE
OPNET TECHNOLOGIES INC	COM	683757108	1222	35000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ORACLE CORP	COM	68389X105	187953	6539780	SH	DEFINE
ORACLE CORP	COM	68389X105	41182	1432924	SH	DEFINE
ORACLE CORP	COM	68389X105	1719	59800	SH	DEFINE
ORACLE CORP	COM	68389X105	6726	234030	SH	DEFINE
ORACLE CORP	COM	68389X105	4189	145768	SH	DEFINE
ORACLE CORP	COM	68389X105	1882	65497	SH	DEFINE
ORACLE CORP	COM	68389X105	450	15650	SH	DEFINE
ORACLE CORP	COM	68389X105	18208	633547	SH	DEFINE
ORACLE CORP	COM	68389X105	378	13143	SH	DEFINE
ORACLE CORP	COM	68389X105	11480	399460	SH	DEFINE
ORACLE CORP	COM	68389X105	377118	13121696	SH	DEFINE
ORACLE CORP	COM	68389X105	36568	1272363	SH	DEFINE
ORACLE CORP	COM	68389X105	110	3835	SH	DEFINE
ORIENTAL FINL GROUP INC	COM	68618W100	21185	2190800	SH	DEFINE
ORIENTAL FINL GROUP INC	COM	68618W100	16	1700	SH	DEFINE
OSHKOSH CORP	COM	688239201	20	1290	SH	DEFINE
OSHKOSH CORP	COM	688239201	31	2000	SH	DEFINE
OSHKOSH CORP	COM	688239201	68861	4374914	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	38308	2788100	SH	DEFINE
OWENS CORNING NEW	COM	690742101	36	1680	SH	DEFINE
OWENS CORNING NEW	COM	690742101	124238	5730554	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	375	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	5329	535000	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	4044	1078353	SH	DEFINE
PACIFIC BIOSCIENCES CALIF IN	COM	69404D108	717	223300	SH	DEFINE
PACIRA PHARMACEUTICALS INC	COM	695127100	2348	236405	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	415	17800	SH	DEFINE
PAIN THERAPEUTICS INC	COM	69562K100	1485	312000	SH	DEFINE
PAIN THERAPEUTICS INC	COM	69562K100	1	300	SH	DEFINE
PALL CORP	COM	696429307	32860	775000	SH	DEFINE
PALL CORP	COM	696429307	806	19015	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1975	19000	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	438	4215	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1278	12300	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	3898	205900	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	583	30800	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	2404	127000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2336	37000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	939	14870	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	235	4500	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	128887	2465802	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	2081	39810	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	0	5	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1768	33830	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	43090	824371	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	37368	714901	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	12336	711440	SH	DEFINE
PAYCHEX INC	COM	704326107	14498	549800	SH	DEFINE
PAYCHEX INC	COM	704326107	6493	246234	SH	DEFINE
PAYCHEX INC	COM	704326107	842	31937	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	9947	293600	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	46573	1374660	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	13123	387331	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	481	14200	SH	DEFINE
PEABODY ENERGY CORP	SDCV 4.750%12/17	704549AG9	13000	12500000	PRN	DEFINE
PEABODY ENERGY CORP	SDCV 4.750%12/17	704549AG9	2262	2175000	PRN	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	33	1900	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	4674	266927	SH	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	2423	154830	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	58688	1054780	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	786	14125	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	3394	61000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEETS COFFEE & TEA INC	COM	705560100	2543	45699	SH	DEFINE
PENGROWTH ENERGY CORP	COM	70706P104	375	41700	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	1053	45000	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	35	1500	SH	OTHER
PENN WEST PETE LTD NEW	COM	707887105	630	42200	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	18	1200	SH	DEFINE
PENNEY J C INC	COM	708160106	46512	1736800	SH	DEFINE
PENNEY J C INC	COM	708160106	599	22380	SH	DEFINE
PENTAIR INC	COM	709631105	110185	3442200	SH	DEFINE
PENTAIR INC	COM	709631105	94	2925	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	7664	696763	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	13	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	19380	1700000	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	273	23945	SH	DEFINE
PEPSICO INC	COM	713448108	234347	3785900	SH	DEFINE
PEPSICO INC	COM	713448108	520914	8415410	SH	DEFINE
PEPSICO INC	COM	713448108	82889	1339075	SH	DEFINE
PEPSICO INC	COM	713448108	93	1500	SH	OTHER
PEPSICO INC	COM	713448108	1597	25800	SH	DEFINE
PEPSICO INC	COM	713448108	158120	2554449	SH	DEFINE
PEPSICO INC	COM	713448108	46	740	SH	DEFINE
PEPSICO INC	COM	713448108	4711	76111	SH	DEFINE
PEPSICO INC	COM	713448108	1288	20810	SH	DEFINE
PERRIGO CO	COM	714290103	31509	324467	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	2	15	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	15822	131316	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	13041	629379	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	70	3400	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	7151	345131	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	2232	107720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	55712	2688796	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	335	16170	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	17709	854602	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	8006	386372	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	384148	18539937	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	127086	6133481	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	154290	7446424	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1527	68000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2357	105003	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	23275	1036764	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	4218	187900	SH	DEFINE
PETROLEUM DEV CORP	COM	716578109	9933	512300	SH	DEFINE
PETROLEUM DEV CORP	COM	716578109	553	28500	SH	DEFINE
PETROLEUM DEV CORP	COM	716578109	2224	114700	SH	DEFINE
PETROLEUM DEV CORP	COM	716578109	3659	188691	SH	DEFINE
PETSMART INC	COM	716768106	2127	49865	SH	DEFINE
PFIZER INC	COM	717081103	100285	5672250	SH	DEFINE
PFIZER INC	COM	717081103	681556	38549525	SH	DEFINE
PFIZER INC	COM	717081103	25653	1450978	SH	DEFINE
PFIZER INC	COM	717081103	886902	50164146	SH	DEFINE
PFIZER INC	COM	717081103	14305	809083	SH	DEFINE
PFIZER INC	COM	717081103	6404	362240	SH	DEFINE
PFIZER INC	COM	717081103	68051	3849065	SH	DEFINE
PFIZER INC	COM	717081103	809	45780	SH	DEFINE
PFIZER INC	COM	717081103	39314	2223526	SH	DEFINE
PFIZER INC	COM	717081103	3186	180230	SH	DEFINE
PFIZER INC	COM	717081103	13789	779930	SH	DEFINE
PFIZER INC	COM	717081103	714738	40426373	SH	DEFINE
PFIZER INC	COM	717081103	80976	4580111	SH	DEFINE
PFIZER INC	COM	717081103	162	9161	SH	DEFINE
PG&E CORP	COM	69331C108	775247	18323020	SH	DEFINE
PG&E CORP	COM	69331C108	137	3248	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PG&E CORP	COM	69331C108	4747	112190	SH	DEFINE
PG&E CORP	COM	69331C108	12730	300880	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	49945	1946400	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	72469	2824180	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	303	11800	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	4288	167124	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	12685	1072300	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	362	30600	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	1552	131200	SH	DEFINE
PHARMASSET INC	COM	71715N106	23129	280794	SH	DEFINE
PHI INC	COM VTG	69336T106	1759	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	17274	902499	SH	DEFINE
PHI INC	COM NON VTG	69336T205	3882	202800	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	18345	294090	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	16067	257572	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	365701	5862467	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	46	730	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	11174	179128	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	2	35	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	2178	43981	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	21096	2157100	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	308309	7180000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	116	2700	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	7272	1012800	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	370	51600	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	1589	221300	SH	DEFINE
PITNEY BOWES INC	COM	724479100	80	4270	SH	DEFINE
PITNEY BOWES INC	COM	724479100	424	22530	SH	DEFINE
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	295	5000	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	14624	13555200	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2	50	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	12048	347110	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	9678	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	816	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	84	1740	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3066	63615	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	507687	10535102	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	41	846	SH	DEFINE
PNM RES INC	COM	69349H107	56634	3447000	SH	DEFINE
PNM RES INC	COM	69349H107	54219	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	136	8250	SH	DEFINE
POLYCOM INC	COM	73172K104	25163	1369800	SH	DEFINE
POLYCOM INC	COM	73172K104	708	38565	SH	DEFINE
POLYCOM INC	COM	73172K104	1235	67226	SH	DEFINE
POPULAR INC	COM	733174106	7164	4776150	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	21321	900000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	1369	188884	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	41	5612	SH	DEFINE
POSCO	SPONSORED ADR	693483109	19	250	SH	DEFINE
POSCO	SPONSORED ADR	693483109	120	1580	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1586	20870	SH	DEFINE
POSCO	SPONSORED ADR	693483109	5068	66670	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1370	18029	SH	DEFINE
POSCO	SPONSORED ADR	693483109	5869	77216	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1885	24800	SH	DEFINE
POSCO	SPONSORED ADR	693483109	5471	71981	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	3763	86737	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	3265	75378	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	11940	274850	SH	DEFINE
POWELL INDS INC	COM	739128106	24866	802900	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	16407	536000	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	569	18600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

POWER INTEGRATIONS INC	COM	739276103	2486	81200	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	5130	167593	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	621	29875	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1471	28014	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	460	15500	SH	DEFINE
PPG INDS INC	COM	693506107	890	12599	SH	DEFINE
PPL CORP	COM	69351T106	465011	16293300	SH	DEFINE
PPL CORP	COM	69351T106	423	14830	SH	DEFINE
PPL CORP	UNIT 99/99/9999S	69351T114	8159	150000	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	13895	250000	SH	DEFINE
PRAXAIR INC	COM	74005P104	254887	2726649	SH	DEFINE
PRAXAIR INC	COM	74005P104	171711	1836870	SH	DEFINE
PRAXAIR INC	COM	74005P104	50991	545479	SH	DEFINE
PRAXAIR INC	COM	74005P104	5796	62000	SH	DEFINE
PRAXAIR INC	COM	74005P104	1122	12000	SH	DEFINE
PRAXAIR INC	COM	74005P104	19266	206101	SH	DEFINE
PRAXAIR INC	COM	74005P104	2057	22000	SH	DEFINE
PRAXAIR INC	COM	74005P104	580	6201	SH	DEFINE
PRAXAIR INC	COM	74005P104	935	10000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	208907	1343800	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	21000	135086	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	933	6000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	31	200	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	330	2125	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	4372	524599	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	5754	700000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	128678	2693695	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	3050	63856	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	29	600	SH	OTHER
PRICE T ROWE GROUP INC	COM	74144T108	1166	24408	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	62938	140030	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	4996	11115	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	4495	10000	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	854	1900	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	16405	36500	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1663	3700	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	162	361	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	989	2200	SH	DEFINE
PRIMERO MNG CORP	COM	74164W106	14932	5526600	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	325646	5154260	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	62851	994785	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	112072	1773853	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	12385	196030	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	44	700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	16011	253419	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	26034	412029	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	1870	29593	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	15564	246350	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	93443	1479000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	18675	295590	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	66	1040	SH	DEFINE
PROGENICS PHARMACEUTICALS IN	COM	743187106	1431	249300	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	706173	13653770	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2628	50821	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	11812	673052	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	509	28997	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	2181	124300	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	138	7759	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	10943	616181	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	792	44570	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1	34	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	52	2920	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PROGRESSIVE CORP OHIO	COM	743315103	7223	406712	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	22717	1279090	SH	DEFINE
PROLOGIS INC	COM	74340W103	1	44	SH	DEFINE
PROLOGIS INC	COM	74340W103	5013	206741	SH	DEFINE
PROLOGIS INC	COM	74340W103	22348	921575	SH	DEFINE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	342	17603	PRN	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	67181	4298223	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	8	500	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2579	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	47971	1023700	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	381	8122	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	2955	150096	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	309	2775	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	26537	238320	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	721194	21612060	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4476	134122	SH	DEFINE
PULTE GROUP INC	COM	745867101	6794	1720000	SH	DEFINE
PULTE GROUP INC	COM	745867101	50	12771	SH	DEFINE
QEP RES INC	COM	74733V100	68586	2533670	SH	DEFINE
QEP RES INC	COM	74733V100	1074	39660	SH	DEFINE
QEP RES INC	COM	74733V100	73	2705	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	4587	331410	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	6170	445750	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	5394	390000	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	871	63000	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	49447	3551300	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	2264	163498	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	763	54600	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	1148	83000	SH	DEFINE
QLIK TECHNOLOGIES INC	COM	74733T105	4115	190000	SH	DEFINE
QUALCOMM INC	COM	747525103	183482	3773015	SH	DEFINE
QUALCOMM INC	COM	747525103	62545	1286146	SH	DEFINE
QUALCOMM INC	COM	747525103	1658	34100	SH	DEFINE
QUALCOMM INC	COM	747525103	64	1310	SH	DEFINE
QUALCOMM INC	COM	747525103	1042	21433	SH	DEFINE
QUALITY SYS INC	COM	747582104	2726	28100	SH	DEFINE
QUALITY SYS INC	COM	747582104	456	4700	SH	DEFINE
QUALITY SYS INC	COM	747582104	1765	18200	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	588	31300	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	24680	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4647	94135	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	24322	492740	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	548	11110	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	7931	160660	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	1355	27458	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4476	90690	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	18251	369760	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	42791	866907	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	86	1750	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	5106	321561	SH	DEFINE
QUESTAR CORP	COM	748356102	26565	1500000	SH	DEFINE
QUESTAR CORP	COM	748356102	796	44930	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	14609	535900	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	245	9000	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	1077	39500	SH	DEFINE
QUINSTREET INC	COM	74874Q100	2934	283500	SH	DEFINE
QUINSTREET INC	COM	74874Q100	456	44100	SH	DEFINE
QUINSTREET INC	COM	74874Q100	1957	189100	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	5736	168000	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	134898	1040080	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	22854	176205	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	882	6800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RALPH LAUREN CORP	CL A	751212101	339	2613	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	239286	2474002	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	10	100	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	27656	676689	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1948	47670	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	498674	12201467	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3298	80700	SH	DEFINE
REALD INC	COM	75604L105	107	11440	SH	DEFINE
REALD INC	COM	75604L105	4316	461616	SH	DEFINE
REALTY INCOME CORP	COM	756109104	32	1000	SH	DEFINE
REALTY INCOME CORP	COM	756109104	5766	178860	SH	DEFINE
RED HAT INC	COM	756577102	145522	3443490	SH	DEFINE
RED HAT INC	COM	756577102	55	1300	SH	DEFINE
RED HAT INC	COM	756577102	289	6834	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	6806	311935	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	6518	555201	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	2879	245193	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	106	3000	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	7460	211163	SH	DEFINE
REGIS CORP MINN	COM	758932107	50406	3577401	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	81250	2389000	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	533	8350	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	34761	544850	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	3127	49010	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	171992	2695800	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	4543	71200	SH	DEFINE
RENREN INC	SPONSORED ADR	759892102	242	47380	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	20846	742900	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	100	3566	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	1048	37364	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	34940	1721200	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	396	19500	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	4	200	SH	OTHER
RESEARCH IN MOTION LTD	COM	760975102	19	930	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	40988	2009886	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	48	1281	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	244	6510	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	458451	12231870	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	4465	119125	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	96	13000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	7717	233504	SH	DEFINE
RIGNET INC	COM	766582100	4418	275600	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	14635	332000	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	1482	33622	SH	DEFINE
RLI CORP	COM	749607107	102880	1618116	SH	DEFINE
RLI CORP	COM	749607107	97	1525	SH	DEFINE
ROBBINS & MYERS INC	COM	770196103	9920	285800	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	274	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	27800	1310100	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	63	2967	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	172622	3082530	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	987	17624	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	165	2947	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	18466	350000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	427	8101	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	39690	2067200	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	143	4175	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	58	1700	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	223164	6516350	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	269393	3909349	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	23009	333900	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	5	76	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ROPER INDS INC NEW	COM	776696106	83	1200	SH	DEFINE
ROSS STORES INC	COM	778296103	201	2550	SH	DEFINE
ROWAN COS INC	COM	779382100	95886	3176077	SH	DEFINE
ROWAN COS INC	COM	779382100	10418	345080	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	182	3975	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	619	13541	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	273599	5962701	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5270	84924	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	17791	286721	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	166797	2688111	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	412890	6711480	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	28968	470869	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	678	11028	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	4431	72033	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	9954	161796	SH	DEFINE
ROYAL GOLD INC	COM	780287108	29865	466200	SH	DEFINE
RPM INTL INC	COM	749685103	54478	2913251	SH	DEFINE
RPM INTL INC	COM	749685103	4118	220221	SH	DEFINE
RPX CORP	COM	74972G103	7480	361200	SH	DEFINE
RPX CORP	COM	74972G103	402	19400	SH	DEFINE
RPX CORP	COM	74972G103	1719	83000	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	22070	946400	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	11987	465496	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	469	18197	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1475	39000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	58	1525	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	251	15080	SH	DEFINE
SAGENT PHARMACEUTICALS INC	COM	786692103	4898	242000	SH	DEFINE
SAGENT PHARMACEUTICALS INC	COM	786692103	241	11900	SH	DEFINE
SAGENT PHARMACEUTICALS INC	COM	786692103	994	49100	SH	DEFINE
SAIA INC	COM	78709Y105	3787	360000	SH	DEFINE
SAIC INC	COM	78390X101	1055	89300	SH	DEFINE
SAIC INC	COM	78390X101	7998	677218	SH	DEFINE
SAIC INC	COM	78390X101	1968	166640	SH	DEFINE
SAIC INC	COM	78390X101	20519	1737410	SH	DEFINE
SAIC INC	COM	78390X101	274	23190	SH	DEFINE
SAIC INC	COM	78390X101	17735	1501583	SH	DEFINE
SAIC INC	COM	78390X101	914	77410	SH	DEFINE
SAIC INC	COM	78390X101	3276	277370	SH	DEFINE
SAIC INC	COM	78390X101	1281	108450	SH	DEFINE
SAIC INC	COM	78390X101	19124	1619340	SH	DEFINE
SAIC INC	COM	78390X101	56	4740	SH	DEFINE
SAKS INC	COM	79377W108	21104	2411938	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	90681	793500	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	4289	37534	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	194	1698	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	62983	2127810	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	539	18200	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	2341	79100	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE 2.750% 5/1	795435AC0	20000	20000000	PRN	DEFINE
SANDISK CORP	COM	80004C101	810	20071	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	4788	600000	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	469	14303	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	18514	564457	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	244	7430	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	230	7023	SH	DEFINE
SANOFI	RIGHT 12/31/2020	80105N113	3	2845	SH	DEFINE
SANOFI	RIGHT 12/31/2020	80105N113	7728	7290295	SH	DEFINE
SAP AG	SPON ADR	803054204	175	3460	SH	DEFINE
SAP AG	SPON ADR	803054204	22877	451943	SH	DEFINE
SAP AG	SPON ADR	803054204	340	6720	SH	DEFINE
SAP AG	SPON ADR	803054204	50496	997560	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SAPIENT CORP	COM	803062108	3791	373876	SH	DEFINE
SAPIENT CORP	COM	803062108	611	60300	SH	DEFINE
SAPIENT CORP	COM	803062108	2540	250500	SH	DEFINE
SARA LEE CORP	COM	803111103	1737	106227	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	8	202	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	5199	128060	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	1201	293000	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	80	19500	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	21219	5175440	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	332	80900	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2999	731580	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	835	203759	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2971	724630	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	9733	2373880	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2114	515520	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	31	7650	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	NOTE 4.750% 2/08	80517QAA8	7000	9839000	PRN	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	91690	2659220	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	71	2060	SH	DEFINE
SCANA CORP NEW	COM	80589M102	40450	1000000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	812	20085	SH	DEFINE
SCANSOURCE INC	COM	806037107	3550	120087	SH	DEFINE
SCHAWK INC	CL A	806373106	13552	1373050	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	21704	350000	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	206	3328	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	210272	3520378	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	94814	1587376	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	42	700	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	7514	125800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	33	550	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1195	20000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	116	1950	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	19114	320000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	2091	35000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	273	4577	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1302	21800	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	209	7450	SH	DEFINE
SCHULMAN A INC	COM	808194104	29066	1710800	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	394	34972	SH	DEFINE
SCICLONE PHARMACEUTICALS INC	COM	80862K104	4721	1239200	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	295	41475	SH	DEFINE
SCORPIO TANKERS INC	SHS	Y7542C106	587	111200	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	23014	516000	SH	DEFINE
SEACOAST BKG CORP FLA	COM	811707306	331	225000	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	224	7998	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	4159	149485	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	1068	103894	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	164779	16029121	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	967	94100	SH	DEFINE
SEALY CORP	COM	812139301	5410	3655420	SH	DEFINE
SEALY CORP	SR SECD 3RD 8%	812139400	27397	581738	PRN	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	20153	1544300	SH	DEFINE
SEMPRA ENERGY	COM	816851109	4007	77800	SH	DEFINE
SEMPRA ENERGY	COM	816851109	697893	13551322	SH	DEFINE
SEMPRA ENERGY	COM	816851109	178	3455	SH	DEFINE
SEMPRA ENERGY	COM	816851109	42	820	SH	DEFINE
SEMPRA ENERGY	COM	816851109	421	8173	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1047	20336	SH	DEFINE
SEMTECH CORP	COM	816850101	31586	1496960	SH	DEFINE
SEMTECH CORP	COM	816850101	665	31500	SH	DEFINE
SEMTECH CORP	COM	816850101	2853	135200	SH	DEFINE
SEMTECH CORP	COM	816850101	4854	230030	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SENECA FOODS CORP NEW	CL B	817070105	2400	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	11674	589594	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1388	64450	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	43	2000	SH	OTHER
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1596	74100	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	56638	2140500	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	378	14300	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	24423	750310	SH	DEFINE
SERVICE CORP INTL	COM	817565104	314	34300	SH	DEFINE
SERVICE CORP INTL	COM	817565104	399	43510	SH	DEFINE
SERVICE CORP INTL	COM	817565104	375	40971	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	44368	3358658	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	605	45800	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	2398	181500	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	2395	181300	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	325	16025	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	18431	248000	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	1393	18744	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	2986	43635	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	1510	22070	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	6594	279400	SH	DEFINE
SHORETEL INC	COM	825211105	13040	2618500	SH	DEFINE
SHORETEL INC	COM	825211105	367	73700	SH	DEFINE
SHORETEL INC	COM	825211105	1469	294900	SH	DEFINE
SHORETEL INC	COM	825211105	3915	786161	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	3627	431300	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	549	65300	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	2310	274700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	13502	1605444	SH	DEFINE
SI FINL GROUP INC MD	COM	78425V104	1416	150300	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	6485	72228	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	12313	137136	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	267	2970	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	43460	484020	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	4554	661566	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1261	20400	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	63335	1025000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	4355	70477	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	80227	1680850	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	692	14500	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	3068	64281	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	98	2052	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	52233	1558730	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1655	49375	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2755	82200	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	66	13720	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	4673	977660	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	1530	320020	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	10886	2277311	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	437	91450	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	11495	2404807	SH	DEFINE
SILVER STD RES INC	COM	82823L106	338	18420	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	31163	1057760	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	862	29255	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	8074	273325	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	5447	49531	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	57916	526606	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	41250	1654618	SH	DEFINE
SINA CORP	ORD	G81477104	2864	40000	SH	DEFINE
SINA CORP	ORD	G81477104	43	600	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	59767	4247860	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	14	1000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SK TELECOM LTD	SPONSORED ADR	78440P108	1	95	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	141	10012	SH	DEFINE
SKYWEST INC	COM	830879102	42386	3682536	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	8482	472771	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	87	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	7347	126350	SH	DEFINE
SLM CORP	COM	78442P106	4069	326850	SH	DEFINE
SM ENERGY CO	COM	78454L100	182459	3008390	SH	DEFINE
SM ENERGY CO	COM	78454L100	299	4934	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	15355	3655939	SH	DEFINE
SMITH A O	COM	831865209	15015	468790	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	33852	1736000	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	1	40	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3674	50408	SH	DEFINE
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	244	5100	SH	DEFINE
SODASTREAM INTERNATIONAL LTD	USD SHS	M9068E105	826	25000	SH	DEFINE
SOHU COM INC	COM	83408W103	26195	543467	SH	DEFINE
SONIC AUTOMOTIVE INC	CL A	83545G102	15280	1416159	SH	DEFINE
SONY CORP	ADR NEW	835699307	2629	138384	SH	DEFINE
SONY CORP	ADR NEW	835699307	420	22100	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	359	7211	SH	DEFINE
SOUTHERN CO	COM	842587107	628973	14844760	SH	DEFINE
SOUTHERN CO	COM	842587107	2910	68687	SH	DEFINE
SOUTHERN CO	COM	842587107	32	760	SH	DEFINE
SOUTHERN CO	COM	842587107	453	10695	SH	DEFINE
SOUTHERN CO	COM	842587107	803	18959	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	498	19916	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	3493	547560	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	804	100000	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	398	49464	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	15106	453240	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	63	1900	SH	DEFINE
SPARTAN MTRS INC	COM	846819100	2065	500000	SH	DEFINE
SPARTAN STORES INC	COM	846822104	1143	73850	SH	DEFINE
SPARTAN CORP	COM	847235108	3042	484371	SH	DEFINE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	213	1960	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	30320	191801	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	885	5600	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	371	2350	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	61797	546053	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	1580	11120	SH	DEFINE
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	5483	234213	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	31454	556700	SH	DEFINE
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	243	5000	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	168476	6868150	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2243	91443	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	401	16355	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1315	53593	SH	DEFINE
SPECTRUM PHARMACEUTICALS INC	COM	84763A108	423	55400	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	137	45087	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	887	291760	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	28966	9528373	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	35247	11593827	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1229	404123	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	5554	1826820	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	258104	84902670	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	31682	10421833	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	78	25750	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	0	200	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	2501	1898400	SH	DEFINE
SPX CORP	COM	784635104	137	3015	SH	DEFINE
SPX CORP	COM	784635104	695	15340	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SPX CORP	COM	784635104	593	13080	SH	DEFINE
SPX CORP	COM	784635104	802	17710	SH	DEFINE
ST JUDE MED INC	COM	790849103	7186	198557	SH	DEFINE
ST JUDE MED INC	COM	790849103	1278	35300	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	1130	55300	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	76752	2783900	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	28	580	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	1839	37461	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	156020	3177605	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	20648	200000	SH	DEFINE
STANTEC INC	COM	85472N109	6211	278592	SH	DEFINE
STAPLES INC	COM	855030102	762	57316	SH	DEFINE
STARBUCKS CORP	COM	855244109	1383	37092	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	28568	735900	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	39	1001	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	6809	175410	SH	DEFINE
STATE BK FINL CORP	COM	856190103	26502	2100000	SH	DEFINE
STATE STR CORP	COM	857477103	28945	900041	SH	DEFINE
STATE STR CORP	COM	857477103	6663	207177	SH	DEFINE
STATE STR CORP	COM	857477103	3070	95456	SH	DEFINE
STATE STR CORP	COM	857477103	14	450	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	107	4950	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	14541	674772	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	29325	2956100	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	45851	1124617	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	22162	543575	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	3739	3368600	SH	DEFINE
STERICYCLE INC	COM	858912108	50253	622560	SH	DEFINE
STERICYCLE INC	COM	858912108	2666	33030	SH	DEFINE
STERICYCLE INC	COM	858912108	216	2681	SH	DEFINE
STERIS CORP	COM	859152100	40586	1386600	SH	DEFINE
STERIS CORP	COM	859152100	140	4800	SH	DEFINE
STIFEL FINL CORP	COM	860630102	521	19600	SH	DEFINE
STILLWATER MNG CO	COM	86074Q102	136	16000	SH	DEFINE
STR HLDGS INC	COM	78478V100	1257	155007	SH	DEFINE
STR HLDGS INC	COM	78478V100	2006	247357	SH	DEFINE
STRATASYS INC	COM	862685104	2249	121300	SH	DEFINE
STRATASYS INC	COM	862685104	332	17900	SH	DEFINE
STRATASYS INC	COM	862685104	1426	76900	SH	DEFINE
STRYKER CORP	COM	863667101	146112	3100190	SH	DEFINE
STRYKER CORP	COM	863667101	23565	500000	SH	DEFINE
STRYKER CORP	COM	863667101	7535	159867	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	78	3275	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	44	1847	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	122389	5121458	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	1158	45127	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	1355	53276	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	23	900	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	84719	3315962	SH	DEFINE
SUNOPTA INC	COM	8676EP108	12222	2479178	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	405	50000	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	616	83873	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	244	13614	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	24	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	37826	1441530	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	535	20400	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	2312	88100	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	2652	101055	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5129	456300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	659	11800	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	6734	120906	SH	DEFINE
SYMANTEC CORP	COM	871503108	36	2230	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SYMANTEC CORP	COM	871503108	941	57700	SH	DEFINE
SYMANTEC CORP	COM	871503108	267402	16405027	SH	DEFINE
SYMANTEC CORP	COM	871503108	736	45160	SH	DEFINE
SYMANTEC CORP	COM	871503108	3141	192670	SH	DEFINE
SYMANTEC CORP	COM	871503108	3887	238471	SH	DEFINE
SYMANTEC CORP	COM	871503108	841	51572	SH	DEFINE
SYMANTEC CORP	COM	871503108	7946	487456	SH	DEFINE
SYMANTEC CORP	COM	871503108	44718	2743445	SH	DEFINE
SYMANTEC CORP	COM	871503108	33357	2046460	SH	DEFINE
SYMANTEC CORP	COM	871503108	89	5470	SH	DEFINE
SYMETRA FINL CORP	COM	87151Q106	49817	6112468	SH	DEFINE
SYMS CORP	COM	871551107	11664	1330000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	8832	170278	SH	DEFINE
SYNOVUS FINL CORP	COM	87161C105	138	129100	SH	DEFINE
SYSCO CORP	COM	871829107	2676	103329	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	125	10897	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	26074	2281219	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1618	141600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	21628	1892172	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	638	55847	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1384	121066	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	21911	1916933	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	393	34395	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	28087	2457346	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	122273	10697526	SH	DEFINE
TALEO CORP	CL A	87424N104	50598	1967275	SH	DEFINE
TALEO CORP	CL A	87424N104	543	21100	SH	DEFINE
TALEO CORP	CL A	87424N104	2338	90900	SH	DEFINE
TALEO CORP	CL A	87424N104	142	5508	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	57	4640	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	9168	742077	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	12033	978490	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	516	41950	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	4612	374580	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	5646	460176	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7813	632150	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	109087	8870950	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	228966	18618125	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	78	6340	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	624	538097	SH	DEFINE
TARGACEPT INC	COM	87611R306	4733	315500	SH	DEFINE
TARGET CORP	COM	87612E106	205796	4196490	SH	DEFINE
TARGET CORP	COM	87612E106	12899	263033	SH	DEFINE
TARGET CORP	COM	87612E106	8408	171444	SH	DEFINE
TARGET CORP	COM	87612E106	12291	250630	SH	DEFINE
TARGET CORP	COM	87612E106	467	9520	SH	DEFINE
TARGET CORP	COM	87612E106	3588	73160	SH	DEFINE
TARGET CORP	COM	87612E106	2587	52750	SH	DEFINE
TARGET CORP	COM	87612E106	5378	109670	SH	DEFINE
TARGET CORP	COM	87612E106	176350	3596053	SH	DEFINE
TARGET CORP	COM	87612E106	42186	860243	SH	DEFINE
TARGET CORP	COM	87612E106	92	1880	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	50	1000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	11764	233830	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	48	1688	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	412	14638	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	180287	6406768	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	7390	262617	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	2594	92199	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	2422	86080	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	5541	196908	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	3878	137800	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TE CONNECTIVITY LTD	REG SHS	H84989104	164231	5836195	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	9707	344970	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	30	1066	SH	DEFINE
TEAVANA HLDGS INC	COM	87819P102	578	28400	SH	DEFINE
TEAVANA HLDGS INC	COM	87819P102	89	4400	SH	DEFINE
TEAVANA HLDGS INC	COM	87819P102	350	17200	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	13574	463267	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	51	1732	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	5100	172753	SH	DEFINE
TECO ENERGY INC	COM	872375100	255162	14895650	SH	DEFINE
TECO ENERGY INC	COM	872375100	1462	85370	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	2296	322227	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	7862	1078500	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	48798	2158253	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	16549	888294	SH	DEFINE
TELECOM ITALIA S P A NEW	SPON ADR SVGS	87927Y201	626	64583	SH	DEFINE
TELEFLEX INC	COM	879369106	145582	2707486	SH	DEFINE
TELEFLEX INC	COM	879369106	26885	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	247	4600	SH	DEFINE
TELEFLEX INC	COM	879369106	70	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	173	9052	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	87504	4576555	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	2150	112431	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	14373	751711	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	243	12690	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	1035	54129	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	179388	9382192	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	580	38800	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	19	400	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	142638	3058320	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	108	3450	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	9411	300000	SH	CALL DEFINE
TEMPLE INLAND INC	COM	879868107	28810	918408	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	327	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	126	8466	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	276	18532	SH	SOLE
TEMPLETON GLOBAL INCOME FD	COM	880198106	254	26910	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	164	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	48742	1915224	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	103	24900	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	126703	30678661	SH	DEFINE
TENNECO INC	COM	880349105	31137	1215800	SH	DEFINE
TENNECO INC	COM	880349105	471	18400	SH	DEFINE
TENNECO INC	COM	880349105	2044	79800	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	84974	1587400	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	33869	632705	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	3940	73600	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	77877	3738674	SH	DEFINE
TESCO CORP	COM	88157K101	4716	406565	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1961	52700	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	34592	929396	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	49358	1326106	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	11	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1455	39100	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	4653	125000	SH	CALL DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	248293	6670947	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	13	340	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	60	1600	SH	DEFINE
TEXAS INDS INC	COM	882491103	14759	465000	SH	DEFINE
TEXAS INDS INC	COM	882491103	1492	47000	SH	PUT DEFINE
TEXAS INSTRS INC	COM	882508104	8264	310100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	10189	382334	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TEXTRON INC	COM	883203101	50282	2850460	SH	DEFINE
TEXTRON INC	COM	883203101	27	1510	SH	DEFINE
TFS FINL CORP	COM	87240R107	1234	151800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6330	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	5737	113287	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	23946	600000	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	172	6325	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	262	9703	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	240181	8857936	SH	DEFINE
THOR INDS INC	COM	885160101	68426	3089210	SH	DEFINE
THORATEC CORP	COM NEW	885175307	24237	742560	SH	DEFINE
THORATEC CORP	COM NEW	885175307	594	18200	SH	DEFINE
THORATEC CORP	COM NEW	885175307	13	400	SH	DEFINE
THORATEC CORP	COM NEW	885175307	2500	76600	SH	DEFINE
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	908	626390	SH	DEFINE
TIBCO SOFTWARE INC	COM	88632Q103	4478	200000	SH	DEFINE
TIDEWATER INC	COM	886423102	89023	2117066	SH	DEFINE
TIDEWATER INC	COM	886423102	6249	148600	SH	DEFINE
TIDEWATER INC	COM	886423102	523	12427	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	1965	32309	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	365	6000	SH	DEFINE
TIM HORTONS INC	COM	88706M103	12502	268825	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1529	24400	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	82	1312	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	913	14567	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	565724	9027023	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	16291	259941	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	4641	74062	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	41120	656129	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	26055	415734	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1879	29983	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	8267	131907	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	304753	4862823	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	61905	987796	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	164	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	26	880	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	709	23649	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	94096	3139667	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	752	25076	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	0	6	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	9939	331621	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	493	16460	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	15683	523267	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	956	31897	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	5051	168536	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	253458	8457055	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	18242	608676	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	79	2640	SH	DEFINE
TIMKEN CO	COM	887389104	18671	568880	SH	DEFINE
TITAN MACHY INC	COM	88830R101	2576	143900	SH	DEFINE
TITAN MACHY INC	COM	88830R101	378	21100	SH	DEFINE
TITAN MACHY INC	COM	88830R101	1615	90200	SH	DEFINE
TJX COS INC NEW	COM	872540109	6440	116107	SH	DEFINE
TJX COS INC NEW	COM	872540109	1298	23400	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	29910	2072767	SH	DEFINE
TORCHMARK CORP	COM	891027104	468	13432	SH	DEFINE
TORCHMARK CORP	COM	891027104	5023	144095	SH	DEFINE
TORCHMARK CORP	COM	891027104	8534	244813	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	139	1950	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	12657	178287	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	236998	3327944	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	23865	543990	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TOTAL S A	SPONSORED ADR	89151E109	1872	42664	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	14398	328195	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	168	3840	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1398	82600	SH	DEFINE
TOWER GROUP INC	COM	891777104	56477	2470580	SH	DEFINE
TOWER GROUP INC	COM	891777104	45	1975	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2048	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	45	665	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	12042	176418	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	54588	799700	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	28148	450000	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	60	960	SH	DEFINE
TRANSALTA CORP	COM	89346D107	1197	55000	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	43483	896177	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	436	8991	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	3931	81020	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	161	3975	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	5966	147345	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	241246	5939852	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	1459	220400	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	3431	425800	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	790	16545	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	7687	161025	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	380236	7964719	SH	DEFINE
TRANZYME INC	COM	89413J102	2238	844500	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	30383	623500	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2068	42444	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	81458	1317240	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3542	57283	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3370	54500	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	7549	2102700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	185443	5527345	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	14481	431617	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	10	300	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	1131	33700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1771	52800	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	305	9085	SH	DEFINE
TRINITY INDS INC	COM	896522109	94908	4432880	SH	DEFINE
TRINITY INDS INC	COM	896522109	150	7025	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	29324	6574952	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	27	6085	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	1823	518000	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	3332	295420	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1069	94801	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	29290	2596628	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	6608	585846	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	5090	451273	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	303	26900	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	197386	17498736	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	23903	2119044	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	14	1250	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	28530	2483060	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	1229	30161	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2586	63460	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	0	2	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	824	20217	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	25254	619729	SH	DEFINE
UBS AG	SHS NEW	H89231338	108	9420	SH	DEFINE
UBS AG	SHS NEW	H89231338	46	4000	SH	DEFINE
UBS AG	SHS NEW	H89231338	387134	33293931	SH	DEFINE
UBS AG	SHS NEW	H89231338	493	42376	SH	DEFINE
UBS AG	SHS NEW	H89231338	0	25	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UBS AG	SHS NEW	H89231338	37386	3215206	SH	DEFINE
UBS AG	SHS NEW	H89231338	233	20017	SH	DEFINE
UBS AG	SHS NEW	H89231338	12942	1113682	SH	DEFINE
UBS AG	SHS NEW	H89231338	297838	25621833	SH	DEFINE
UBS AG	SHS NEW	H89231338	144498	12482770	SH	DEFINE
UDR INC	COM	902653104	7663	346101	SH	DEFINE
UIL HLDG CORP	COM	902748102	46102	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	44736	718878	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1051	22490	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	7227	3183502	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	90482	1362480	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	475	7150	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	1767	26600	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	181	2726	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	19203	609800	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	892	28315	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	467	14830	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	17142	544358	SH	DEFINE
UNION PAC CORP	COM	907818108	58235	713050	SH	DEFINE
UNION PAC CORP	COM	907818108	29245	358087	SH	DEFINE
UNION PAC CORP	COM	907818108	16	200	SH	DEFINE
UNIT CORP	COM	909218109	47235	1279400	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	20349	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	5496	283590	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1481	39980	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	27876	441430	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	23569	373221	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	63	1000	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1307	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	12020	190343	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2023	32030	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	704	11150	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2273	35988	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1738	27515	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2729	43210	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	345774	5475432	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	41196	652357	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	4745	215570	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	194	8800	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	239290	3400934	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	143385	2037880	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	68844	978451	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1288	18300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	36	510	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	404	5749	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	9155	244200	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	7218	156510	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	6800	147440	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	491231	10651149	SH	DEFINE
UNIVERSAL DISPLAY CORP	COM	91347P105	3116	65000	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	49911	2075300	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	15486	455480	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	190	5600	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	87	2564	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	4372	172000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	3701	272298	SH	DEFINE
UNUM GROUP	COM	91529Y106	5689	271409	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	52808	2365950	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	453	20300	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	11178	474854	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	42245	1794617	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	6407	272191	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

US BANCORP DEL	COM NEW	902973304	56	2400	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	470	19985	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	848	36017	SH	DEFINE
USA TRUCK INC	COM	902925106	5432	700000	SH	DEFINE
V F CORP	COM	918204108	60760	500000	SH	DEFINE
V F CORP	COM	918204108	17308	142433	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	15116	400000	SH	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	608	9100	PRN	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	5285	79100	PRN	DEFINE
VALE S A	ADR	91912E105	1021	44769	SH	DEFINE
VALE S A	ADR	91912E105	2565	112480	SH	DEFINE
VALE S A	ADR	91912E105	130	5715	SH	DEFINE
VALE S A	ADR	91912E105	43047	1888020	SH	DEFINE
VALE S A	ADR	91912E105	9332	409289	SH	DEFINE
VALE S A	ADR	91912E105	3999	175400	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	10606	505060	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	9732	463417	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	2529	120450	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	79193	3771085	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	295	14050	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	16332	777675	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	9947	473648	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	944357	44969364	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	232144	11054464	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	174189	8294734	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	101	4802	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	630	35451	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	24940	1402680	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	9874	555285	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	332	18660	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	796	44790	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	77308	3102232	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	2988	119914	SH	DEFINE
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	795	9760	PRN	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	1718	169100	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	250	24600	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	1080	106300	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	58005	1616176	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	44260	570142	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	64	830	SH	OTHER
VANGUARD SCOTTSDALE FDS	INT-TERM GOV	92206C706	1144	17520	SH	DEFINE
VANGUARD TAX-MANAGED INTL FD	MSCI EAFE ETF	921943858	3869	128226	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	47399	908730	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	14459	277198	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	7727	1512130	SH	DEFINE
VCA ANTECH INC	COM	918194101	1723	107800	SH	DEFINE
VCA ANTECH INC	COM	918194101	252	15800	SH	DEFINE
VCA ANTECH INC	COM	918194101	1141	71400	SH	DEFINE
VECTREN CORP	COM	92240G101	24372	900000	SH	DEFINE
VECTREN CORP	COM	92240G101	232	8581	SH	DEFINE
VENTAS INC	COM	92276F100	206	4167	SH	DEFINE
VENTAS INC	COM	92276F100	20966	424407	SH	DEFINE
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	508	34870	SH	DEFINE
VERIFONE SYS INC	COM	92342Y109	47517	1356850	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	10431	300000	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	359411	9766591	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	59561	1618515	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	37	1000	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	751	20406	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	8828	198200	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	89	2000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	227	4700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VIACOM INC NEW	CL B	92553P201	74	1901	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	686	17716	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	566027	14610918	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	2462	63540	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1255	32400	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	10050	259398	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	164663	4250468	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	4925	127134	SH	DEFINE
VIASAT INC	COM	92552V100	60406	1813450	SH	DEFINE
VIASAT INC	COM	92552V100	466	14000	SH	DEFINE
VIASAT INC	COM	92552V100	1892	56800	SH	DEFINE
VIASAT INC	COM	92552V100	3936	118168	SH	DEFINE
VIEWPOINT FINL GROUP INC MD	COM	92672A101	2600	227108	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	7037	293953	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	2	200	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	2326	244100	SH	DEFINE
VISA INC	COM CL A	92826C839	113492	1323980	SH	DEFINE
VISA INC	COM CL A	92826C839	28158	328492	SH	DEFINE
VISA INC	COM CL A	92826C839	5572	65000	SH	DEFINE
VISA INC	COM CL A	92826C839	22	260	SH	DEFINE
VISA INC	COM CL A	92826C839	1029	12000	SH	DEFINE
VISA INC	COM CL A	92826C839	18430	215000	SH	DEFINE
VISA INC	COM CL A	92826C839	1886	22000	SH	DEFINE
VISA INC	COM CL A	92826C839	309	3599	SH	DEFINE
VISA INC	COM CL A	92826C839	1192	13900	SH	DEFINE
VISTAPRINT N V	SHS	N93540107	556	20555	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	1879	50200	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	281	7500	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	1206	32200	SH	DEFINE
VMWARE INC	CL A COM	928563402	10851	135000	SH	DEFINE
VMWARE INC	CL A COM	928563402	8173	101684	SH	DEFINE
VMWARE INC	CL A COM	928563402	1719	21380	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	21765	848540	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	31161	1214864	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	436	17012	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	23263	906921	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	88877	3464992	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	3538	119400	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	516	17400	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	2190	73900	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	8988	467400	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	644	33500	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	2763	143700	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	188	2522	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	20304	272103	SH	DEFINE
W P CAREY & CO LLC	COM	92930Y107	685	18800	SH	DEFINE
WABASH NATL CORP	COM	929566107	24629	5163340	SH	DEFINE
WABTEC CORP	COM	929740108	346	6550	SH	DEFINE
WAL MART STORES INC	COM	931142103	306615	5907800	SH	DEFINE
WAL MART STORES INC	COM	931142103	1603	30888	SH	DEFINE
WAL MART STORES INC	COM	931142103	12414	239187	SH	DEFINE
WAL MART STORES INC	COM	931142103	134944	2600077	SH	DEFINE
WAL MART STORES INC	COM	931142103	25	490	SH	DEFINE
WAL MART STORES INC	COM	931142103	3829	73775	SH	DEFINE
WAL MART STORES INC	COM	931142103	57	1100	SH	DEFINE
WALGREEN CO	COM	931422109	17692	537897	SH	DEFINE
WALGREEN CO	COM	931422109	5809	176633	SH	DEFINE
WALGREEN CO	COM	931422109	37	1140	SH	DEFINE
WALTER ENERGY INC	COM	93317Q105	1824	30400	SH	CALL DEFINE
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	9421	658800	SH	DEFINE
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	20	1400	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	26158	80000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WASHINGTON POST CO	CL B	939640108	153	467	SH	DEFINE
WASTE CONNECTIONS INC	COM	941053100	31957	944914	SH	DEFINE
WASTE CONNECTIONS INC	COM	941053100	158	4669	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	540	16577	SH	DEFINE
WATERS CORP	COM	941848103	160502	2126140	SH	DEFINE
WATERS CORP	COM	941848103	1552	20559	SH	DEFINE
WATERS CORP	COM	941848103	189	2510	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	34289	502400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	11261	165000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	158	2310	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	13929	204090	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	44160	647032	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	26311	385492	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1739	25477	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	8033	117700	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	46232	677399	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	100	1470	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	26877	1008519	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	13	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	43	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	70308	5758190	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	3455	282961	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	747	61200	SH	DEFINE
WEIGHT WATCHERS INTL INC NEW	COM	948626106	517	8868	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	767497	31819940	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	22474	931768	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1715	71100	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	474027	19652863	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	55	2290	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	470	19482	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1396	57893	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	646683	625116	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	78	75	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	7915	380000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	9623	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	21622	15200000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM NEW	952145209	23898	1707000	SH	DEFINE
WEST MARINE INC	COM	954235107	14730	1913050	SH	DEFINE
WEST MARINE INC	COM	954235107	9511	1235180	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	125402	3380116	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	11889	450000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	41215	1560000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	11	410	SH	DEFINE
WESTERN LIBERTY BANCORP	COM	961443108	1475	556530	SH	DEFINE
WESTERN UN CO	COM	959802109	29020	1898000	SH	DEFINE
WESTERN UN CO	COM	959802109	221	14486	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	3058	464060	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	4649	298951	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	180	11546	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	41251	2652795	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	182	449	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	714938	1762015	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	13996	722550	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	98191	2799060	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	37	1065	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	106	3023	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	59360	908890	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	19910	304860	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	173	2646	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	48723	2001786	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	3121	128238	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	325729	13382467	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1745	32163	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6707	575242	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	272	23300	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	12137	1753855	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	789	85245	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	63832	2040000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	786	25132	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	4619	147625	SH	DEFINE
WISDOMTREE TRUST	EMERG MKTS ETF	97717W315	2469	52137	SH	DEFINE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	2227	122695	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	61751	1857180	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	652	19600	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	2850	85700	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	433	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	2081	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	80517	699660	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	167	1455	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	3210	130000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	572299	23179381	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	516	20893	SH	DEFINE
XEROX CORP	COM	984121103	5240	751800	SH	DEFINE
XEROX CORP	COM	984121103	70195	10071024	SH	DEFINE
XEROX CORP	COM	984121103	7	1000	SH	DEFINE
XEROX CORP	COM	984121103	641791	92079054	SH	DEFINE
XEROX CORP	COM	984121103	45	6410	SH	DEFINE
XEROX CORP	COM	984121103	436	62625	SH	DEFINE
XEROX CORP	COM	984121103	869	124612	SH	DEFINE
XILINX INC	COM	983919101	88552	3227110	SH	DEFINE
XILINX INC	COM	983919101	1400	51036	SH	DEFINE
XILINX INC	COM	983919101	15	530	SH	DEFINE
XILINX INC	COM	983919101	195	7089	SH	DEFINE
XILINX INC	NOTE 2.625% 6/1	983919AF8	20593	18000000	PRN	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	71	39451	SH	DEFINE
YAHOO INC	COM	984332106	30005	2280000	SH	DEFINE
YAHOO INC	COM	984332106	3604	273887	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	49944	3637793	SH	DEFINE
YANDEX N V	SHS CLASS A	N97284108	2041	100000	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	962	522100	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	9	5000	SH	DEFINE
YPF SOCIEDAD ANONIMA	SPON ADR CL D	984245100	3488	101948	SH	DEFINE
YUM BRANDS INC	COM	988498101	4213	85302	SH	DEFINE
ZILLOW INC	CL A	98954A107	957	35000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	5350	100000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	7757	144989	SH	DEFINE

GRAND TOTAL 123218072