

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

FRANKLIN RESOURCES INC
Form 13F-HR
April 25, 2013

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

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: Maria Gray
Title: Vice President and Secretary
Phone: 800-632-2350

Signature, Place, and Date of Signing:

/s/MARIA GRAY San Mateo, CA April 22, 2013
[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: 3326
 Form 13F Information Table Value Total: 173,806,728
 (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 03/31/2013
 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	3296	31000	SH		DEFIN
3M CO	COM	88579Y101	120821	1136500	SH		DEFIN

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

3M CO	COM	88579Y101	23614	222120	SH	DEFINE
3M CO	COM	88579Y101	29261	275243	SH	DEFINE
AAR CORP	COM	000361105	76699	4170700	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	34140	1500000	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	10572	464517	SH	DEFINE
ABBOTT LABS	COM	002824100	154307	4368840	SH	DEFINE
ABBOTT LABS	COM	002824100	67410	1908550	SH	DEFINE
ABBOTT LABS	COM	002824100	28111	795884	SH	DEFINE
ABBOTT LABS	COM	002824100	689	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	2625	74365	SH	DEFINE
ABBOTT LABS	COM	002824100	4843	137120	SH	DEFINE
ABBOTT LABS	COM	002824100	13704	387992	SH	DEFINE
ABBOTT LABS	COM	002824100	1398	39580	SH	DEFINE
ABBVIE INC	COM	00287Y109	158893	3896340	SH	DEFINE
ABBVIE INC	COM	00287Y109	41844	1026100	SH	DEFINE
ABBVIE INC	COM	00287Y109	46941	1151087	SH	DEFINE
ABBVIE INC	COM	00287Y109	2149	52700	SH	DEFINE
ABBVIE INC	COM	00287Y109	32719	802332	SH	DEFINE
ABBVIE INC	COM	00287Y109	4041	99100	SH	DEFINE
ABBVIE INC	COM	00287Y109	15822	387992	SH	DEFINE
ABBVIE INC	COM	00287Y109	1614	39580	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	3481	75344	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	15	325	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	5726	123930	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	2728	59050	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	2800	60680	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	4788	103820	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	59974	1298137	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	25024	541640	SH	DEFINE
ABM INDS INC	COM	000957100	48876	2197684	SH	DEFINE
ABM INDS INC	COM	000957100	71	3175	SH	DEFINE
ACADIA PHARMACEUTICALS INC	COM	004225108	3943	496600	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1638	21563	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	16173	212883	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	9791	128876	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1157	15225	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4356	57340	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	82229	1082391	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	18419	242449	SH	DEFINE
ACE LTD	SHS	H0023R105	50890	571990	SH	DEFINE
ACE LTD	SHS	H0023R105	37158	417646	SH	DEFINE
ACE LTD	SHS	H0023R105	2109	23700	SH	DEFINE
ACE LTD	SHS	H0023R105	975117	10960083	SH	DEFINE
ACE LTD	SHS	H0023R105	5886	66156	SH	DEFINE
ACE LTD	SHS	H0023R105	3635	40907	SH	DEFINE
ACE LTD	SHS	H0023R105	4863	54661	SH	DEFINE
ACE LTD	SHS	H0023R105	5220	58670	SH	DEFINE
ACE LTD	SHS	H0023R105	31092	349462	SH	DEFINE
ACE LTD	SHS	H0023R105	138775	1559797	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	9562	1094100	SH	DEFINE
ACME PACKET INC	COM	004764106	33390	1142700	SH	DEFINE
ACME PACKET INC	COM	004764106	418	14300	SH	DEFINE
ACME PACKET INC	COM	004764106	2715	92923	SH	DEFINE
ACTAVIS INC	COM	00507K103	3178	34500	SH	DEFINE
ACTAVIS INC	COM	00507K103	216567	2351205	SH	DEFINE
ACTAVIS INC	COM	00507K103	3973	43138	SH	DEFINE
ACTAVIS INC	COM	00507K103	13828	150120	SH	DEFINE
ACTAVIS INC	COM	00507K103	29415	319524	SH	DEFINE
ACTAVIS INC	COM	00507K103	368	3990	SH	DEFINE
ACTAVIS INC	COM	00507K103	32054	348134	SH	DEFINE
ACTAVIS INC	COM	00507K103	1234	13396	SH	DEFINE
ACTAVIS INC	COM	00507K103	10752	116730	SH	DEFINE

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

ACTAVIS INC	COM	00507K103	62222	675529	SH	DEFINE
ADOBE SYS INC	COM	00724F101	24816	570370	SH	DEFINE
ADOBE SYS INC	COM	00724F101	2807	64509	SH	DEFINE
ADOBE SYS INC	COM	00724F101	130	2990	SH	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	10304	2789200	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	8581	306800	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	660	23600	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	32246	613980	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	730	13900	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	3089	58822	SH	DEFINE
AETNA INC NEW	COM	00817Y108	47849	936020	SH	DEFINE
AETNA INC NEW	COM	00817Y108	409	8001	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	107350	699040	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2711	17655	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	207	1350	SH	DEFINE
AFLAC INC	COM	001055102	60673	1166349	SH	DEFINE
AFLAC INC	COM	001055102	89603	1722480	SH	DEFINE
AFLAC INC	COM	001055102	34189	657223	SH	DEFINE
AFLAC INC	COM	001055102	998	19186	SH	DEFINE
AFLAC INC	COM	001055102	52	1000	SH	DEFINE
AGCO CORP	COM	001084102	1926	36951	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	77544	1847600	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	7142	170163	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	13	300	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1939	46200	SH	DEFINE
AGL RES INC	COM	001204106	185455	4420870	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	9706	236500	SH	DEFINE
AGRIUM INC	COM	008916108	309977	3179257	SH	DEFINE
AGRIUM INC	COM	008916108	94	960	SH	DEFINE
AGRIUM INC	COM	008916108	64971	667554	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	428906	4923158	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	57499	660000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	13614	156264	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	13	150	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1847	21200	SH	DEFINE
AIRGAS INC	COM	009363102	101298	1021580	SH	DEFINE
AIRGAS INC	COM	009363102	260	2620	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	6070	172000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	373	10573	SH	DEFINE
ALAMO GROUP INC	COM	011311107	7451	194800	SH	DEFINE
ALAMOS GOLD INC	COM	011527108	21856	1594600	SH	DEFINE
ALAMOS GOLD INC	COM	011527108	398	29000	SH	DEFINE
ALAMOS GOLD INC	COM	011527108	6797	495940	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	102336	1600000	SH	DEFINE
ALBEMARLE CORP	COM	012653101	389011	6222180	SH	DEFINE
ALCO STORES INC	COM	001600105	1520	203000	SH	DEFINE
ALCOA INC	COM	013817101	3430	402600	SH	DEFINE
ALCOA INC	COM	013817101	1162	136400	SH	DEFINE
ALCOA INC	COM	013817101	192	22574	SH	DEFINE
ALEXANDER & BALDWIN INC NEW	COM	014491104	906	25355	SH	DEFINE
ALEXANDERS INC	COM	014752109	142514	432270	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	5917	83360	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	65963	715900	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	287	3120	SH	DEFINE
ALKERMES PLC	SHS	G01767105	11132	469500	SH	DEFINE
ALKERMES PLC	SHS	G01767105	372	15670	SH	DEFINE
ALKERMES PLC	SHS	G01767105	545	22980	SH	DEFINE
ALKERMES PLC	SHS	G01767105	3300	139190	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	44	110	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	310012	783019	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	0	1200	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	7	221	SH	DEFINE

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

ALLEGHENY TECHNOLOGIES INC	COM	01741R102	15554	490860	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	8338	263060	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	714	22520	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	13782	434650	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	99959	1125928	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	874	9845	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	210	2370	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	3794	42731	SH	DEFINE
ALLERGAN INC	COM	018490102	288847	2587570	SH	DEFINE
ALLERGAN INC	COM	018490102	46713	418466	SH	DEFINE
ALLERGAN INC	COM	018490102	535	4790	SH	DEFINE
ALLETE INC	COM NEW	018522300	49020	1000000	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	48849	301740	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	7	46	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE 1.750% 8/01	018581AD0	24819	12070000	PRN	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	69305	3165294	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	14771	674465	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	78928	1572900	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	85	1700	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	14949	1100000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	7	507	SH	DEFINE
ALLSTATE CORP	COM	020002101	6801	138600	SH	DEFINE
ALLSTATE CORP	COM	020002101	2578	52539	SH	DEFINE
ALLSTATE CORP	COM	020002101	1847	37640	SH	DEFINE
ALNYLAM PHARMACEUTICALS INC	COM	02043Q107	3219	132100	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	12848	1564950	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	1	82	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	10107	371300	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	773	28400	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	3146	115573	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	8221	239060	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	9805	285118	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	536468	15599558	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	6001	174500	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	34276	4625687	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	247	33300	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	1634	220470	SH	DEFINE
AMAZON COM INC	COM	023135106	234226	878940	SH	DEFINE
AMAZON COM INC	COM	023135106	50469	189376	SH	DEFINE
AMAZON COM INC	COM	023135106	2239	8400	SH	DEFINE
AMAZON COM INC	COM	023135106	429	1610	SH	DEFINE
AMAZON COM INC	COM	023135106	720	2700	SH	DEFINE
AMAZON COM INC	COM	023135106	57482	215700	SH	DEFINE
AMAZON COM INC	COM	023135106	613	2300	SH	DEFINE
AMC NETWORKS INC	CL A	00164V103	60723	961120	SH	DEFINE
AMC NETWORKS INC	CL A	00164V103	149	2360	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	10870	518600	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	7456	355749	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	151079	7208008	SH	DEFINE
AMERICAN ASSETS TR INC	COM	024013104	11924	372500	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	975445	20058510	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	9977	205170	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	54951	814575	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	75194	1114642	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	2240	33200	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	14470	214501	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4794	71060	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	331	4900	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	9119	135170	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	10210	151350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	209194	3101002	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	49817	738473	SH	DEFINE

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

AMERICAN INTL GROUP INC	COM NEW	026874784	1654	42600	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	115	2965	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	1012312	26077126	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	6420	165370	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	2	46	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	366	9420	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	9458	243630	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	987	25420	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	181335	4671185	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	4371	112600	SH	DEFINE
AMERICAN NATL INS CO	COM	028591105	19111	220000	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	10369	448700	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	156221	2030950	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	56198	730566	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	608	7900	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	53744	698700	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	592	7700	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	107744	2600000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	6638	160185	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	3199	43433	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	3238	62936	SH	DEFINE
AMETEK INC NEW	COM	031100100	83381	1922995	SH	DEFINE
AMETEK INC NEW	COM	031100100	9331	215199	SH	DEFINE
AMGEN INC	COM	031162100	190147	1854908	SH	DEFINE
AMGEN INC	COM	031162100	6235	60828	SH	DEFINE
AMGEN INC	COM	031162100	17153	167331	SH	DEFINE
AMGEN INC	COM	031162100	5545	54089	SH	DEFINE
AMGEN INC	COM	031162100	43888	428394	SH	DEFINE
AMGEN INC	COM	031162100	725	7070	SH	DEFINE
AMGEN INC	COM	031162100	34602	337686	SH	DEFINE
AMGEN INC	COM	031162100	2486	24253	SH	DEFINE
AMGEN INC	COM	031162100	18381	179310	SH	DEFINE
AMGEN INC	COM	031162100	649420	6335190	SH	DEFINE
AMGEN INC	COM	031162100	97049	946736	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	265400	3034896	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	50536	577889	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	2064	23600	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	203	2320	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	41004	882000	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	4549	97839	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	104946	3684892	PRN	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	199445	8469003	SH	DEFINE
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	1185	11910	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	272	17100	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	992	62433	SH	DEFINE
ANSYS INC	COM	03662Q105	122544	1505080	SH	DEFINE
ANSYS INC	COM	03662Q105	456	5600	SH	DEFINE
ANTHERA PHARMACEUTICALS INC	COM	03674U102	2264	3483300	SH	DEFINE
AON PLC	SHS CL A	G0408V102	12	196	SH	DEFINE
AON PLC	SHS CL A	G0408V102	1508	24560	SH	DEFINE
APACHE CORP	COM	037411105	3150	40830	SH	DEFINE
APACHE CORP	COM	037411105	22427	290650	SH	DEFINE
APACHE CORP	COM	037411105	16785	217534	SH	DEFINE
APACHE CORP	COM	037411105	786514	10193306	SH	DEFINE
APACHE CORP	COM	037411105	810	10500	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	91023	2043625	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	4260	95648	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	16520	538800	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	76332	2636678	SH	DEFINE
APPLE INC	COM	037833100	557889	1260405	SH	DEFINE
APPLE INC	COM	037833100	237121	535703	SH	DEFINE
APPLE INC	COM	037833100	4	10	SH	OTHER

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

APPLE INC	COM	037833100	4648	10500	SH	DEFINE
APPLE INC	COM	037833100	14961	33800	SH	CALL DEFINE
APPLE INC	COM	037833100	1005140	2270839	SH	DEFINE
APPLE INC	COM	037833100	633	1430	SH	DEFINE
APPLE INC	COM	037833100	797	1800	SH	DEFINE
APPLE INC	COM	037833100	1822	4116	SH	DEFINE
APPLE INC	COM	037833100	60189	135980	SH	DEFINE
APPLE INC	COM	037833100	4484	10130	SH	DEFINE
APPLE INC	COM	037833100	730	1650	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	31851	707790	SH	DEFINE
APPLIED MATLS INC	COM	038222105	53	3922	SH	DEFINE
APPLIED MATLS INC	COM	038222105	992	73590	SH	DEFINE
APPLIED MATLS INC	COM	038222105	19593	1454450	SH	DEFINE
APPLIED MATLS INC	COM	038222105	16026	1189690	SH	DEFINE
APPLIED MATLS INC	COM	038222105	1030	76396	SH	DEFINE
APPLIED MATLS INC	COM	038222105	8490	629830	SH	DEFINE
APPLIED MATLS INC	COM	038222105	33039	2450970	SH	DEFINE
APPLIED MATLS INC	COM	038222105	50796	3768310	SH	DEFINE
APTARGROUP INC	COM	038336103	13903	242430	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	2020	257700	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE	5.000% 5/103938LAK0	10293	10000000	PRN	DEFINE
ARCELORMITTAL SA LUXEMBOURG	MAND	CV NT 16 L0302D178	42240	2000000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	34029	647317	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	887	16870	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	67174	1277800	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	365701	10842010	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	1878	55674	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4727	114242	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	59634	3296500	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	3037	260000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	13943	1193730	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	33896	800000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	112	2637	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	378	8920	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	846	20820	SH	DEFINE
ARTISAN PARTNERS ASSET MGMT	CL A	04316A108	8170	207107	SH	DEFINE
ARTISAN PARTNERS ASSET MGMT	CL A	04316A108	75	1900	SH	DEFINE
ARTISAN PARTNERS ASSET MGMT	CL A	04316A108	33	830	SH	DEFINE
ARTISAN PARTNERS ASSET MGMT	CL A	04316A108	197	5000	SH	DEFINE
ASHLAND INC NEW	COM	044209104	17386	234000	SH	DEFINE
ASHLAND INC NEW	COM	044209104	291	3912	SH	DEFINE
ASML HOLDING N V	N Y REGISTRY	SHSN07059210	17683	260000	SH	DEFINE
ASML HOLDING N V	N Y REGISTRY	SHSN07059210	1587	23339	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	68301	1770380	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	4846	125616	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	16145	500000	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	323	10000	SH	DEFINE
ASSURANT INC	COM	04621X108	42689	948425	SH	DEFINE
ASTEC INDS INC	COM	046224101	53523	1532300	SH	DEFINE
ASTEX PHARMACEUTICALS INC	COM	04624B103	3230	724309	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	143	14453	SH	DEFINE
ASTRONICS CORP	COM	046433108	6173	207000	SH	DEFINE
ASTRONICS CORP	COM	046433108	471	15800	SH	DEFINE
ASTRONICS CORP	COM	046433108	1288	43200	SH	DEFINE
AT&T INC	COM	00206R102	1007537	27460811	SH	DEFINE
AT&T INC	COM	00206R102	41939	1143052	SH	DEFINE
AT&T INC	COM	00206R102	1258	34285	SH	DEFINE
AT&T INC	COM	00206R102	15	420	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	8122	83700	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	7469	76950	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	495	5100	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	42601	439010	SH	DEFINE

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

ATHENAHEALTH INC	COM	04685W103	475	4900	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	3202	66000	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	47	975	SH	DEFINE
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	792	22900	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	85798	1633000	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	116	2200	SH	DEFINE
AURICO GOLD INC	COM	05155C105	9530	1515500	SH	DEFINE
AUTODESK INC	COM	052769106	58070	1408100	SH	DEFINE
AUTODESK INC	COM	052769106	9529	230989	SH	DEFINE
AUTODESK INC	COM	052769106	742	18000	SH	DEFINE
AUTODESK INC	COM	052769106	42040	1019400	SH	DEFINE
AUTODESK INC	COM	052769106	721	17500	SH	DEFINE
AUTOLIV INC	COM	052800109	68140	985536	SH	DEFINE
AUTOLIV INC	COM	052800109	1005	14540	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	45514	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	25104	386099	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	63011	1754210	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	6484	180510	SH	DEFINE
AVALON RARE METALS INC	COM	053470100	0	22600	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	264	2081	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	21671	171082	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	19898	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	13	300	SH	DEFINE
AVISTA CORP	COM	05379B107	16509	602500	SH	DEFINE
AVISTA CORP	COM	05379B107	89	3250	SH	DEFINE
AVIVA PLC	ADR	05382A104	16	1760	SH	DEFINE
AVIVA PLC	ADR	05382A104	5734	628680	SH	DEFINE
AVON PRODS INC	COM	054303102	7715	372172	SH	DEFINE
AVON PRODS INC	COM	054303102	408630	19712026	SH	DEFINE
AVON PRODS INC	COM	054303102	72518	3498227	SH	DEFINE
AXIALL CORP	COM	05463D100	25614	412079	SH	DEFINE
AXIALL CORP	COM	05463D100	126	2029	SH	DEFINE
AXIALL CORP	COM	05463D100	178	2870	SH	DEFINE
AXIS CAPITAL HOLDINGS INV	SHS	G0692U109	4	100	SH	DEFINE
AXIS CAPITAL HOLDINGS INV	SHS	G0692U109	43343	1041400	SH	DEFINE
B/E AEROSPACE INC	COM	073302101	42967	712670	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	1801	63400	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	5	179	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	4056	142780	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	5660	199440	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	432	4930	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	2914	33224	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	20899	238300	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	476	5433	SH	DEFINE
BAKER HUGHES INC	COM	057224107	3833	82600	SH	DEFINE
BAKER HUGHES INC	COM	057224107	22533	485527	SH	DEFINE
BAKER HUGHES INC	COM	057224107	436	9393	SH	DEFINE
BAKER HUGHES INC	COM	057224107	476113	10258876	SH	DEFINE
BAKER HUGHES INC	COM	057224107	9096	195990	SH	DEFINE
BAKER HUGHES INC	COM	057224107	3006	64760	SH	DEFINE
BAKER HUGHES INC	COM	057224107	33143	714484	SH	DEFINE
BAKER HUGHES INC	COM	057224107	488	10520	SH	DEFINE
BAKER HUGHES INC	COM	057224107	33483	721795	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1525	32858	SH	DEFINE
BAKER HUGHES INC	COM	057224107	13519	291290	SH	DEFINE
BAKER HUGHES INC	COM	057224107	767915	16546325	SH	DEFINE
BAKER HUGHES INC	COM	057224107	98323	2118596	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6542	275001	SH	DEFINE
BALL CORP	COM	058498106	659	13850	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	276792	16263089	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	5543	376574	SH	DEFINE
BANCOLOMBIA S A	SPON ADR PREF	05968L102	72779	1150659	SH	DEFINE

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

BANK HAWAII CORP	COM	062540109	333	6550	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	173	2750	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	776	12332	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	290321	4621337	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	6022	215158	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	4774	170549	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	4756	169930	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	10130	362103	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	1203	42983	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	7369	263260	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	6012	214790	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	30395	1085969	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	380	6550	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	10926	187754	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	727	12500	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	473196	8147847	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	143824	2472357	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1203	20678	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	680	11700	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2089	171500	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	543766	44644203	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1440	118219	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	12260	1006550	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1850	151858	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	613	50364	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	11082	909850	SH	DEFINE
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	1081569	887871	SH	DEFINE
BANRO CORP	COM	066800103	19096	11152000	SH	DEFINE
BANRO CORP	COM	066800103	2	907	SH	DEFINE
BANRO CORP	COM	066800103	2792	1633000	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	5597	156768	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		2015	49605	PRN	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		3355	82602	PRN	DEFINE
BARCLAYS PLC	ADR	06738E204	309	17392	SH	DEFINE
BARD C R INC	COM	067383109	23006	228280	SH	DEFINE
BARD C R INC	COM	067383109	943	9353	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	412038	14014925	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	218	7411	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	7664	261410	SH	DEFINE
BAXTER INTL INC	COM	071813109	29056	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3867	53231	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	1081	25800	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	113794	2720673	SH	DEFINE
BB&T CORP	COM	054937107	85	2720	SH	DEFINE
BB&T CORP	COM	054937107	3798	120990	SH	DEFINE
BB&T CORP	COM	054937107	2021	64370	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	7910	1906032	SH	DEFINE
BCE INC	COM NEW	05534B760	2253	48259	SH	DEFINE
BCE INC	COM NEW	05534B760	176843	3792481	SH	DEFINE
BEAM INC	COM	073730103	1277	20100	SH	DEFINE
BEAM INC	COM	073730103	560	8818	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	381728	3992554	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	6974	72945	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	533	5572	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	57	600	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	712	11045	SH	DEFINE
BELLATRIX EXPLORATION LTD	COM	078314101	1657	257900	SH	DEFINE
BEMIS INC	COM	081437105	81771	2026049	SH	DEFINE
BEMIS INC	COM	081437105	6333	156904	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	112236	6228400	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1859	41900	SH	DEFINE
BERKLEY W R CORP	COM	084423102	528	11908	SH	DEFINE

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

BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1563	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	28756	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4376	28	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	33865	325002	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	104	1000	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	33024	482600	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	3844	56178	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	22914	394660	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	280945	1456361	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2847	14759	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	313	1620	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	24242	389365	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	22562	7300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	3387	198650	SH	DEFINE
BLACKROCK INC	COM	09247X101	618481	2407678	SH	DEFINE
BLACKROCK INC	COM	09247X101	65571	255258	SH	DEFINE
BLACKROCK INC	COM	09247X101	2697	10500	SH	DEFINE
BLACKROCK INC	COM	09247X101	468	1820	SH	DEFINE
BLACKROCK INC	COM	09247X101	636	2474	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	192	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	174	11758	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	558	36750	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	2662	134600	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	44058	2227406	SH	DEFINE
BLOCK H & R INC	COM	093671105	235	8000	SH	DEFINE
BLUE NILE INC	COM	09578R103	9515	276208	SH	DEFINE
BLUE NILE INC	COM	09578R103	486	14100	SH	DEFINE
BLUE NILE INC	COM	09578R103	1965	57030	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	6275	214100	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	586	20000	SH	DEFINE
BOEING CO	COM	097023105	154120	1795230	SH	DEFINE
BOEING CO	COM	097023105	5945	69250	SH	DEFINE
BOEING CO	COM	097023105	869	10121	SH	DEFINE
BORGWARNER INC	COM	099724106	3643	47100	SH	DEFINE
BORGWARNER INC	COM	099724106	209756	2712153	SH	DEFINE
BORGWARNER INC	COM	099724106	33162	428778	SH	DEFINE
BORGWARNER INC	COM	099724106	2166	28000	SH	DEFINE
BORGWARNER INC	COM	099724106	242	3131	SH	DEFINE
BOSTON BEER INC	CL A	100557107	78660	492740	SH	DEFINE
BOSTON BEER INC	CL A	100557107	639	4000	SH	DEFINE
BOSTON BEER INC	CL A	100557107	171	1070	SH	DEFINE
BOSTON BEER INC	CL A	100557107	2559	16031	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	490	4850	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	32054	317180	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	6248	800000	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	62828	2203703	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1140	40000	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	7955	279015	SH	DEFINE
BOTTOMLINE TECH DEL INC	NOTE 1.500%12/01	101388AA4	17655	15090000	PRN	DEFINE
BP PLC	SPONSORED ADR	055622104	1111646	26249010	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	4008	94651	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	331	7826	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8934	210954	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7400	174750	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	2505	30008	SH	DEFINE
BRADY CORP	CL A	104674106	176696	5269797	SH	DEFINE
BRADY CORP	CL A	104674106	34	1000	SH	DEFINE
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	34	2260	SH	DEFINE
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	14667	987700	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	26	532	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	7799	160200	SH	DEFINE

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

BRIGGS & STRATTON CORP	COM	109043109	68049	2743900	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	43128	1047050	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	33393	810713	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	124522	1888410	SH	DEFINE
BROADCOM CORP	CL A	111320107	24523	707330	SH	DEFINE
BROADCOM CORP	CL A	111320107	5477	157970	SH	DEFINE
BROADCOM CORP	CL A	111320107	10	300	SH	OTHER
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	252	10127	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	2583	104000	SH	DEFINE
BROADSOFT INC	COM	11133B409	62738	2370180	SH	DEFINE
BROADSOFT INC	COM	11133B409	768	29000	SH	DEFINE
BROADSOFT INC	COM	11133B409	127	4780	SH	DEFINE
BROADSOFT INC	COM	11133B409	2981	112630	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	6845	1186350	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	29278	5074591	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	413	71500	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	22454	3893591	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	798	138230	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	6238	1081200	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	216884	37588140	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	24910	4317290	SH	DEFINE
BROOKDALE SR LIVING INC	NOTE 2.750% 6/1	112463AA2	27413	22620000	PRN	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	3811	104370	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1486	40715	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	195467	5362430	SH	DEFINE
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	1001	26300	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	2834	165093	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	828	48300	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	5609	327340	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	58992	3686998	SH	DEFINE
BRUNSWICK CORP	COM	117043109	63523	1856300	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	644	10532	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	87012	994095	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	855	9767	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	130	1480	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	3828	43739	SH	DEFINE
BUNGE LIMITED	COM	G16962105	25892	350694	SH	DEFINE
BUNGE LIMITED	COM	G16962105	27418	371360	SH	DEFINE
BUNGE LIMITED	COM	G16962105	11213	151881	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	15894	267300	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	15830	691250	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	575	25100	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	2448	106903	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	459	30700	SH	DEFINE
CABOT CORP	COM	127055101	45708	1336500	SH	DEFINE
CABOT CORP	COM	127055101	79	2300	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	68066	1006750	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	656	9700	SH	DEFINE
CAE INC	COM	124765108	4030	413096	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	894	135000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	14929	2255193	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	18807	5083000	SH	DEFINE
CALPINE CORP	COM NEW	131347304	59595	2892960	SH	DEFINE
CALPINE CORP	COM NEW	131347304	10	503	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	93	1351	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	19656	286190	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	98754	1514670	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	2853	43756	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	316	4840	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	312	6880	SH	DEFINE
CAMPUS CREST CMNTYS INC	COM	13466Y105	5185	373000	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	19569	611304	SH	DEFINE

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

CANADIAN NAT RES LTD	COM	136385101	29	910	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	196549	6142071	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	3757	117200	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	50564	504125	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	8884	88571	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	240909	2401536	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	65235	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	3070	23528	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	89774	689394	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	983	26794	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	319	8681	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2424	264663	SH	DEFINE
CAPITAL BK FINL CORP	CL A COM	139794101	16948	987620	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	4089	74410	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	574	10440	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	12486	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	501	12044	SH	DEFINE
CAREFUSION CORP	COM	14170T101	58511	1672210	SH	DEFINE
CAREFUSION CORP	COM	14170T101	13651	390134	SH	DEFINE
CAREFUSION CORP	COM	14170T101	1666	47600	SH	DEFINE
CARLISLE COS INC	COM	142339100	120368	1775594	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	41160	1200000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	48	1400	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	3700	846704	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	7871	135000	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	775	13300	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	2521	43234	SH	DEFINE
CASH AMER INTL INC	COM	14754D100	9838	187500	SH	DEFINE
CATAMARAN CORP	COM	148887102	41460	781840	SH	DEFINE
CATAMARAN CORP	COM	148887102	420	7926	SH	DEFINE
CATAMARAN CORP	COM	148887102	172	3240	SH	DEFINE
CATAMARAN CORP	COM	148887102	777	14700	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	144494	1661423	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	20816	239347	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	11	125	SH	DEFINE
CATO CORP NEW	CL A	149205106	36456	1510200	SH	DEFINE
CAVIUM INC	COM	14964U108	2523	65000	SH	DEFINE
CBL & ASSOC PPTYS INC	COM	124830100	33	1380	SH	DEFINE
CBL & ASSOC PPTYS INC	COM	124830100	10719	454200	SH	DEFINE
CBRE GROUP INC	CL A	12504L109	25658	1016200	SH	DEFINE
CBRE GROUP INC	CL A	12504L109	206	8160	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	3020	38514	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	605	7720	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	409122	5225959	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1317	29900	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	131572	2986919	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1128	25600	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	232	5270	SH	DEFINE
CELGENE CORP	COM	151020104	312846	2699070	SH	DEFINE
CELGENE CORP	COM	151020104	129989	1121467	SH	DEFINE
CELGENE CORP	COM	151020104	2504	21600	SH	DEFINE
CELGENE CORP	COM	151020104	540	4660	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	56581	4886133	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	383	33100	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	152	13120	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	1049	90600	SH	DEFINE
CEMEX SAB DE CV	NOTE 3.250% 3/1151290BB8		74796	56515000	PRN	DEFINE
CEMEX SAB DE CV	NOTE 3.750% 3/1151290BC6		99493	73400000	PRN	DEFINE
CENOVUS ENERGY INC	COM	15135U109	165	5325	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	874	28195	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	35	1140	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	102076	3302376	SH	DEFINE

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

CENOVUS ENERGY INC	COM	15135U109	3224	104112	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	109492	4569800	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	53	2200	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	5	1544	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	2152	629264	SH	DEFINE
CENTRAL EUROPEAN MEDIA	NOTE 5.000%11/1	153443AH9	9686	10100000	PRN	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	733	12341	SH	DEFINE
CENTURYLINK INC	COM	156700106	208655	5939500	SH	DEFINE
CENTURYLINK INC	COM	156700106	18120	515790	SH	DEFINE
CENTURYLINK INC	COM	156700106	176	5000	SH	DEFINE
CEPHEID	COM	15670R107	3070	80000	SH	DEFINE
CERNER CORP	COM	156782104	160205	1690820	SH	DEFINE
CERNER CORP	COM	156782104	10506	110877	SH	DEFINE
CERUS CORP	COM	157085101	4521	1022900	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	1175	6170	SH	DEFINE
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	40849	392100	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	45156	960960	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	639	13600	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	409722	8719355	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	90569	1927400	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	8687	184863	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	34014	1289367	SH	DEFINE
CHEMOCENTRYX INC	COM	16383L106	5911	427734	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	85166	4172751	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	319	15650	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	5558	272314	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1761	86290	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	24840	1217780	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	379	18560	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	29149	1428856	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	5851	286700	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	273722	13411175	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	22099	1082770	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	557658	4693300	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	940578	7915989	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	109149	918605	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2471	20800	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1097	9230	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2338	19681	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	55086	463765	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	7609	64042	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1162	9782	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	21622	181970	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	394695	3321786	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	52387	440891	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	4185	67391	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	1149	18500	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	21	525	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	16	396	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	5450	138249	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9429	177464	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	22	416	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	5870	110479	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	1234	43100	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	22	440	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	9059	178195	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	65657	1291450	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	114802	352300	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	32085	98459	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	326	1000	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	257	790	SH	DEFINE
CHUBB CORP	COM	171232101	79801	911700	SH	DEFINE

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

CHUBB CORP	COM	171232101	27090	309491	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	16715	258619	SH	DEFINE
CIBER INC	COM	17163B102	6826	1452281	SH	DEFINE
CIBER INC	COM	17163B102	564	119900	SH	DEFINE
CIBER INC	COM	17163B102	1813	385725	SH	DEFINE
CIENA CORP	COM NEW	171779309	309	19315	SH	DEFINE
CIGNA CORPORATION	COM	125509109	2275	36473	SH	DEFINE
CIGNA CORPORATION	COM	125509109	784581	12579483	SH	DEFINE
CIGNA CORPORATION	COM	125509109	1521	24385	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	9445	125200	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	942	12485	SH	DEFINE
CINTAS CORP	COM	172908105	57453	1301898	SH	DEFINE
CINTAS CORP	COM	172908105	287	6500	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	28522	671108	SH	DEFINE
CISCO SYS INC	COM	17275R102	242003	11573570	SH	DEFINE
CISCO SYS INC	COM	17275R102	24385	1166189	SH	DEFINE
CISCO SYS INC	COM	17275R102	546779	26149226	SH	DEFINE
CISCO SYS INC	COM	17275R102	10985	525327	SH	DEFINE
CISCO SYS INC	COM	17275R102	5087	243270	SH	DEFINE
CISCO SYS INC	COM	17275R102	38414	1838300	SH	DEFINE
CISCO SYS INC	COM	17275R102	435	20810	SH	DEFINE
CISCO SYS INC	COM	17275R102	30833	1475326	SH	DEFINE
CISCO SYS INC	COM	17275R102	1533	73327	SH	DEFINE
CISCO SYS INC	COM	17275R102	14205	679340	SH	DEFINE
CISCO SYS INC	COM	17275R102	792931	37921120	SH	DEFINE
CISCO SYS INC	COM	17275R102	94082	4499456	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	387855	8920328	SH	DEFINE
CITI TRENDS INC	COM	17306X102	3794	370900	SH	DEFINE
CITI TRENDS INC	COM	17306X102	283	27700	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1257	122850	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	38644	873500	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	46201	1044354	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	2701	61054	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	567528	12828414	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	17211	389037	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	4234	95700	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	47730	1079467	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	603	13628	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	39541	894221	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	2102	47507	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	12664	286250	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	657491	14861914	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	80102	1810646	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	1003	143700	SH	DEFINE
CITRIX SYS INC	COM	177376100	108376	1501910	SH	DEFINE
CITRIX SYS INC	COM	177376100	17549	243195	SH	DEFINE
CITRIX SYS INC	COM	177376100	245	3400	SH	DEFINE
CITRIX SYS INC	COM	177376100	243	3370	SH	DEFINE
CLARCOR INC	COM	179895107	2480	47338	SH	DEFINE
CLEARBRIDGE ENERGY MLP FD IN	COM	184692101	1060	39600	SH	DEFINE
CLECO CORP NEW	COM	12561W105	32921	700000	SH	DEFINE
CLECO CORP NEW	COM	12561W105	141	3000	SH	DEFINE
CLIFFS NAT RES INC	COM	18683K101	3807	200250	SH	DEFINE
CLIFFS NAT RES INC	COM	18683K101	25	1300	SH	DEFINE
CLOROX CO DEL	COM	189054109	3104	35063	SH	DEFINE
CLOVIS ONCOLOGY INC	COM	189464100	2338	81550	SH	DEFINE
CME GROUP INC	COM	12572Q105	20730	337680	SH	DEFINE
CME GROUP INC	COM	12572Q105	216	3525	SH	DEFINE
CMS ENERGY CORP	COM	125896100	83820	3000000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	0	9	SH	DEFINE
CMS ENERGY CORP	NOTE	5.500% 6/1125896BD1	24383	12000000	PRN	DEFINE
CNO FINL GROUP INC	COM	12621E103	68754	6004772	SH	DEFINE

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

COACH INC	COM	189754104	3613	72275	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	78096	2769382	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	177	6260	SH	DEFINE
COBALT INTL ENERGY INC	NOTE	2.625%12/019075FAA4	22492	20110000	PRN	DEFINE
COBRA ELECTRS CORP	COM	191042100	1606	455000	SH	DEFINE
COCA COLA CO	COM	191216100	79939	1976730	SH	DEFINE
COCA COLA CO	COM	191216100	46878	1159201	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	441985	11971430	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	5076	192274	SH	DEFINE
COGNEX CORP	COM	192422103	9100	215900	SH	DEFINE
COGNEX CORP	COM	192422103	695	16500	SH	DEFINE
COGNEX CORP	COM	192422103	3108	73731	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	38434	501680	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1133	14795	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	8508	111112	SH	DEFINE
COHERENT INC	COM	192479103	2494	43960	SH	DEFINE
COHU INC	COM	192576106	24194	2584804	SH	DEFINE
COINSTAR INC	COM	19259P300	10399	178000	SH	DEFINE
COINSTAR INC	COM	19259P300	777	13300	SH	DEFINE
COINSTAR INC	COM	19259P300	3424	58603	SH	DEFINE
COINSTAR INC	NOTE	4.000% 9/019259PAF9	20108	14000000	PRN	DEFINE
COLFAX CORP	COM	194014106	39953	858460	SH	DEFINE
COLFAX CORP	COM	194014106	558	12000	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	127306	1078586	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	13871	117517	SH	DEFINE
COLUMBIA SPORTSWEAR CO	COM	198516106	22327	385740	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	122654	2919648	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	17606	419098	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	17	400	SH	OTHER
COMCAST CORP NEW	CL A	20030N101	1071	25500	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	514	12225	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	5663	134800	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	39883	949360	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	5229	131987	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3126	78902	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	198	5000	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	206413	5209825	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	7686	193982	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1695	42780	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1092	27572	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	605	15270	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	17990	454383	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	676	17072	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	8891	224410	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	439261	11086857	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	47939	1210006	SH	DEFINE
COMERICA INC	COM	200340107	27484	764500	SH	DEFINE
COMERICA INC	COM	200340107	16118	448350	SH	DEFINE
COMERICA INC	COM	200340107	34	939	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	8416	531000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	26234	320000	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	9	110	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	92486	2795832	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	147149	5668305	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	68922	1400000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	249	5060	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	235	6550	SH	DEFINE
CONCHO RES INC	COM	20605P101	7923	81320	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	4806	70000	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1742	25375	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2855	47500	SH	DEFINE

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

CONOCOPHILLIPS	COM	20825C104	167555	2787946	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	23777	395619	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	5457	90800	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	28	466	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	4	117	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	588764	17496722	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	1443	42940	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	5850	173840	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	63593	1042000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	900	14739	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	788	16537	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2285	129700	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	435	5000	SH	DEFINE
CON-WAY INC	COM	205944101	611	17350	SH	DEFINE
COOPER COS INC	COM NEW	216648402	24738	229320	SH	DEFINE
COOPER COS INC	COM NEW	216648402	187	1730	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	480	4010	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	153805	1285884	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	5517	40000	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	21	150	SH	DEFINE
CORESITE RLTY CORP	COM	21870Q105	4138	118300	SH	DEFINE
CORNERSTONE ONDEMAND INC	COM	21925Y103	3410	100000	SH	DEFINE
CORNING INC	COM	219350105	34499	2588100	SH	DEFINE
CORNING INC	COM	219350105	13566	1017720	SH	DEFINE
CORNING INC	COM	219350105	6628	497230	SH	DEFINE
CORSICANTO LTD	NOTE 3.500% 1/1	1220480AC1	15694	12650000	PRN	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	55317	521314	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	1273	12000	SH	DEFINE
COVANCE INC	COM	222816100	14864	200000	SH	DEFINE
COVANTA HLDG CORP	COM	22282E102	526	26100	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1486	21900	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	28832	425000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	26493	390521	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	14	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F113	3364	49580	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	23410	345080	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	216943	1306490	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	4	170	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	44	1682	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	17898	683141	SH	DEFINE
CREE INC	COM	225447101	5668	103601	SH	DEFINE
CREXUS INVT CORP	COM	226553105	616	47300	SH	DEFINE
CRH PLC	ADR	12626K203	19	880	SH	DEFINE
CRH PLC	ADR	12626K203	7870	356273	SH	DEFINE
CRH PLC	ADR	12626K203	246	11150	SH	DEFINE
CROSS A T CO	CL A	227478104	8108	588800	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	17672	253780	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	7	100	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	175	2510	SH	DEFINE
CSX CORP	COM	126408103	2947	119654	SH	DEFINE
CTC MEDIA INC	COM	12642X106	70888	6013026	SH	DEFINE
CUBESMART	COM	229663109	7050	446200	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	375	6000	SH	DEFINE
CUMMINS INC	COM	231021106	55268	477240	SH	DEFINE
CUMMINS INC	COM	231021106	57654	497836	SH	DEFINE
CUMMINS INC	COM	231021106	2142	18500	SH	DEFINE
CUMMINS INC	COM	231021106	228	1970	SH	DEFINE
CURIS INC	COM	231269101	2723	830300	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	63154	1148464	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	11231	204239	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1041492	18939695	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10142	184430	SH	DEFINE

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

CVS CAREMARK CORPORATION	COM	126650100	4121	74940	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	18268	332468	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	774	14070	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3844	69900	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1161	21108	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	14929	271490	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	421329	7661912	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	81333	1479071	SH	DEFINE
CYRUSONE INC	COM	23283R100	1896	83000	SH	DEFINE
CYRUSONE INC	COM	23283R100	146	6400	SH	DEFINE
CYRUSONE INC	COM	23283R100	338	14800	SH	DEFINE
DANAHER CORP DEL	COM	235851102	109448	1761030	SH	DEFINE
DANAHER CORP DEL	COM	235851102	35996	579138	SH	DEFINE
DANAHER CORP DEL	COM	235851102	746	12000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	60236	969200	SH	DEFINE
DANAHER CORP DEL	COM	235851102	714	11500	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	5084	98382	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	1218	23570	SH	DEFINE
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	85442	720480	SH	DEFINE
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	16	135	SH	DEFINE
DCP MIDSTREAM PARTNERS LP	COM UT LTD PTN	23311P100	732	15700	SH	DEFINE
DDR CORP	COM	23317H102	24279	1393742	SH	DEFINE
DECKERS OUTDOOR CORP	COM	243537107	5100	91580	SH	DEFINE
DEERE & CO	COM	244199105	17196	200000	SH	DEFINE
DEERE & CO	COM	244199105	12504	145426	SH	DEFINE
DELL INC	COM	24702R101	3801	265216	SH	DEFINE
DELL INC	COM	24702R101	23	1600	SH	DEFINE
DELL INC	COM	24702R101	144481	10082444	SH	DEFINE
DELL INC	COM	24702R101	5652	394433	SH	DEFINE
DELL INC	COM	24702R101	2312	161330	SH	DEFINE
DELL INC	COM	24702R101	16979	1185900	SH	DEFINE
DELL INC	COM	24702R101	501	34930	SH	DEFINE
DELL INC	COM	24702R101	28315	1976801	SH	DEFINE
DELL INC	COM	24702R101	8968	625800	SH	DEFINE
DELL INC	COM	24702R101	259354	18098653	SH	DEFINE
DELL INC	COM	24702R101	26436	1844780	SH	DEFINE
DELPHI AUTOMOTIVE PLC	SHS	G27823106	41070	925000	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	39797	2410500	SH	DEFINE
DELTA APPAREL INC	COM	247368103	12249	743700	SH	DEFINE
DEMANDWARE INC	COM	24802Y105	2535	100000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	316	7450	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	2145	229300	SH	DEFINE
DESTINATION XL GROUP INC	COM	25065K104	509	100000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	15865	281200	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	470826	8345030	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	12039	213383	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	1168	20700	SH	DEFINE
DEX ONE CORP	COM	25212W100	23065	13488053	SH	DEFINE
DEXCOM INC	COM	252131107	18123	1083900	SH	DEFINE
DEXCOM INC	COM	252131107	951	56900	SH	DEFINE
DEXCOM INC	COM	252131107	3234	193438	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	38947	309500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	90237	717078	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2353	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	6899	54825	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	6956	100000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	223	3200	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	95389	2016690	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	85	1800	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	18139	271100	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	44836	670101	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	182	2725	SH	DEFINE

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

DIGITAL RLTY TR INC	COM	253868103	8625	128900	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	42040	1454177	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	708	24500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	149	5140	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	3274	113265	SH	DEFINE
DIRECTV	COM	25490A309	35015	618530	SH	DEFINE
DIRECTV	COM	25490A309	992	17528	SH	DEFINE
DIREXION SHS ETF TR	DLY TECH BULL 3X	25459W102	278	5000	SH	DEFINE
DIREXION SHS ETF TR	DLY R/E BULL3X	25459W755	329	3400	SH	DEFINE
DIREXION SHS ETF TR	DLY SMCAP BULL3X	25459W847	694	7800	SH	DEFINE
DIREXION SHS ETF TR	DRX S&P500BULL	25459W862	326	2800	SH	DEFINE
DIREXION SHS ETF TR	DLY EMRGMKT BULL	25459Y686	232	2400	SH	DEFINE
DIREXION SHS ETF TR	DLY FIN BULL NEW	25459Y694	694	4200	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	604	13474	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	1445	32230	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	13231	168030	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	944	11987	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	59790	859800	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	43	620	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	190113	3347073	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	71621	1260938	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	769	13540	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	262590	4623056	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	13015	229130	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	2652	473500	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	125331	2477907	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	15	300	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	188	3720	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	929782	15981130	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5618	96567	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	2	21	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	100130	1290009	SH	DEFINE
DONALDSON INC	COM	257651109	51923	1434740	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	11247	451150	SH	DEFINE
DOVER CORP	COM	260003108	466631	6402736	SH	DEFINE
DOVER CORP	COM	260003108	3728	51152	SH	DEFINE
DOW CHEM CO	COM	260543103	1018386	31984470	SH	DEFINE
DOW CHEM CO	COM	260543103	5400	169607	SH	DEFINE
DOW CHEM CO	COM	260543103	7920	248740	SH	DEFINE
DOW CHEM CO	COM	260543103	27331	859070	SH	DEFINE
DOW CHEM CO	COM	260543103	20384	640715	SH	DEFINE
DOW CHEM CO	COM	260543103	7114	223440	SH	DEFINE
DOW CHEM CO	COM	260543103	29003	910910	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	614	13075	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	302219	6437049	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	11111	180190	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	33325	917800	SH	DEFINE
DREYFUS MUN INCOME INC	COM	26201R102	114	11034	SH	DEFINE
DRIL-QUIP INC	COM	262037104	13072	149960	SH	DEFINE
DTE ENERGY CO	COM	233331107	1387	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	219030	3205000	SH	DEFINE
DTE ENERGY CO	COM	233331107	237	3465	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	749407	15244240	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	61722	1255532	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	393	8000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	731	14866	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	428	8710	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	8184	166480	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	4809	243000	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	1523669	20990070	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	13314	183414	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	576	7930	SH	DEFINE

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

DUN & BRADSTREET CORP DEL NE	COM	26483E100	33460	400000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	108	1287	SH	DEFINE
DYNAVAX TECHNOLOGIES CORP	COM	268158102	4647	2093200	SH	DEFINE
DYNEGY INC NEW DEL	COM	26817R108	741913	30925930	SH	DEFINE
DYNEGY INC NEW DEL	-W EXP 99/99/9992	6817R116	1992	1544048	SH	DEFINE
E M C CORP MASS	COM	268648102	134601	5634280	SH	DEFINE
E M C CORP MASS	COM	268648102	71444	2990534	SH	DEFINE
E M C CORP MASS	COM	268648102	1653	69200	SH	DEFINE
E M C CORP MASS	COM	268648102	271	11330	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	20904	14000000	PRN	DEFINE
EASTMAN CHEM CO	COM	277432100	207	2968	SH	DEFINE
EASTMAN CHEM CO	COM	277432100	4814	68900	SH	DEFINE
EATON CORP PLC	SHS	G29183103	5966	97400	SH	DEFINE
EATON CORP PLC	SHS	G29183103	5136	83860	SH	DEFINE
EBAY INC	COM	278642103	105842	1952120	SH	DEFINE
EBAY INC	COM	278642103	29730	548330	SH	DEFINE
EBAY INC	COM	278642103	298	5490	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	10657	481800	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	843	38100	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	3602	162855	SH	DEFINE
ECOLAB INC	COM	278865100	100514	1253600	SH	DEFINE
ECOLAB INC	COM	278865100	127958	1595890	SH	DEFINE
ECOLAB INC	COM	278865100	1348	16810	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	1944	144000	SH	DEFINE
ECOPETROL S A	SPONSORED ADS	279158109	20456	375193	SH	DEFINE
EDISON INTL	COM	281020107	426462	8475000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	50027	608900	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	652	7940	SH	DEFINE
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	1436	32750	SH	DEFINE
ELAN PLC	ADR	284131208	820	69500	SH	DEFINE
ELAN PLC	ADR	284131208	14	1200	SH	DEFINE
ELAN PLC	ADR	284131208	9042	766250	SH	DEFINE
ELAN PLC	ADR	284131208	837	70934	SH	DEFINE
ELAN PLC	ADR	284131208	61253	5195811	SH	DEFINE
ELAN PLC	ADR	284131208	408	34580	SH	DEFINE
ELAN PLC	ADR	284131208	33969	2880202	SH	DEFINE
ELAN PLC	ADR	284131208	4568	387082	SH	DEFINE
ELAN PLC	ADR	284131208	166	14040	SH	DEFINE
ELAN PLC	ADR	284131208	267670	22683904	SH	DEFINE
ELAN PLC	ADR	284131208	163109	13822805	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	45139	4731450	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	28223	1594543	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	6676	377150	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	2032	114780	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	10606	599740	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	749	42320	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1165	65820	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	6005	339260	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	13	354	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	598	16770	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	4848	135904	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	219	6140	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	180217	5052352	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	51180	1207355	SH	DEFINE
EMERSON ELEC CO	COM	291011104	107915	1931540	SH	DEFINE
EMERSON ELEC CO	COM	291011104	53292	953864	SH	DEFINE
EMERSON ELEC CO	COM	291011104	17	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	279	5000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	541	9675	SH	DEFINE
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	202	6710	SH	DEFINE
ENBRIDGE INC	COM	29250N105	200	4300	SH	DEFINE
ENBRIDGE INC	COM	29250N105	64	1370	SH	DEFINE

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

ENBRIDGE INC	COM	29250N105	249189	5362039	SH	DEFINE
ENCANA CORP	COM	292505104	18163	933350	SH	DEFINE
ENCANA CORP	COM	292505104	629	32332	SH	DEFINE
ENCANA CORP	COM	292505104	13771	709310	SH	DEFINE
ENCORE WIRE CORP	COM	292562105	19184	547800	SH	DEFINE
ENDO HEALTH SOLUTIONS INC	COM	29264F205	1320	42900	SH	DEFINE
ENERGEN CORP	COM	29265N108	47875	920500	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	679	6805	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	930	15900	SH	DEFINE
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN	29273R109	222	4375	SH	DEFINE
ENERPLUS CORP	COM	292766102	268	18372	SH	DEFINE
ENERPLUS CORP	COM	292766102	38	2638	SH	DEFINE
ENERSYS	COM	29275Y102	9936	218000	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	53	1185	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	28	614	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	10840	241475	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	178	3960	SH	DEFINE
ENPRO INDS INC	COM	29355X107	77047	1505700	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	30414	506896	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	22232	370532	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	2231	37179	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	216355	3605932	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	8463	68089	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	690960	10926000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1243	19662	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	115548	1827133	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	27502	456167	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	11	175	SH	DEFINE
ENVESTNET INC	COM	29404K106	7883	450200	SH	DEFINE
ENVESTNET INC	COM	29404K106	620	35400	SH	DEFINE
EOG RES INC	COM	26875P101	218	1701	SH	DEFINE
EQUIFAX INC	COM	294429105	28795	500000	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	82675	382213	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	251	1160	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	5651	73580	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	7384	134107	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	26796	486674	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	569	45150	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	40	3200	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	16503	1309787	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	42660	3385700	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	184869	2447630	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	30	400	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	16589	406000	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	1609	61900	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	17884	118770	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	424	5596	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	19458	467740	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	878	21100	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	3198	76875	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	729	5610	SH	DEFINE
EXACT SCIENCES CORP	COM	30063P105	2238	228330	SH	DEFINE
EXACT SCIENCES CORP	COM	30063P105	169	17200	SH	DEFINE
EXACT SCIENCES CORP	COM	30063P105	291	29670	SH	DEFINE
EXELIS INC	COM	30162A108	799	73400	SH	DEFINE
EXELIS INC	COM	30162A108	50	4580	SH	DEFINE
EXELON CORP	COM	30161N101	597	17300	SH	DEFINE
EXELON CORP	COM	30161N101	1356379	39338140	SH	DEFINE
EXELON CORP	COM	30161N101	111	3216	SH	DEFINE
EXELON CORP	COM	30161N101	457359	13264484	SH	DEFINE
EXPEDIA INC DEL	COM NEW	30212P303	15003	250000	SH	DEFINE
EXPEDIA INC DEL	COM NEW	30212P303	37	618	SH	DEFINE

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

EXPEDITORS INTL WASH INC	COM	302130109	35603	997000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	408	11422	SH	DEFINE
EXPONENT INC	COM	30214U102	1948	36112	SH	DEFINE
EXPONENT INC	COM	30214U102	160	2958	SH	DEFINE
EXPONENT INC	COM	30214U102	424	7862	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	131176	2275418	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	72526	1258039	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	2554	44300	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	332	5760	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	10681	272000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	330046	3662700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	227404	2523634	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	256957	2851588	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2911	32300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	19095	211906	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	68	760	SH	DEFINE
F M C CORP	COM NEW	302491303	0	700	SH	DEFINE
F M C CORP	COM NEW	302491303	1099	19276	SH	DEFINE
F5 NETWORKS INC	COM	315616102	132218	1484270	SH	DEFINE
F5 NETWORKS INC	COM	315616102	25492	286174	SH	DEFINE
F5 NETWORKS INC	COM	315616102	241	2700	SH	DEFINE
F5 NETWORKS INC	COM	315616102	250	2810	SH	DEFINE
FABRINET	SHS	G3323L100	8632	590823	SH	DEFINE
FABRINET	SHS	G3323L100	663	45400	SH	DEFINE
FABRINET	SHS	G3323L100	3531	241668	SH	DEFINE
FACEBOOK INC	CL A	30303M102	44288	1731380	SH	DEFINE
FACEBOOK INC	CL A	30303M102	2123	82978	SH	DEFINE
FACEBOOK INC	CL A	30303M102	501	19600	SH	DEFINE
FACEBOOK INC	CL A	30303M102	170	6630	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	870	9400	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	332010	5622528	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	47	800	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	71	1200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	17091	393900	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	989	22800	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	6364	146663	SH	DEFINE
FASTENAL CO	COM	311900104	136386	2656030	SH	DEFINE
FASTENAL CO	COM	311900104	1458	28400	SH	DEFINE
FASTENAL CO	COM	311900104	240	4670	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	899	8320	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	8060	74600	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	38575	4738979	SH	DEFINE
FEDEX CORP	COM	31428X106	68876	701396	SH	DEFINE
FEDEX CORP	COM	31428X106	6768	68920	SH	DEFINE
FEDEX CORP	COM	31428X106	4414	44944	SH	DEFINE
FEDEX CORP	COM	31428X106	790	8040	SH	DEFINE
FEDEX CORP	COM	31428X106	12258	124823	SH	DEFINE
FEDEX CORP	COM	31428X106	284262	2894729	SH	DEFINE
FEDEX CORP	COM	31428X106	28433	289550	SH	DEFINE
FEI CO	COM	30241L109	3612	55960	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	96874	3901500	SH	DEFINE
FERRO CORP	COM	315405100	75	11137	SH	DEFINE
FIFTH & PAC COS INC	COM	316645100	3098	164390	SH	DEFINE
FINANCIAL ENGINES INC	COM	317485100	13719	378760	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	4897	210000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	665827	15777897	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	214	5075	SH	DEFINE
FIRSTMERIT CORP	COM	337915102	11550	698700	SH	DEFINE
FISERV INC	COM	337738108	1187	13516	SH	DEFINE
FLEETCOR TECHNOLOGIES INC	COM	339041105	60140	784401	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	3830	154800	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4077	603113	SH	DEFINE

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

FLEXTRONICS INTL LTD	ORD	Y2573F102	698	103260	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2003	296300	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	26512	3926584	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	606	89670	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3222	476572	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	6674	987220	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	277795	41093935	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	131559	19461455	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	77695	463280	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	621	3700	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	270	1610	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	2361	14080	SH	DEFINE
FLUOR CORP NEW	COM	343412102	4196	63256	SH	DEFINE
FLY LEASING LTD	SPONSORED ADR	34407D109	951	58800	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	172003	3162420	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	13620	250354	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	217	3990	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	761	14000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	14903	274000	SH	DEFINE
FOOT LOCKER INC	COM	344849104	519	15166	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	15780	1200000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	1856	141176	SH	DEFINE
FOREST CITY ENTERPRISES INC	NOTE 4.250% 8/1	345550AP2	22335	20110000	PRN	DEFINE
FOREST LABS INC	COM	345838106	1687	44340	SH	DEFINE
FOREST LABS INC	COM	345838106	259	6820	SH	DEFINE
FOREST LABS INC	COM	345838106	1239	32560	SH	DEFINE
FOREST LABS INC	COM	345838106	1752	46050	SH	DEFINE
FOREST LABS INC	COM	345838106	29832	784758	SH	DEFINE
FOREST LABS INC	COM	345838106	783	20580	SH	DEFINE
FOREST LABS INC	COM	345838106	25533	671440	SH	DEFINE
FOREST LABS INC	COM	345838106	1235	32475	SH	DEFINE
FOREST LABS INC	COM	345838106	1159	30470	SH	DEFINE
FOREST LABS INC	COM	345838106	90046	2367140	SH	DEFINE
FOREST LABS INC	COM	345838106	52030	1367790	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	46776	2139790	SH	DEFINE
FORTINET INC	COM	34959E109	48381	2043130	SH	DEFINE
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	1198	32000	SH	DEFINE
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	293	7840	SH	DEFINE
FORUM ENERGY TECHNOLOGIES IN	COM	34984V100	14111	490650	SH	DEFINE
FORWARD AIR CORP	COM	349853101	18645	500000	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	3522	154150	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	4900	214480	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	369	16140	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	940	41130	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	16603	726620	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	11	1092	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	4398	432875	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	82	8100	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	3934	387202	SH	DEFINE
FRANCO NEVADA CORP	COM	351858105	105312	2311546	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	50465	1503290	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	121	3600	SH	DEFINE
FRANKLIN RES INC	COM	354613101	90497	600076	SH	DEFINE
FREDS INC	CL A	356108100	5746	420000	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	410481	12401236	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	15567	470298	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	136	4104	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	3947	220000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	110067	27655000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	239	59955	SH	DEFINE
FULL HOUSE RESORTS INC	COM	359678109	2156	770000	SH	DEFINE
FULLER H B CO	COM	359694106	48721	1246700	SH	DEFINE

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

FULLER H B CO	COM	359694106	25505	652640	SH	DEFINE
FULLER H B CO	COM	359694106	1012	25900	SH	DEFINE
FULLER H B CO	COM	359694106	3275	83794	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	102201	2473990	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	45	1100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	63391	2266400	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	201	7200	SH	DEFINE
GAP INC DEL	COM	364760108	478	13500	SH	DEFINE
GAP INC DEL	COM	364760108	1623	45930	SH	DEFINE
GARDNER DENVER INC	COM	365558105	17501	233000	SH	DEFINE
GENERAL CABLE CORP DEL NEW	COM	369300108	15872	433300	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	91240	1294000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	70510	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1247	17687	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1252	17750	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2971	128500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1476053	63843134	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	128646	5564267	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2421	104700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2843	122974	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	55592	2405034	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3410	147472	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	553	23924	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5708	246910	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	170605	7379117	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	47038	2034512	SH	DEFINE
GENERAL GROWTH PTYS INC NEW	COM	370023103	1	71	SH	DEFINE
GENERAL GROWTH PTYS INC NEW	COM	370023103	19748	993370	SH	DEFINE
GENERAL MLS INC	COM	370334104	4129	83738	SH	DEFINE
GENERAL MLS INC	COM	370334104	33388	677109	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	16840	605316	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	17	600	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	13910	500000	SH	CALL DEFINE
GENERAL MTRS CO	COM	37045V100	411390	14787584	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	49784	2689598	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	15662	846111	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	31710	2689598	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	12326	1045426	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	215842	5026600	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	2364	55055	SH	DEFINE
GENESE & WYO INC	CL A	371559105	78585	844000	SH	DEFINE
GENESE & WYO INC	CL A	371559105	65553	704040	SH	DEFINE
GENESE & WYO INC	UNIT 10/01/2015	371559204	10066	78000	SH	DEFINE
GENESE & WYO INC	UNIT 10/01/2015	371559204	2681	20775	SH	DEFINE
GENESIS ENERGY L P	UNIT LTD PARTN	371927104	1071	22215	SH	DEFINE
GENTEX CORP	COM	371901109	67694	3383000	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	2616	317450	SH	DEFINE
GENUINE PARTS CO	COM	372460105	229	2933	SH	DEFINE
GENUINE PARTS CO	COM	372460105	24023	307991	SH	DEFINE
GENUINE PARTS CO	COM	372460105	35	450	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	833	83300	SH	DEFINE
GIBALTAR INDS INC	COM	374689107	64893	3555756	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	208	5225	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	121613	3053967	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	3572	73000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	304193	6216989	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	91209	1864077	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1810	37000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	18327	374560	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	3733	76300	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	44365	907190	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	20218	413210	SH	DEFINE

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

GILEAD SCIENCES INC	COM	375558103	18546	379040	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	37107	758370	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	79494	1624660	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	25688	10000000	PRN	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1673	35661	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	511	10895	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	11256	239951	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	2519	108584	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	3518	70850	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	21637	435710	SH	DEFINE
GNC HLDGS INC	COM CL A	36191G107	62239	1584500	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	4298	554528	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	2	216	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	512516	15242695	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	84	2502	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	6860	204265	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	1286	8741	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	542	3680	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2653	18030	SH	DEFINE
GOODYEAR TIRE & RUBR CO	PFD CONV 5.875%	382550309	21668	498000	SH	DEFINE
GOODYEAR TIRE & RUBR CO	PFD CONV 5.875%	382550309	52	1200	SH	DEFINE
GOOGLE INC	CL A	38259P508	417607	525940	SH	DEFINE
GOOGLE INC	CL A	38259P508	76050	95777	SH	DEFINE
GOOGLE INC	CL A	38259P508	2541	3200	SH	DEFINE
GOOGLE INC	CL A	38259P508	384769	484578	SH	DEFINE
GOOGLE INC	CL A	38259P508	824	1038	SH	DEFINE
GRACO INC	COM	384109104	588	10125	SH	DEFINE
GRACO INC	COM	384109104	75	1300	SH	DEFINE
GRAINGER W W INC	COM	384802104	6254	27800	SH	DEFINE
GRAINGER W W INC	COM	384802104	123739	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	3146	13982	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	10908	1855070	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	9011	354900	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	688	27100	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	3001	118193	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	91476	2873000	SH	DEFINE
GRANITE REAL ESTATE INVT TR	UNIT 99/99/9999	387437114	16784	439600	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	15375	663000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	107317	4627748	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	4364	188188	SH	DEFINE
GREATBATCH INC	COM	39153L106	10469	350500	SH	DEFINE
GREATBATCH INC	COM	39153L106	780	26100	SH	DEFINE
GREATBATCH INC	COM	39153L106	5968	199800	SH	DEFINE
GREEN DOT CORP	CL A	39304D102	15557	931000	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	3916	130300	SH	DEFINE
GRIFFON CORP	COM	398433102	1854	155500	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	101818	1694993	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	10887	401349	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	22543	10734591	SH	DEFINE
GUESS INC	COM	401617105	18321	737880	SH	DEFINE
GUESS INC	COM	401617105	430	17300	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	7980	207600	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	315	8200	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	1335	34737	SH	DEFINE
GULFMARK OFFSHORE INC	CL A NEW	402629208	8447	216801	SH	DEFINE
HAEMONETICS CORP	COM	405024100	41660	1000000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	6542	107100	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	432	7075	SH	DEFINE
HALLIBURTON CO	COM	406216101	211619	5236809	SH	DEFINE
HALLIBURTON CO	COM	406216101	339	8380	SH	DEFINE
HALLIBURTON CO	COM	406216101	9305	230253	SH	DEFINE
HALLIBURTON CO	COM	406216101	1840	45530	SH	DEFINE

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

HALLIBURTON CO		COM	406216101	26797	663360	SH	DEFINE
HALLIBURTON CO		COM	406216101	140	3460	SH	DEFINE
HALLIBURTON CO		COM	406216101	20033	496000	SH	DEFINE
HALLIBURTON CO		COM	406216101	374	9248	SH	DEFINE
HALLIBURTON CO		COM	406216101	13823	342070	SH	DEFINE
HALLIBURTON CO		COM	406216101	504287	12479267	SH	DEFINE
HALLIBURTON CO		COM	406216101	45075	1115460	SH	DEFINE
HALLMARK FINL SVCS INC	EC	COM NEW	40624Q203	1080	120000	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	37234	1204220	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	2648	85656	SH	DEFINE
HANOVER INS GROUP INC		COM	410867105	73530	1480070	SH	DEFINE
HANOVER INS GROUP INC		COM	410867105	82	1645	SH	DEFINE
HARDINGE INC		COM	412324303	13357	980000	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	1647	30900	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	48668	913096	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	216	4046	SH	DEFINE
HARMAN INTL INDS INC		COM	413086109	35838	803000	SH	DEFINE
HARRIS & HARRIS GROUP INC		COM	413833104	43	12000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		COM	416515104	7725	299400	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		COM	416515104	418	16200	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		DEP CONV PFD	416515708	13775	580000	SH	DEFINE
HASBRO INC		COM	418056107	984	22400	SH	DEFINE
HASBRO INC		COM	418056107	136	3100	SH	DEFINE
HAVERTY FURNITURE INC		COM	419596101	18107	880700	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES		COM	419870100	37409	1350000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES		COM	419870100	43	1565	SH	DEFINE
HCC INS HLDGS INC		COM	404132102	53483	1272500	SH	DEFINE
HCP INC		COM	40414L109	29	575	SH	DEFINE
HCP INC		COM	40414L109	40764	817570	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	144	2118	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	39198	577210	SH	DEFINE
HEALTHCARE SVCS GRP INC		COM	421906108	11687	456000	SH	DEFINE
HEARTLAND EXPRESS INC		COM	422347104	8004	600000	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	53868	609166	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	575	6500	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	114	1290	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	3011	34051	SH	DEFINE
HEARTWARE INTL INC		NOTE	3.500%12/1422368AA8	12006	10100000	PRN	DEFINE
HEIDRICK & STRUGGLES INTL IN		COM	422819102	21607	1445316	SH	DEFINE
HEINZ H J CO		COM	423074103	20625	285387	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I		COM	42330P107	75457	3297930	SH	DEFINE
HELMERICH & PAYNE INC		COM	423452101	750	12350	SH	DEFINE
HERSHEY CO		COM	427866108	2523	28830	SH	DEFINE
HERSHEY CO		COM	427866108	114	1300	SH	DEFINE
HESS CORP		COM	42809H107	14684	205060	SH	DEFINE
HESS CORP		COM	42809H107	1111	15520	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	33576	1408405	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	647	27160	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	514007	21560750	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	2521	105758	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	562	23580	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	31388	1317082	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	1149	48216	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	4015	168400	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	612867	25707500	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	25396	1065250	SH	DEFINE
HEXCEL CORP NEW		COM	428291108	61391	2116221	SH	DEFINE
HEXCEL CORP NEW		COM	428291108	544	18749	SH	DEFINE
HEXCEL CORP NEW		COM	428291108	176	6060	SH	DEFINE
HIBBETT SPORTS INC		COM	428567101	31459	559080	SH	DEFINE
HIGHWOODS PPTYS INC		COM	431284108	15361	388200	SH	DEFINE
HILL ROM HLDGS INC		COM	431475102	82970	2355775	SH	DEFINE

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

HILL ROM HLDGS INC	COM	431475102	10566	300000	SH	DEFINE
HILLENBRAND INC	COM	431571108	121956	4824214	SH	DEFINE
HILLENBRAND INC	COM	431571108	111	4400	SH	DEFINE
HILLENBRAND INC	COM	431571108	30	1200	SH	DEFINE
HILLSHIRE BRANDS CO	COM	432589109	349	9920	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	67228	1110109	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	22209	818000	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	3568	131400	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2324	85587	SH	DEFINE
HOLOGIC INC	COM	436440101	12419	549500	SH	DEFINE
HOLOGIC INC	COM	436440101	675	29850	SH	DEFINE
HOME DEPOT INC	COM	437076102	3594	51500	SH	DEFINE
HOME DEPOT INC	COM	437076102	51916	743995	SH	DEFINE
HOME DEPOT INC	COM	437076102	14	200	SH	OTHER
HOME DEPOT INC	COM	437076102	6676	95677	SH	DEFINE
HOME DEPOT INC	COM	437076102	2363	33905	SH	DEFINE
HOME DEPOT INC	COM	437076102	2115	30310	SH	DEFINE
HOME DEPOT INC	COM	437076102	21132	302844	SH	DEFINE
HOME DEPOT INC	COM	437076102	9675	138660	SH	DEFINE
HOME PROPERTIES INC	COM	437306103	6678	105300	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	54136	1665710	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	774	23800	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	3203	98545	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1028	26860	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	73386	973930	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	42296	561323	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	526	6982	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	19656	1233100	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	11257	242300	SH	DEFINE
HOSPIRA INC	COM	441060100	49038	1493690	SH	DEFINE
HOSPIRA INC	COM	441060100	258187	7864388	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	30553	1746865	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	2655	49773	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	41	764	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	8859	166077	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	32377	606985	SH	DEFINE
HSN INC	COM	404303109	5486	100000	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	215	5100	SH	DEFINE
HUB GROUP INC	CL A	443320106	41347	1075070	SH	DEFINE
HUB GROUP INC	CL A	443320106	692	18000	SH	DEFINE
HUB GROUP INC	CL A	443320106	2470	64218	SH	DEFINE
HUBBELL INC	CL B	443510201	14282	147070	SH	DEFINE
HUBBELL INC	CL B	443510201	981	10102	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	50001	5207860	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	528	54900	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	37741	3928590	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	1097	127000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	991	13300	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	31382	421350	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	8888	166666	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	237	4437	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	200831	3765824	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	10320	379000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	9686	240232	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	726	18000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	3128	77581	SH	DEFINE
HYPERION THERAPEUTICS INC	COM	44915N101	5922	229352	SH	DEFINE
HYSTER YALE MATLS HANDLING I	CL A	449172105	6143	107610	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	13404	300000	SH	DEFINE
IAMGOLD CORP	COM	450913108	21101	2930550	SH	DEFINE
IAMGOLD CORP	COM	450913108	14	2000	SH	DEFINE
ICICI BK LTD	ADR	45104G104	1260	29365	SH	DEFINE

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

ICICI BK LTD	ADR	45104G104	10	226	SH	DEFINE
ICICI BK LTD	ADR	45104G104	606	14130	SH	DEFINE
ICICI BK LTD	ADR	45104G104	3873	90280	SH	DEFINE
ICICI BK LTD	ADR	45104G104	171147	3989440	SH	DEFINE
ICICI BK LTD	ADR	45104G104	84423	1967901	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	9518	367905	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	734	28382	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	3157	122021	SH	DEFINE
IDACORP INC	COM	451107106	17450	361500	SH	DEFINE
IDACORP INC	COM	451107106	38616	800000	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	1424	400000	SH	DEFINE
IDEXX LABS INC	COM	45168D104	22589	244500	SH	DEFINE
IDEXX LABS INC	COM	45168D104	63	680	SH	DEFINE
IHS INC	CL A	451734107	107894	1030320	SH	DEFINE
IHS INC	CL A	451734107	180	1720	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2102	34500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	60940	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2295	37659	SH	DEFINE
ILLUMINA INC	COM	452327109	83434	1545073	SH	DEFINE
ILLUMINA INC	COM	452327109	322	5963	SH	DEFINE
IMAX CORP	COM	45245E109	21432	801800	SH	DEFINE
IMAX CORP	COM	45245E109	791	29600	SH	DEFINE
IMAX CORP	COM	45245E109	3076	115083	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	6823	441930	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	497	32200	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	3858	249839	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	237	5805	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	19415	475934	SH	DEFINE
IMPERVA INC	COM	45321L100	7700	200000	SH	DEFINE
INCYTE CORP	COM	45337C102	21137	902900	SH	DEFINE
INFINITY PHARMACEUTICALS INC	COM	45665G303	6883	142000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	27576	800000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	11682	338811	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	876	25400	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	60777	1763177	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	827	24000	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	11	200	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	24712	458400	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	60155	1115836	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	2206	40920	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	4	530	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	33	4556	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	12759	1769595	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	184	25485	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	60511	1100000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	426	7740	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	43696	2220300	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	5	265	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	49	2500	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	27816	1413430	SH	DEFINE
INGREDION INC	COM	457187102	579	8000	SH	DEFINE
INGREDION INC	COM	457187102	917	12686	SH	DEFINE
INSPERITY INC	COM	45778Q107	33582	1183700	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	2674	163823	SH	DEFINE
INTEL CORP	COM	458140100	873159	39961536	SH	DEFINE
INTEL CORP	COM	458140100	58948	2697848	SH	DEFINE
INTEL CORP	COM	458140100	2205	100900	SH	DEFINE
INTEL CORP	COM	458140100	25899	1185307	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	2128	2000000	PRN	DEFINE
INTEL CORP	SDCV	3.250% 8/0458140AF7	223	185000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	85608	524976	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	10373	63590	SH	DEFINE

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

INTERCONTINENTALEXCHANGE INC	COM	45865V100	750	4600	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	61918	379700	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	701	4300	SH	DEFINE
INTERFACE INC	COM	458665304	17657	918700	SH	DEFINE
INTERFACE INC	COM	458665304	2405	125120	SH	DEFINE
INTERFACE INC	COM	458665304	1927	100279	SH	DEFINE
INTERMUNE INC	COM	45884X103	14017	1548834	SH	DEFINE
INTERMUNE INC	COM	45884X103	225	24900	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	561875	2634200	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	288276	1351510	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	231548	1085552	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	2154	10100	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	181	850	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	2813	13189	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	NOTE	3.250% 5/0459902AQ5	23017	21300000	PRN	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	6534	359000	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	1305	60020	SH	DEFINE
INTERXION HOLDING N.V	SHS	N47279109	6055	250000	SH	DEFINE
INTL PAPER CO	COM	460146103	349	7496	SH	DEFINE
INTL PAPER CO	COM	460146103	341234	7325793	SH	DEFINE
INTUIT	COM	461202103	31512	480000	SH	DEFINE
INTUIT	COM	461202103	3097	47171	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	56487	115000	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	5498	11194	SH	DEFINE
INVESCO LTD	SHS	G491BT108	11051	381600	SH	DEFINE
INVESCO LTD	SHS	G491BT108	11196	386505	SH	DEFINE
INVESCO LTD	SHS	G491BT108	753	26000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	61026	2107266	SH	DEFINE
INVESCO LTD	SHS	G491BT108	782	27000	SH	DEFINE
INVESCO VALUE MUN INCOME TR	COM	46132P108	294	18180	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	16786	1520480	SH	DEFINE
IRON MTN INC	COM	462846106	354	9754	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	2331	150220	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	22995	1481645	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	1744	64480	SH	DEFINE
ISHARES INC	MSCI BRAZIL CAPP	464286400	205	3770	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	640	19593	SH	DEFINE
ISHARES INC	MSCI CHILE CAPP	464286640	376	5793	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	91	1825	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	136936	2755253	SH	DEFINE
ISHARES INC	MSCI STH KOR CAP	464286772	736	12400	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	907	14209	SH	DEFINE
ISHARES INC	MSCI GERMAN	464286806	57255	2339797	SH	DEFINE
ISHARES INC	MSCI MEXICO CAP	464286822	989	13259	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	177829	16465686	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	683	24895	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	164	5975	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	2389	37675	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	23374	192779	SH	DEFINE
ISHARES TR	FTSE CHINA25 IDX	464287184	4555	123454	SH	DEFINE
ISHARES TR	CORE S&P500 ETF	464287200	175304	1114245	SH	DEFINE
ISHARES TR	CORE S&P500 ETF	464287200	21436	136251	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	71808	1678552	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	187620	1564800	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	28520	237869	SH	DEFINE
ISHARES TR	S&P500 GRW	464287309	497	6038	SH	DEFINE
ISHARES TR	S&P GBL ENER	464287341	320	8005	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	229	5645	SH	DEFINE
ISHARES TR	S&P/TOPIX 150	464287382	215	4597	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	930	8661	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	1333	15785	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	74402	1261470	SH	DEFINE

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

ISHARES TR	MSCI EAFE INDEX	464287465	28783	488005	SH	DEFINE
ISHARES TR	RUSSELL MIDCAP	464287499	679	5331	SH	DEFINE
ISHARES TR	CORE S&P MCP ETF	464287507	462	4012	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	62	760	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	157800	1944068	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1564	21925	SH	DEFINE
ISHARES TR	RUSSELL 1000	464287622	2089	23959	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	21677	229971	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	15977	169500	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	670	7174	SH	DEFINE
ISHARES TR	CORE S&P SCP ETF	464287804	2148	24675	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	2614	29068	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	7488	79758	SH	DEFINE
ISHARES TR	MSCI ACJPN IDX	464288182	1529	25929	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	276	5432	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	4214	95864	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	12784	290800	SH	DEFINE
ISHARES TR	S&P NTL AMTFREE	464288414	314	2850	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	13444	142488	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	443	4700	SH	DEFINE
ISHARES TR	MRTG PLS CAP IDX	464288539	310	19800	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	124790	1122814	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	1000	9000	SH	DEFINE
ISHARES TR	BARCLYS 1-3YR CR	464288646	22142	209798	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	36593	903083	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	1564	38600	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	8430	497750	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	530	31310	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	2302	135890	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	3795	224020	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1158	65061	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	450237	25294607	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	2820	158454	SH	DEFINE
ITRON INC	COM	465741106	488	10524	SH	DEFINE
ITT CORP NEW	COM NEW	450911201	844	29700	SH	DEFINE
ITT CORP NEW	COM NEW	450911201	92	3240	SH	DEFINE
IXIA	COM	45071R109	11668	539200	SH	DEFINE
IXIA	COM	45071R109	896	41400	SH	DEFINE
IXIA	COM	45071R109	3698	170897	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	8530	246600	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	654	18900	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	3285	94963	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	14385	255770	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	416	7390	SH	DEFINE
JAKKS PAC INC	COM	47012E106	16773	1598930	SH	DEFINE
JAMES RIVER COAL CO	NOTE 3.125% 3/1	470355AH1	2589	12500000	PRN	DEFINE
JANUS CAP GROUP INC	COM	47102X105	15418	1640250	SH	DEFINE
JARDEN CORP	COM	471109108	51131	1193255	SH	DEFINE
JAZZ PHARMACEUTICALS PLC	SHS USD	G50871105	21835	390531	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	127	18337	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	959	46200	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	536308	6578040	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1340249	16438730	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	130778	1604045	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	41989	515011	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	65	800	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	364379	10390043	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	99738	2843960	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	10651	303698	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	11	300	SH	OTHER
JOHNSON CTLS INC	COM	478366107	35	1000	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	23564	237040	SH	DEFINE

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

JOS A BANK CLOTHIERS INC	COM	480838101	38143	955960	SH	DEFINE
JOY GLOBAL INC	COM	481165108	8907	149653	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1237671	26078239	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	33421	704188	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	19	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	378349	7971973	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	10330	217663	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2518	53060	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	42224	890169	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	701	14760	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	28384	598392	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1750	36878	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	11479	241860	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	423109	8915070	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	76169	1604920	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	41376	640000	SH	DEFINE
KALOBIOS PHARMACEUTICALS INC	COM	48344T100	1650	275000	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	116409	1049703	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	403	3635	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	467	4210	SH	DEFINE
KAYDON CORP	COM	486587108	40841	1596600	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	3	82	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	934	28280	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	3627	109952	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	7979	241489	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	100385	3038279	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	171121	5179203	SH	DEFINE
KCAP FINL INC	COM	48668E101	6645	617000	SH	DEFINE
KELLOGG CO	COM	487836108	158272	2456500	SH	DEFINE
KELLOGG CO	COM	487836108	2597	40306	SH	DEFINE
KELLOGG CO	COM	487836108	522	8097	SH	DEFINE
KELLY SVCS INC	CL A	488152208	34933	1870100	SH	DEFINE
KENNAMETAL INC	COM	489170100	63631	1629880	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	11454	1627000	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	42731	5288610	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	600	74200	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	147	18140	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	2440	301939	SH	DEFINE
KEYCORP NEW	COM	493267108	32174	3230300	SH	DEFINE
KEYCORP NEW	COM	493267108	0	4	SH	DEFINE
KEYW HLDG CORP	COM	493723100	8123	503617	SH	DEFINE
KEYW HLDG CORP	COM	493723100	656	40687	SH	DEFINE
KEYW HLDG CORP	COM	493723100	1116	69205	SH	DEFINE
KID BRANDS INC	COM	49375T100	1333	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	19001	362610	SH	DEFINE
KIMBALL INTL INC	CL B	494274103	661	73000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	5773	58922	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	1689	17235	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	24765	1105580	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	20609	229581	SH	DEFINE
KINDER MORGAN INC DEL	COM	49456B101	131512	3400000	SH	DEFINE
KINDER MORGAN INC DEL	COM	49456B101	1234	31898	SH	DEFINE
KINDER MORGAN INC DEL	-W EXP 05/25/201	49456B119	74	14414	SH	DEFINE
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	261	2966	SH	DEFINE
KINGSWAY FINL SVCS INC	COM NEW	496904202	468	115676	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	56216	7116450	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	16	2075	SH	DEFINE
KIRBY CORP	COM	497266106	4209	54800	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1812	93800	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	131	6800	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	5894	648350	SH	DEFINE
KOHL'S CORP	COM	500255104	32265	699450	SH	DEFINE

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

KOHL'S CORP	COM	500255104	105	2270	SH	DEFINE
KOHL'S CORP	COM	500255104	377781	8189497	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	1537	52000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	35	1200	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	13	452	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	5222	176704	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	14370	486301	SH	DEFINE
KOSMOS ENERGY LTD	SHS	G5315B107	8669	767150	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	373	7233	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	10764	208893	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	30786	597444	SH	DEFINE
KROGER CO	COM	501044101	5	143	SH	DEFINE
KROGER CO	COM	501044101	394393	11900856	SH	DEFINE
KROGER CO	COM	501044101	1758	53040	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	1884	120000	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	858	10600	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1147	14180	SH	DEFINE
LA Z BOY INC	COM	505336107	82039	4347572	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1687	18700	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	12947	143533	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1678	18600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	17455	421000	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	38994	692030	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	97	1729	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	351	6230	SH	DEFINE
LATAM AIRLS GROUP S A	SPONSORED ADR	51817R106	6544	301000	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	22191	4071700	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	1083	198800	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	4714	864982	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	14698	229555	SH	DEFINE
LAZARD LTD	SHS A	G54050102	37355	1094482	SH	DEFINE
LAZARD LTD	SHS A	G54050102	3706	108599	SH	DEFINE
LCNB CORP	COM	50181P100	603	36201	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	36763	4294730	SH	DEFINE
LEE ENTERPRISES INC	COM	523768109	2028	1596816	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	56846	1682834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	34	1000	SH	DEFINE
LENNAR CORP	CL B	526057302	7420	230000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	527288AX2	4685	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM	528872104	5783	2652674	SH	DEFINE
LIBERTY GLOBAL INC	COM SER B	530555200	709	10000	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	530715AN1	4279	8000000	PRN	DEFINE
LIBERTY MEDIA CORP DELAWARE	CL A	531229102	46952	420600	SH	DEFINE
LIBERTY MEDIA CORP DELAWARE	CL A	531229102	52	469	SH	DEFINE
LIBERTY MEDIA CORP DELAWARE	CL B	531229201	457	4100	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	6015	151328	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	7501	188700	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	20113	311200	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	688	10645	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	674	13900	SH	DEFINE
LILLY ELI & CO	COM	532457108	28395	500000	SH	DEFINE
LILLY ELI & CO	COM	532457108	5265	92705	SH	DEFINE
LILLY ELI & CO	COM	532457108	217976	3838284	SH	DEFINE
LILLY ELI & CO	COM	532457108	1687	29700	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	85657	1580980	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	2814	86303	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	851	22180	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	129243	734090	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	115	656	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	211	1200	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	3128	808147	SH	DEFINE
LITHIA MTRS INC	CL A	536797103	6576	138500	SH	DEFINE

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

LITHIA MTRS INC	CL A	536797103	502	10565	SH	DEFINE
LITHIA MTRS INC	CL A	536797103	2076	43719	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	1095	88491	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	4	1190	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	36	11994	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	14518	4839329	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	412875	4277616	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	2650	27459	SH	DEFINE
LOEWS CORP	COM	540424108	568	12891	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1046	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	6613	948730	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	12065	1731047	SH	DEFINE
LORILLARD INC	COM	544147101	422	10448	SH	DEFINE
LORILLARD INC	COM	544147101	676998	16778164	SH	DEFINE
LOWES COS INC	COM	548661107	34250	903207	SH	DEFINE
LOWES COS INC	COM	548661107	7096	187123	SH	DEFINE
LOWES COS INC	COM	548661107	2552	67300	SH	DEFINE
LPATH INC	COM NEW	548910306	2510	500000	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	38165	612110	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	4804	77055	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	88	1410	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3076	61175	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	15	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3983	79200	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1262	25100	SH	DEFINE
LYDALL INC DEL	COM	550819106	4958	323000	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	763435	12062519	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1566	24745	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	12178	192420	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1919	30320	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2356	37262	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	28441	449551	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1433	22636	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	3283	51880	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	63307	1000270	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	74569	1178210	SH	DEFINE
M & T BK CORP	COM	55261F104	64970	629796	SH	DEFINE
M & T BK CORP	COM	55261F104	1059	10263	SH	DEFINE
M & T BK CORP	COM	55261F104	1284	12445	SH	DEFINE
M D C HLDGS INC	COM	552676108	29621	808221	SH	DEFINE
M/I HOMES INC	COM	55305B101	37782	1545266	SH	DEFINE
MA COM TECHNOLOGY SOLUTIONS	COM	55405Y100	2812	175000	SH	DEFINE
MACERICH CO	COM	554382101	13615	211473	SH	DEFINE
MACYS INC	COM	55616P104	83	1993	SH	DEFINE
MACYS INC	COM	55616P104	10947	261643	SH	DEFINE
MACYS INC	COM	55616P104	17331	414586	SH	DEFINE
MACYS INC	COM	55616P104	383	9160	SH	DEFINE
MACYS INC	COM	55616P104	28951	692340	SH	DEFINE
MACYS INC	COM	55616P104	605	14459	SH	DEFINE
MACYS INC	COM	55616P104	9905	236740	SH	DEFINE
MACYS INC	COM	55616P104	35773	855000	SH	DEFINE
MACYS INC	COM	55616P104	62718	1499020	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	14412	1521550	SH	DEFINE
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	669	12513	SH	DEFINE
MAGELLAN PETE CORP	COM	559091301	1623	1517000	SH	DEFINE
MAGNA INTL INC	COM	559222401	9426	160672	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	4266	402850	SH	DEFINE
MAIDENFORM BRANDS INC	COM	560305104	37456	2136660	SH	DEFINE
MANITOWOC INC	COM	563571108	87778	4269370	SH	DEFINE
MANITOWOC INC	COM	563571108	1138	55340	SH	DEFINE
MANITOWOC INC	COM	563571108	4593	223411	SH	DEFINE
MANNING & NAPIER INC	CL A	56382Q102	4572	276400	SH	DEFINE

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

MANNING & NAPIER INC	CL A	56382Q102	337	20400	SH	DEFINE
MANPOWERGROUP INC	COM	56418H100	482	8500	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	9818	667000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	4045	274691	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	44	3020	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	81773	5563411	SH	DEFINE
MARATHON OIL CORP	COM	565849106	21326	632440	SH	DEFINE
MARATHON OIL CORP	COM	565849106	4756	141042	SH	DEFINE
MARATHON OIL CORP	COM	565849106	735364	21808007	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	13674	152614	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	2066	23055	SH	DEFINE
MARKEL CORP	COM	570535104	8638	17156	SH	DEFINE
MARKEL CORP	COM	570535104	1863	3700	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	298	5500	SH	DEFINE
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	3607	59379	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1367	36000	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	22395	589800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	3425	90190	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	214	5625	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	22955	225000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	388	3806	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	54732	5173121	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	296853	548590	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	26574	49108	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	2435	4500	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	893	1650	SH	DEFINE
MATSON INC	COM	57686G105	501	20356	SH	DEFINE
MATTEL INC	COM	577081102	4196	95830	SH	DEFINE
MATTHEWS INTL CORP	CL A	577128101	57660	1652611	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	6656	192700	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	480	13900	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	2257	65348	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	5362	164240	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	200592	2727287	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	535	7280	SH	DEFINE
MCDERMOTT INTL INC	COM	580037109	9781	890000	SH	DEFINE
MCDERMOTT INTL INC	COM	580037109	11	1000	SH	DEFINE
MCDONALDS CORP	COM	580135101	340162	3412199	SH	DEFINE
MCDONALDS CORP	COM	580135101	85726	859940	SH	DEFINE
MCDONALDS CORP	COM	580135101	79213	794594	SH	DEFINE
MCDONALDS CORP	COM	580135101	175	1760	SH	DEFINE
MCDONALDS CORP	COM	580135101	37979	380971	SH	DEFINE
MCGRATH RENTCORP	COM	580589109	43528	1399603	SH	DEFINE
MCGRATH RENTCORP	COM	580589109	22	700	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	1548	29733	SH	DEFINE
MCKESSON CORP	COM	58155Q103	42196	390850	SH	DEFINE
MCKESSON CORP	COM	58155Q103	183	1698	SH	DEFINE
MDU RES GROUP INC	COM	552690109	84754	3391500	SH	DEFINE
MDU RES GROUP INC	COM	552690109	125	5000	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	209521	2705260	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	50873	656844	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	283	3650	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	180	2320	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	14277	393300	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	196970	5426196	SH	DEFINE
MEDIVATION INC	COM	58501N101	81784	1748660	SH	DEFINE
MEDIVATION INC	COM	58501N101	47	1000	SH	DEFINE
MEDIVATION INC	COM	58501N101	167	3570	SH	DEFINE
MEDTRONIC INC	COM	585055106	399230	8501500	SH	DEFINE
MEDTRONIC INC	COM	585055106	9876	210309	SH	DEFINE
MEDTRONIC INC	COM	585055106	2085	44389	SH	DEFINE
MEDTRONIC INC	COM	585055106	840370	17895470	SH	DEFINE

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

MEDTRONIC INC	COM	585055106	9316	198390	SH	DEFINE
MEDTRONIC INC	COM	585055106	4720	100520	SH	DEFINE
MEDTRONIC INC	COM	585055106	36726	782612	SH	DEFINE
MEDTRONIC INC	COM	585055106	463	9860	SH	DEFINE
MEDTRONIC INC	COM	585055106	44575	949530	SH	DEFINE
MEDTRONIC INC	COM	585055106	1420	30245	SH	DEFINE
MEDTRONIC INC	COM	585055106	17225	366800	SH	DEFINE
MEDTRONIC INC	COM	585055106	494162	10523050	SH	DEFINE
MEDTRONIC INC	COM	585055106	76110	1620750	SH	DEFINE
MEI PHARMA INC	COM NEW	55279B202	1720	199267	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	84439	2526600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	9656	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	13859	143494	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	792	8200	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	157534	1631462	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1236	12800	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	782	8100	SH	DEFINE
MERCER INTL INC	COM	588056101	2094	303030	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3273	74000	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1977231	44703392	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	90382	2043449	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	18	400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	1262509	28544250	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	11692	264336	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3133	70837	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	29569	669030	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	35349	799600	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1249	28243	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	19119	432260	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	516044	11667283	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	77331	1748405	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	17763	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	27	700	SH	DEFINE
METHANEX CORP	COM	59151K108	353	8700	SH	DEFINE
METHANEX CORP	COM	59151K108	11638	286179	SH	DEFINE
METLIFE INC	COM	59156R108	25538	671700	SH	DEFINE
METLIFE INC	COM	59156R108	145972	3839359	SH	DEFINE
METLIFE INC	COM	59156R108	1649	43363	SH	DEFINE
METLIFE INC	COM	59156R108	514206	13524640	SH	DEFINE
METLIFE INC	UNIT 99/99/9999	59156R116	267842	5421900	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	128302	601734	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	72	340	SH	DEFINE
MGM RESORTS INTERNATIONAL	NOTE 4.250% 4/15	5303QAE0	14146	13000000	PRN	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	53294	938450	SH	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	1343	23650	SH	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	120	2120	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	4150	112900	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	34267	932190	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	32392	881181	SH	DEFINE
MICROSOFT CORP	COM	594918104	2360	82500	SH	DEFINE
MICROSOFT CORP	COM	594918104	463191	16189849	SH	DEFINE
MICROSOFT CORP	COM	594918104	44027	1538870	SH	DEFINE
MICROSOFT CORP	COM	594918104	1147772	40117952	SH	DEFINE
MICROSOFT CORP	COM	594918104	12419	434091	SH	DEFINE
MICROSOFT CORP	COM	594918104	5311	185626	SH	DEFINE
MICROSOFT CORP	COM	594918104	65327	2283935	SH	DEFINE
MICROSOFT CORP	COM	594918104	659	23040	SH	DEFINE
MICROSOFT CORP	COM	594918104	31473	1100539	SH	DEFINE
MICROSOFT CORP	COM	594918104	1293	45202	SH	DEFINE
MICROSOFT CORP	COM	594918104	17464	610410	SH	DEFINE
MICROSOFT CORP	COM	594918104	746916	26106829	SH	DEFINE
MICROSOFT CORP	COM	594918104	97315	3401479	SH	DEFINE

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

MIDSOUTH BANCORP INC	COM	598039105	3659	225000	SH	DEFINE
MIDWAY GOLD CORP	COM	598153104	7548	6187200	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	5698	355000	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	696	17435	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	63752	1284800	SH	DEFINE
MOBILE MINI INC	COM	60740F105	14491	492400	SH	DEFINE
MOBILE MINI INC	COM	60740F105	1021	34700	SH	DEFINE
MOBILE MINI INC	COM	60740F105	4564	155094	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	329	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	6068	292585	SH	DEFINE
MOLEX INC	COM	608554101	17389	593873	SH	DEFINE
MOLEX INC	CL A	608554200	3210	133100	SH	DEFINE
MOLEX INC	CL A	608554200	6	230	SH	DEFINE
MOLYCORP INC DEL	COM	608753109	7537	1459788	SH	DEFINE
MOLYCORP INC DEL	COM	608753109	4	770	SH	DEFINE
MOLYCORP INC DEL	NOTE 6.000% 9/06	608753AF6	50687	71015000	PRN	DEFINE
MOLYCORP INC DEL	NOTE 5.500% 2/06	608753AH2	17977	19500000	PRN	DEFINE
MONDELEZ INTL INC	CL A	609207105	588	19200	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	18852	615893	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	1748	57100	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	200958	6565107	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	11771	384876	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	2193	71640	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	938	30635	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	377	12330	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	60187	569810	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	5380	50936	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	283	2680	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	68749	1440100	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	44941	941378	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	1456	30500	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	193	4040	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	63933	2454250	SH	DEFINE
MOODYS CORP	COM	615369105	13330	250000	SH	DEFINE
MOODYS CORP	COM	615369105	179	3364	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	7717	351075	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	7192	327187	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2220	101000	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	462806	21055840	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	12380	563250	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4738	215550	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	46624	2122396	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	313	14260	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	32749	1490648	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1519	69114	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	9662	439600	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	498437	22676855	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	51360	2336690	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	377	6320	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	8004	125000	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	77	1209	SH	DEFINE
MUELLER INDS INC	COM	624756102	75990	1425962	SH	DEFINE
MUELLER INDS INC	COM	624756102	533	10000	SH	DEFINE
MULTI FINELINE ELECTRONIX IN	COM	62541B101	16731	1084298	SH	DEFINE
MURPHY OIL CORP	COM	626717102	303	4747	SH	DEFINE
MURPHY OIL CORP	COM	626717102	281733	4420732	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	8041	60800	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	595	4500	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	881	6660	SH	DEFINE
MYLAN INC	COM	628530107	16340	564622	SH	DEFINE
MYLAN INC	NOTE 3.750% 9/16	28530AJ6	21096	9500000	PRN	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	495	8064	SH	DEFINE

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

NATIONAL INSTRS CORP	COM	636518102	35541	1085233	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	542	16550	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1806	55154	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	104841	1481850	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	29015	410112	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1794	25350	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	22	310	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	12410	175402	SH	DEFINE
NATIONAL PRESTO INDS INC	COM	637215104	403	5000	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	24376	138500	SH	DEFINE
NATURAL GAS SERVICES GROUP	COM	63886Q109	5678	294800	SH	DEFINE
NAUTILUS INC	COM	63910B102	317	43380	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	5405	156361	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	8012	231769	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3621	104750	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	28569	826753	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	15081	436591	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	580	16783	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	6291	181983	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	418494	12105704	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	18008	520908	SH	DEFINE
NEKTAR THERAPEUTICS	COM	640268108	11353	1032100	SH	DEFINE
NEOGEN CORP	COM	640491106	7574	152800	SH	DEFINE
NEOGEN CORP	COM	640491106	595	12000	SH	DEFINE
NEOGEN CORP	COM	640491106	2649	53447	SH	DEFINE
NETAPP INC	COM	64110D104	5345	156477	SH	DEFINE
NETAPP INC	NOTE	1.750% 6/064110DAB0	18722	17080000	PRN	DEFINE
NETSPEND HLDGS INC	COM	64118V106	6323	397900	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	264	16600	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	2174	136835	SH	DEFINE
NETSUITE INC	COM	64118Q107	41222	514885	SH	DEFINE
NETSUITE INC	COM	64118Q107	5	63	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	13128	1081400	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	24161	6273200	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	63549	16500000	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	26	6700	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	16514	1819000	SH	DEFINE
NEW JERSEY RES	COM	646025106	250	5575	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	516	52700	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	516880	12338974	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	921	21995	SH	DEFINE
NEWS CORP	CL A	65248E104	2521	82588	SH	DEFINE
NEWS CORP	CL A	65248E104	511	16730	SH	DEFINE
NEWS CORP	CL A	65248E104	5851	191707	SH	DEFINE
NEWS CORP	CL A	65248E104	19713	646280	SH	DEFINE
NEWS CORP	CL A	65248E104	2511	82278	SH	DEFINE
NEWS CORP	CL A	65248E104	279	9150	SH	DEFINE
NEWS CORP	CL A	65248E104	307233	10066603	SH	DEFINE
NEWS CORP	CL A	65248E104	42175	1381881	SH	DEFINE
NEWS CORP	CL B	65248E203	209	6800	SH	DEFINE
NEWS CORP	CL B	65248E203	754430	24526383	SH	DEFINE
NEWS CORP	CL B	65248E203	2856	92841	SH	DEFINE
NEWS CORP	CL B	65248E203	1716	55796	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	874461	11257225	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	25097	323087	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	1458	18775	SH	DEFINE
NEXTERA ENERGY INC	UNIT	09/01/2015 65339F887	60005	1100000	SH	DEFINE
NIELSEN HOLDINGS N V	COM	N63218106	56766	1584746	SH	DEFINE
NIKE INC	CL B	654106103	184383	3124600	SH	DEFINE
NIKE INC	CL B	654106103	209399	3548574	SH	DEFINE
NIKE INC	CL B	654106103	120502	2042055	SH	DEFINE
NIKE INC	CL B	654106103	2638	44700	SH	DEFINE

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

NIKE INC	CL B	654106103	369	6260	SH	DEFINE
NISOURCE INC	COM	65473P105	41076	1400000	SH	DEFINE
NISOURCE INC	COM	65473P105	88	3000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	32061	840400	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	13648	357740	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	341	8934	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	8116	212750	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	2945	77190	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	31230	818984	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	28587	749769	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1150	30133	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	10567	276980	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	478227	12535435	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	60484	1585420	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	77028	665990	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	2052	17743	SH	DEFINE
NORDSON CORP	COM	655663102	22139	335700	SH	DEFINE
NORDSTROM INC	COM	655664100	4197	76000	SH	DEFINE
NORDSTROM INC	COM	655664100	1809	32753	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	2389	31000	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	16776	217650	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	9775	126818	SH	DEFINE
NORTH AMERN PALLADIUM LTD	COM	656912102	0	14700	SH	DEFINE
NORTH AMERN PALLADIUM LTD	COM	656912102	8401	5875150	SH	DEFINE
NORTHEAST BANCORP	COM NEW	663904209	4125	437000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	22365	514600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	69536	1600000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	2667	61365	SH	DEFINE
NORTHERN TR CORP	COM	665859104	3699	67800	SH	DEFINE
NORTHERN TR CORP	COM	665859104	351	6436	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	87688	1250000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	3852	54915	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	1367	19490	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4952	177000	SH	DEFINE
NORWEGIAN CRUISE LINE HLDGS	SHS	G66721104	5752	194010	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4116	57780	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	272995	3832045	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	527	7402	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3303	46364	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	8006	112380	SH	DEFINE
NOVELLUS SYS INC	NOTE 2.625% 5/1	670008AD3	24657	18090000	PRN	DEFINE
NOVO-NORDISK A S	ADR	670100205	19380	120000	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	37088	229650	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	5721	561400	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	508434	19193462	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	116235	5759920	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	79792	3954027	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	2518	124800	SH	DEFINE
NUANCE COMMUNICATIONS INC	DCV 2.750% 8/1	67020YAB6	6310	5175000	PRN	DEFINE
NUANCE COMMUNICATIONS INC	NOTE 2.750%11/0	67020YAF7	13911	13400000	PRN	DEFINE
NUCOR CORP	COM	670346105	76529	1658269	SH	DEFINE
NUCOR CORP	COM	670346105	1098	23800	SH	DEFINE
NUCOR CORP	COM	670346105	4344	94137	SH	DEFINE
NUCOR CORP	COM	670346105	14	300	SH	OTHER
NUCOR CORP	COM	670346105	46	1000	SH	DEFINE
NUVEEN NY AMT-FREE MUN INCOM	COM	670656107	557	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	51607	2576500	SH	DEFINE
NV ENERGY INC	COM	67073Y106	117776	5880000	SH	DEFINE
NXP SEMICONDUCTORS N V	COM	N6596X109	74782	2471310	SH	DEFINE
NYSE EURONEXT	COM	629491101	155	4000	SH	DEFINE
NYSE EURONEXT	COM	629491101	389081	10069396	SH	DEFINE
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	295	2880	SH	DEFINE

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

OCCIDENTAL PETE CORP DEL	COM		674599105	315633	4027475	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM		674599105	72773	928580	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM		674599105	4118	52549	SH	DEFINE
OCEANEERING INTL INC	COM		675232102	44428	668990	SH	DEFINE
OFFICE DEPOT INC	COM		676220106	401	102000	SH	DEFINE
OFFICEMAX INC DEL	COM		67622P101	21211	1827000	SH	DEFINE
OGE ENERGY CORP	COM		670837103	210	3000	SH	DEFINE
OIL STS INTL INC	COM		678026105	71969	882300	SH	DEFINE
OIL STS INTL INC	COM		678026105	14850	182050	SH	DEFINE
OLD REP INTL CORP	COM		680223104	178260	14025187	SH	DEFINE
OLD REP INTL CORP	COM		680223104	865	68059	SH	DEFINE
OLD REP INTL CORP	COM		680223104	34	2700	SH	DEFINE
OMEGA PROTEIN CORP	COM		68210P107	14695	1367000	SH	DEFINE
OMNICARE INC	NOTE	3.750%12/1	681904AN8	24300	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM		681919106	13418	227805	SH	DEFINE
ON SEMICONDUCTOR CORP	COM		682189105	92252	11141560	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM		682310107	5764	1862511	SH	DEFINE
ONEOK INC NEW	COM		682680103	234	4900	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN		68268N103	1799	31350	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN		68268N103	10	180	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM		683399109	63277	712110	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM		683399109	3	30	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM		683399109	223	2510	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM		683399109	12469	140350	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM		683399109	621	6990	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM		683399109	5871	66080	SH	DEFINE
OPEN TEXT CORP	COM		683715106	85239	1444001	SH	DEFINE
OPEN TEXT CORP	COM		683715106	11723	198735	SH	DEFINE
OPENTABLE INC	COM		68372A104	4434	70400	SH	DEFINE
OPENTABLE INC	COM		68372A104	340	5400	SH	DEFINE
OPENTABLE INC	COM		68372A104	1362	21628	SH	DEFINE
OPKO HEALTH INC	COM		68375N103	163	21400	SH	DEFINE
ORACLE CORP	COM		68389X105	160219	4954196	SH	DEFINE
ORACLE CORP	COM		68389X105	48128	1488192	SH	DEFINE
ORACLE CORP	COM		68389X105	2587	80000	SH	DEFINE
ORACLE CORP	COM		68389X105	5404	167090	SH	DEFINE
ORACLE CORP	COM		68389X105	1440	44518	SH	DEFINE
ORACLE CORP	COM		68389X105	1263	39087	SH	DEFINE
ORACLE CORP	COM		68389X105	553	17090	SH	DEFINE
ORACLE CORP	COM		68389X105	11404	352630	SH	DEFINE
ORACLE CORP	COM		68389X105	221296	6842784	SH	DEFINE
ORACLE CORP	COM		68389X105	24882	769390	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM		686164104	7963	1274000	SH	DEFINE
ORIENTAL FINL GROUP INC	COM		68618W100	30320	1954900	SH	DEFINE
OSHKOSH CORP	COM		688239201	157573	3708486	SH	DEFINE
OSI SYSTEMS INC	COM		671044105	10340	166000	SH	DEFINE
OSI SYSTEMS INC	COM		671044105	772	12400	SH	DEFINE
OSI SYSTEMS INC	COM		671044105	3242	52046	SH	DEFINE
OWENS CORNING NEW	COM		690742101	2228	56500	SH	DEFINE
OWENS CORNING NEW	COM		690742101	109709	2782386	SH	DEFINE
P & F INDS INC	CL A NEW		692830508	598	78450	SH	DEFINE
P A M TRANSN SVCS INC	COM		693149106	5930	560000	SH	DEFINE
PACIRA PHARMACEUTICALS INC	COM		695127100	22454	778020	SH	DEFINE
PALL CORP	COM		696429307	134000	1959930	SH	DEFINE
PALL CORP	COM		696429307	417	6100	SH	DEFINE
PALO ALTO NETWORKS INC	COM		697435105	5660	100000	SH	DEFINE
PAN AMERICAN SILVER CORP	COM		697900108	7404	452001	SH	DEFINE
PAN AMERICAN SILVER CORP	COM		697900108	23	1390	SH	DEFINE
PANERA BREAD CO	CL A		69840W108	984	5952	SH	DEFINE
PAREXEL INTL CORP	COM		699462107	12256	310200	SH	DEFINE
PAREXEL INTL CORP	COM		699462107	885	22400	SH	DEFINE
PAREXEL INTL CORP	COM		699462107	3598	91069	SH	DEFINE

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

PARKER HANNIFIN CORP	COM	701094104	3068	33500	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	775	8468	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	130	1400	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	220144	2364344	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	2441	26220	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	712	7650	SH	DEFINE
PAYCHEX INC	COM	704326107	26162	746000	SH	DEFINE
PAYCHEX INC	COM	704326107	4535	129301	SH	DEFINE
PDC ENERGY INC	COM	69327R101	15976	322300	SH	DEFINE
PDC ENERGY INC	COM	69327R101	436	8800	SH	DEFINE
PDC ENERGY INC	COM	69327R101	1929	38921	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	1235	58400	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	59386	2807850	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	3383	159960	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	2630	124370	SH	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	59532	72600000	PRN	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	1205	1470000	PRN	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	14430	559520	SH	DEFINE
PEMBINA PIPELINE CORP	COM	706327103	29263	927837	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	454	42200	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	13	1200	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	519307	9844686	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	44	842	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	256	4849	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	10009	447052	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	22	1000	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	19151	1424900	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	448	33300	SH	DEFINE
PEP BOYS MANNY MOE & JACK	COM	713278109	20248	1717400	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	196880	9200000	SH	DEFINE
PEPSICO INC	COM	713448108	336713	4256267	SH	DEFINE
PEPSICO INC	COM	713448108	664052	8394040	SH	DEFINE
PEPSICO INC	COM	713448108	105101	1328546	SH	DEFINE
PEPSICO INC	COM	713448108	24	300	SH	OTHER
PEPSICO INC	COM	713448108	1242	15700	SH	DEFINE
PEPSICO INC	COM	713448108	2579	32594	SH	DEFINE
PERRIGO CO	COM	714290103	28539	240377	SH	DEFINE
PERRIGO CO	COM	714290103	392	3300	SH	DEFINE
PERRIGO CO	COM	714290103	119	1000	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	9010	68351	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	2399	132192	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	5092	280561	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	1641	90420	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	42883	2364918	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	326	17960	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	15382	847926	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	5634	310390	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	88772	4891246	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	272393	15007896	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	123964	6829984	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	10537	635900	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	85	5154	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	23993	1447984	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2032	122700	SH	DEFINE
PETSMART INC	COM	716768106	2672	43025	SH	DEFINE
PFIZER INC	COM	717081103	156097	5408750	SH	DEFINE
PFIZER INC	COM	717081103	1121507	38860253	SH	DEFINE
PFIZER INC	COM	717081103	37472	1298401	SH	DEFINE
PFIZER INC	COM	717081103	540127	18715445	SH	DEFINE
PFIZER INC	COM	717081103	14185	491503	SH	DEFINE
PFIZER INC	COM	717081103	5756	199450	SH	DEFINE
PFIZER INC	COM	717081103	78606	2724593	SH	DEFINE

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

PFIZER INC	COM	717081103	886	30690	SH	DEFINE
PFIZER INC	COM	717081103	43174	1496718	SH	DEFINE
PFIZER INC	COM	717081103	2052	71095	SH	DEFINE
PFIZER INC	COM	717081103	24581	851750	SH	DEFINE
PFIZER INC	COM	717081103	838017	29037333	SH	DEFINE
PFIZER INC	COM	717081103	121535	4211231	SH	DEFINE
PG&E CORP	COM	69331C108	1160847	26068870	SH	DEFINE
PG&E CORP	COM	69331C108	1687	37892	SH	DEFINE
PG&E CORP	COM	69331C108	1769	39715	SH	DEFINE
PG&E CORP	COM	69331C108	5570	125090	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	50323	625830	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	281	3500	SH	DEFINE
PHI INC	COM VTG	69336T106	3437	102600	SH	DEFINE
PHI INC	COM NON VTG	69336T205	28001	818500	SH	DEFINE
PHI INC	COM NON VTG	69336T205	6810	199050	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	22006	237370	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	20559	221759	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	347197	3744988	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	18126	195510	SH	DEFINE
PHILLIPS 66	COM	718546104	1662	23750	SH	DEFINE
PHILLIPS 66	COM	718546104	20837	297805	SH	DEFINE
PHILLIPS 66	COM	718546104	4116	58826	SH	DEFINE
PHILLIPS 66	COM	718546104	7	100	SH	DEFINE
PHILLIPS 66	COM	718546104	16	233	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	33987	1477700	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	407993	7047730	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	122	2100	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	18234	2210160	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	644	78100	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	2454	297500	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	1243	10000	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	124	1000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	179	12030	SH	DEFINE
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1474	26102	SH	DEFINE
PLAINS EXPL& PRODTN CO	COM	726505100	39	825	SH	DEFINE
PLAINS EXPL& PRODTN CO	COM	726505100	3798	80000	SH	CALL DEFINE
PLAINS EXPL& PRODTN CO	COM	726505100	294574	6205487	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	54860	39089300	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	21678	415290	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	1126	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3831	57603	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	728604	10956469	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	146	2198	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	19	282	SH	DEFINE
PNM RES INC	COM	69349H107	17700	760000	SH	DEFINE
PNM RES INC	COM	69349H107	76857	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	99	4250	SH	DEFINE
POPULAR INC	COM NEW	733174700	17318	627249	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	45495	1500000	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	16	520	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1895	25713	SH	DEFINE
POSCO	SPONSORED ADR	693483109	33	450	SH	DEFINE
POSCO	SPONSORED ADR	693483109	339	4610	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2023	27450	SH	DEFINE
POSCO	SPONSORED ADR	693483109	8661	117704	SH	DEFINE
POSCO	SPONSORED ADR	693483109	6647	90178	SH	DEFINE
POSCO	SPONSORED ADR	693483109	12206	165590	SH	DEFINE
POSCO	SPONSORED ADR	693483109	44673	606071	SH	DEFINE
POST PPTYS INC	COM	737464107	8671	184100	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	15976	407062	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1551	39523	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	113613	2898123	SH	DEFINE

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

POTASH CORP SASK INC	COM	73755L107	8691	221390	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	10139	258310	SH	DEFINE
POWELL INDS INC	COM	739128106	44411	844800	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	26165	602750	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	687	15821	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	3112	71693	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	764	29875	SH	DEFINE
POWERSHARES GLOBAL ETF TRUST	GBL WTR PORT	73936T623	410	21400	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1385	20085	SH	DEFINE
PPG INDS INC	COM	693506107	3435	25646	SH	DEFINE
PPG INDS INC	COM	693506107	1613	12042	SH	DEFINE
PPG INDS INC	COM	693506107	1051	7850	SH	DEFINE
PPL CORP	COM	69351T106	690670	22059100	SH	DEFINE
PPL CORP	COM	69351T106	2407	76882	SH	DEFINE
PPL CORP	UNIT 99/99/9999S	69351T114	8363	150000	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	13810	252000	SH	DEFINE
PRAXAIR INC	COM	74005P104	314927	2823448	SH	DEFINE
PRAXAIR INC	COM	74005P104	114545	1026940	SH	DEFINE
PRAXAIR INC	COM	74005P104	64920	582004	SH	DEFINE
PRAXAIR INC	COM	74005P104	747	6700	SH	DEFINE
PRAXAIR INC	COM	74005P104	58001	520000	SH	DEFINE
PRAXAIR INC	COM	74005P104	78	700	SH	DEFINE
PRAXAIR INC	COM	74005P104	647	5800	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	186695	984590	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	21735	114622	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	531	2800	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	6880	745774	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	146856	1961480	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	9929	132611	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1617	21600	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	73263	106500	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	9372	13619	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	213	310	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	722	1050	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	58749	85400	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	688	1000	SH	DEFINE
PRIMERO MNG CORP	COM	74164W106	38604	6643400	SH	DEFINE
PROASSURANCE CORP	COM	74267C106	3280	69300	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	395253	5129160	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	76273	989795	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	110098	1428729	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	8319	107960	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	39397	511378	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	10227	132900	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	16535	214580	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	41918	543970	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	11139	144560	SH	DEFINE
PROGENICS PHARMACEUTICALS IN	COM	743187106	4240	786716	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1544	61100	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	141	5599	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	4187	165691	SH	DEFINE
PROLOGIS INC	COM	74340W103	7628	190786	SH	DEFINE
PROLOGIS INC	COM	74340W103	43883	1097622	SH	DEFINE
PROSHARES TR	ULT R/EST NEW	74347X625	299	3700	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	137483	3840300	SH	DEFINE
PROTO LABS INC	COM	743713109	8978	182850	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	3031	199800	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	43741	741500	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	9621	163100	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	417	7062	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	267	1750	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	32513	213450	SH	DEFINE

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

PUBLIC SVC ENTERPRISE GROUP	COM	744573106	861100	25075710	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3981	115943	SH	DEFINE
PULTE GROUP INC	COM	745867101	258	12771	SH	DEFINE
PUMA BIOTECHNOLOGY INC	COM	74587V107	14961	448055	SH	DEFINE
PUMA BIOTECHNOLOGY INC	COM	74587V107	481	14400	SH	DEFINE
PUMA BIOTECHNOLOGY INC	COM	74587V107	1777	53226	SH	DEFINE
PVR PARTNERS L P	COM UNIT REPTG L	693665101	1754	72761	SH	DEFINE
QEP RES INC	COM	74733V100	14143	444200	SH	DEFINE
QEP RES INC	COM	74733V100	1589	49910	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	970	46100	SH	DEFINE
QLT INC	COM	746927102	694	78450	SH	DEFINE
QUALCOMM INC	COM	747525103	250841	3746741	SH	DEFINE
QUALCOMM INC	COM	747525103	122635	1831737	SH	DEFINE
QUALCOMM INC	COM	747525103	2765	41300	SH	DEFINE
QUALCOMM INC	COM	747525103	560	8360	SH	DEFINE
QUALCOMM INC	COM	747525103	531	7938	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	569	19900	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	28225	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4288	75961	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	13477	238794	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	674	11940	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	460	8149	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4800	85030	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	8946	158470	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	28285	501072	SH	DEFINE
QUEST RARE MINERALS LTD	COM	74836T101	0	17700	SH	DEFINE
QUESTAR CORP	COM	748356102	41490	1705300	SH	DEFINE
QUESTAR CORP	COM	748356102	741	30460	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	18584	571100	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	140971	832630	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	33942	200475	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	305	1800	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	7872	468600	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	123877	1440763	SH	DEFINE
RANGE RES CORP	COM	75281A109	24571	303200	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	181761	3091700	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1328	22593	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	282427	4804002	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1170	19895	SH	DEFINE
RDA MICROELECTRONICS INC	SPONSORED ADR	749394102	6706	725000	SH	DEFINE
REALOGY HLDGS CORP	COM	75605Y106	20337	416410	SH	DEFINE
REALOGY HLDGS CORP	COM	75605Y106	163945	3532390	SH	DEFINE
REALOGY HLDGS CORP	COM	75605Y106	108	2220	SH	DEFINE
REALTY INCOME CORP	COM	756109104	45	1000	SH	DEFINE
REALTY INCOME CORP	COM	756109104	9483	209100	SH	DEFINE
RED HAT INC	COM	756577102	47862	946630	SH	DEFINE
RED HAT INC	COM	756577102	973	19239	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	11	318	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	3984	117198	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	6989	419258	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	8815	166600	SH	DEFINE
REGENCY ENERGY PARTNERS L P	COM UNITS L P	75885Y107	510	20350	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	23092	130909	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	457	2590	SH	DEFINE
REGIS CORP MINN	COM	758932107	65491	3600401	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	133188	1871400	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	133	1450	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	45875	498696	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	5546	60290	SH	DEFINE
REPROS THERAPEUTICS INC	COM NEW	76028H209	17512	1087700	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	292112	8851870	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	153	4640	SH	DEFINE

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

RESEARCH IN MOTION LTD	COM	760975102	6503	450000	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	3	200	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	632	42650	SH	DEFINE
RESOLUTE FST PRODS INC	COM	76117W109	5681	351495	SH	DEFINE
REX ENERGY CORPORATION	COM	761565100	16502	1001360	SH	DEFINE
REX ENERGY CORPORATION	COM	761565100	517	31400	SH	DEFINE
REX ENERGY CORPORATION	COM	761565100	1451	88068	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	214	4806	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	1307	29375	SH	DEFINE
RIGNET INC	COM	766582100	7251	290750	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	512241	10880226	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	1172	24886	SH	DEFINE
RLI CORP	COM	749607107	53044	738263	SH	DEFINE
RLI CORP	COM	749607107	59	825	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	484	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	49355	1315080	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	2038	23600	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	111868	1295540	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	35371	409623	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	2401	27800	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	231	2680	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	43	500	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	22092	350000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	427	6760	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	3948	62540	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1340	21230	SH	DEFINE
ROCKY BRANDS INC	COM	774515100	859	63100	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	66268	2446200	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	260	5100	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	98	1914	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	321939	6314699	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	415813	3266149	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	115912	910470	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	22	176	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	38	300	SH	DEFINE
ROSS STORES INC	COM	778296103	72180	1190702	SH	DEFINE
ROSS STORES INC	COM	778296103	27279	450000	SH	DEFINE
ROSS STORES INC	COM	778296103	6780	111837	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	103052	2914380	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	11972	338580	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	64993	1838045	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1997	33135	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	566	9391	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	450608	7493930	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	14371	432600	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	4786	71622	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	31	468	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	12296	184023	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	168352	2519487	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	1076040	16513806	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	32988	506254	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	13	200	SH	OTHER
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	272	4175	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	7777	119352	SH	DEFINE
ROYAL GOLD INC	COM	780287108	9381	132070	SH	DEFINE
RPM INTL INC	COM	749685103	89616	2837751	SH	DEFINE
RPM INTL INC	COM	749685103	7129	225735	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	28984	914600	SH	DEFINE
RUBY TUESDAY INC	COM	781182100	18970	2574000	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	9994	239200	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	184	4410	SH	DEFINE
SABRA HEALTH CARE REIT INC	COM	78573L106	159	5490	SH	DEFINE

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

SABRA HEALTH CARE REIT INC	COM	78573L106	4969	171300	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1720	35000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	75	1525	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	249180	9456550	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	153	5800	SH	DEFINE
SAIA INC	COM	78709Y105	7009	193786	SH	DEFINE
SAIC INC	COM	78390X101	1524	112500	SH	DEFINE
SAIC INC	COM	78390X101	2064	152309	SH	DEFINE
SAIC INC	COM	78390X101	1511	111505	SH	DEFINE
SAIC INC	COM	78390X101	809	59680	SH	DEFINE
SAIC INC	COM	78390X101	1577	116360	SH	DEFINE
SAIC INC	COM	78390X101	1	92	SH	DEFINE
SAIC INC	COM	78390X101	16975	1253856	SH	DEFINE
SAIC INC	COM	78390X101	686	50610	SH	DEFINE
SAIC INC	COM	78390X101	5621	414820	SH	DEFINE
SAIC INC	COM	78390X101	1469	108450	SH	DEFINE
SAIC INC	COM	78390X101	18456	1362120	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	119163	666360	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	4868	27222	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	325	1820	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	19776	386400	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	235	4600	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	7169	140080	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	561	10960	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	5220	101990	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	31929	623880	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE	2.750% 5/1795435AC0	21960	17090000	PRN	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	9673	485600	SH	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	727	36503	SH	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	3069	154045	SH	DEFINE
SANDISK CORP	COM	80004C101	7315	133000	SH	DEFINE
SANDISK CORP	COM	80004C101	795	14450	SH	DEFINE
SANDISK CORP	COM	80004C101	59427	1080495	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	4933	246904	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	632135	12375388	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	6556	128352	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	52	1015	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	14746	288687	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	479	9390	SH	DEFINE
SAP AG	SPON ADR	803054204	246	3060	SH	DEFINE
SAP AG	SPON ADR	803054204	19	242	SH	DEFINE
SAP AG	SPON ADR	803054204	8030	99697	SH	DEFINE
SAP AG	SPON ADR	803054204	302	3750	SH	DEFINE
SAP AG	SPON ADR	803054204	18427	228800	SH	DEFINE
SAPIENT CORP	COM	803062108	9518	780776	SH	DEFINE
SAPIENT CORP	COM	803062108	716	58739	SH	DEFINE
SAPIENT CORP	COM	803062108	2503	205363	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1422	32080	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2430	3038360	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	502	627280	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	664	830630	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	236	294660	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	704	879640	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	NOTE	4.750% 2/080517QAA8	2484	9839000	PRN	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	226011	3138240	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	91	1260	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	772	10720	SH	DEFINE
SCANA CORP NEW	COM	80589M102	623	12175	SH	DEFINE
SCHAWK INC	CL A	806373106	21292	1937400	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	32393	350000	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	313	3386	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	475732	6352435	SH	DEFINE

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

SCHLUMBERGER LTD	COM	806857108	114692	1531432	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	15	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	1558	20800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	329	4390	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	786	10500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	182	2425	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	62046	828500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	749	10000	SH	DEFINE
SCHULMAN A INC	COM	808194104	54072	1713300	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	557	31483	SH	DEFINE
SCICLONE PHARMACEUTICALS INC	COM	80862K104	15113	3285360	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	88	10000	SH	DEFINE
SCIQUEST INC NEW	COM	80908T101	1039	43205	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	5790	155612	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	2173	59446	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	10870	306100	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	122	3430	SH	DEFINE
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	315	6860	SH	DEFINE
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	351	8820	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	33566	1398000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1599	20000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1003278	12550390	SH	DEFINE
SEMPRA ENERGY	COM	816851109	291	3639	SH	DEFINE
SEMTECH CORP	COM	816850101	57336	1620150	SH	DEFINE
SEMTECH CORP	COM	816850101	984	27800	SH	DEFINE
SEMTECH CORP	COM	816850101	147	4140	SH	DEFINE
SEMTECH CORP	COM	816850101	4386	123947	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	4013	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	18579	562669	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1684	62752	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	5033	187600	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	36846	942600	SH	DEFINE
SERVICE CORP INTL	COM	817565104	238	14200	SH	DEFINE
SERVICE CORP INTL	COM	817565104	728	43510	SH	DEFINE
SERVICE CORP INTL	COM	817565104	685	40971	SH	DEFINE
SERVICENOW INC	COM	81762P102	7855	217000	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	4324	174924	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	61366	363360	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	2746	16257	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	258	1530	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	6	164	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	2064	57484	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	22566	247000	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	5192	254000	SH	DEFINE
SHORETEL INC	COM	825211105	7236	1993500	SH	DEFINE
SHORETEL INC	COM	825211105	313	86300	SH	DEFINE
SHORETEL INC	COM	825211105	1291	355725	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	38804	878536	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	1100	24900	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	111	2520	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	4951	112082	SH	DEFINE
SI FINL GROUP INC MD	COM	78425V104	4246	351200	SH	DEFINE
SIBANYE GOLD LTD	SPONSORED ADR	825724206	1706	301882	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	1969	18267	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	49	450	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	12149	112700	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	266	2470	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	44458	412420	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1056	13600	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	81564	1050000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	4377	56343	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	122273	1552491	SH	DEFINE

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

SIGNATURE BK NEW YORK N Y	COM	82669G104	433	5500	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	256	3250	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	79350	1918536	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	953	23035	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	190	4600	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3024	73120	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	21	3602	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	3950	678630	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	8439	1450012	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	250	42980	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	177	30460	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	21679	3724917	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	9737	310600	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	122	3905	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	51961	1663071	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	7286	45954	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	98138	618936	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	50748	1657900	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	22011	719085	SH	DEFINE
SINCLAIR BROADCAST GROUP INC	CL A	829226109	868	42900	SH	DEFINE
SIRIUS XM RADIO INC	COM	82967N108	48655	15797030	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	165	9227	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	9	500	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	179	10012	SH	DEFINE
SKYWEST INC	COM	830879102	60393	3762808	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	15241	691839	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	129	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	18433	214060	SH	DEFINE
SM ENERGY CO	COM	78454L100	58539	988520	SH	DEFINE
SM ENERGY CO	COM	78454L100	128	2160	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	3147	2255878	SH	DEFINE
SMITH A O	COM	831865209	7798	106000	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	34027	1285000	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	3	97	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3341	33688	SH	DEFINE
SOHU COM INC	COM	83408W103	42226	851167	SH	DEFINE
SOLARCITY CORP	COM	83416T100	5201	275500	SH	DEFINE
SOLARWINDS INC	COM	83416B109	5910	100000	SH	DEFINE
SOURCEFIRE INC	COM	83616T108	4098	69190	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	354	6361	SH	DEFINE
SOUTHERN CO	COM	842587107	1030230	21957160	SH	DEFINE
SOUTHERN CO	COM	842587107	3014	64228	SH	DEFINE
SOUTHERN MO BANCORP INC	COM	843380106	1838	70000	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	5300	547560	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	1348	100000	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	64	4740	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	81320	2182490	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	802	21515	SH	DEFINE
SPANSION INC	COM CL A NEW	84649R200	21650	1682212	SH	DEFINE
SPARTAN MTRS INC	COM	846819100	4386	826000	SH	DEFINE
SPARTAN STORES INC	COM	846822104	25770	1468380	SH	DEFINE
SPARTON CORP	COM	847235108	6097	455000	SH	DEFINE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	216	1485	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	31061	201105	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	556	3600	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	86335	551483	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	125	800	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	1095	5222	SH	DEFINE
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	5381	223758	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	35065	451700	SH	DEFINE
SPDR SERIES TRUST	S&P RETAIL ETF	78464A714	281	4000	SH	DEFINE
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	330	5000	SH	DEFINE

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

SPDR SERIES TRUST	S&P BIOTECH	78464A870	280	2800	SH	DEFINE
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	279	9300	SH	DEFINE
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	9864	328900	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	525916	17102950	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	3480	113162	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	474	15424	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	17219	679000	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	560	22100	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	2640	104094	SH	DEFINE
SPIRIT RLTY CAP INC	COM	84860F109	40022	2106409	SH	DEFINE
SPLUNK INC	COM	848637104	18801	469679	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	36576	5889848	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	58	9400	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	2829	455550	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	32906	5302116	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	45608	7347459	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1283	206678	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	13330	2146520	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	489627	78845000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	57690	9290003	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	1980	1439700	SH	DEFINE
SPS COMM INC	COM	78463M107	452	10600	SH	DEFINE
SPX CORP	COM	784635104	237	3000	SH	DEFINE
SPX CORP	COM	784635104	10802	136920	SH	DEFINE
SPX CORP	COM	784635104	1304	16510	SH	DEFINE
SPX CORP	COM	784635104	1398	17710	SH	DEFINE
ST JUDE MED INC	COM	790849103	21494	531500	SH	DEFINE
ST JUDE MED INC	COM	790849103	4012	99211	SH	DEFINE
ST JUDE MED INC	COM	790849103	1731	42800	SH	DEFINE
STAG INDL INC	COM	85254J102	11316	532000	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	106900	2500000	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	2094	25859	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	233274	2881002	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	25546	201800	SH	DEFINE
STANTEC INC	COM	85472N109	10103	229475	SH	DEFINE
STAPLES INC	COM	855030102	140	10439	SH	DEFINE
STARBUCKS CORP	COM	855244109	20964	368060	SH	DEFINE
STARBUCKS CORP	COM	855244109	4601	80776	SH	DEFINE
STARBUCKS CORP	COM	855244109	153	2680	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	56452	885800	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	15749	247120	SH	DEFINE
STARZ	LIBRTY CAP COM A	85571Q102	4430	200000	SH	DEFINE
STARZ	LIBRTY CAP COM A	85571Q102	10	469	SH	DEFINE
STATE BK FINL CORP	COM	856190103	34377	2100000	SH	DEFINE
STATE STR CORP	COM	857477103	37613	636541	SH	DEFINE
STATE STR CORP	COM	857477103	5230	88512	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	68	2750	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	26	1046	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	10201	414319	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	59233	3732400	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	40014	827417	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	35277	729475	SH	DEFINE
STEREOTAXIS INC	COM NEW	85916J409	1963	986222	SH	DEFINE
STERICYCLE INC	COM	858912108	56575	532820	SH	DEFINE
STERICYCLE INC	COM	858912108	3353	31580	SH	DEFINE
STERIS CORP	COM	859152100	55900	1343429	SH	DEFINE
STERIS CORP	COM	859152100	89	2150	SH	DEFINE
STRATASYS LTD	SHS	M85548101	11151	150240	SH	DEFINE
STRATASYS LTD	SHS	M85548101	891	12000	SH	DEFINE
STRYKER CORP	COM	863667101	375307	5752717	SH	DEFINE
STRYKER CORP	COM	863667101	32620	500000	SH	DEFINE
STRYKER CORP	COM	863667101	10668	163512	SH	DEFINE

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

STRYKER CORP	COM	863667101	210385	3224792	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	111	4075	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	39	1430	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	120407	4420988	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	4653	155476	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	30	1000	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	381	12690	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	7277	242945	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	2103	70200	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	10	318	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	88440	2957092	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	17396	581600	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	3754	125107	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	4057	135400	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	116090	3880278	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	62481	2086084	SH	DEFINE
SUNOPTA INC	COM	8676EP108	1372	190548	SH	DEFINE
SUNOPTA INC	COM	8676EP108	107	14800	SH	DEFINE
SUNOPTA INC	COM	8676EP108	4592	637847	SH	DEFINE
SUNPOWER CORP	COM	867652406	1545	133873	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	7711	626400	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	304	10550	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	8388	291140	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	1	38	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	621	21549	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	3979	138110	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	181534	6301084	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	21551	748040	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	58818	2264840	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	286	11013	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1210	46581	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5453	456300	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	32172	2172290	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	625	42220	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	32	2130	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	871	58810	SH	DEFINE
SYMANTEC CORP	COM	871503108	5885	238471	SH	DEFINE
SYMANTEC CORP	COM	871503108	318	12900	SH	DEFINE
SYMANTEC CORP	COM	871503108	499572	20242035	SH	DEFINE
SYMANTEC CORP	COM	871503108	977	39570	SH	DEFINE
SYMANTEC CORP	COM	871503108	3318	134460	SH	DEFINE
SYMANTEC CORP	COM	871503108	1	60	SH	DEFINE
SYMANTEC CORP	COM	871503108	379	15370	SH	DEFINE
SYMANTEC CORP	COM	871503108	833	33754	SH	DEFINE
SYMANTEC CORP	COM	871503108	15719	636910	SH	DEFINE
SYMANTEC CORP	COM	871503108	42428	1719129	SH	DEFINE
SYMANTEC CORP	COM	871503108	47107	1908730	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	13878	165702	SH	DEFINE
SYSCO CORP	COM	871829107	2895	82318	SH	DEFINE
TAHOE RES INC	COM	873868103	45343	2582450	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	41174	2395205	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	507	29560	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	23652	1378426	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	265	15407	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1292	75511	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	11607	675244	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	294	17100	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	27068	1574614	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	85903	4997313	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	4	328	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7847	642077	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	15670	1284082	SH	DEFINE

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

TALISMAN ENERGY INC	COM	87425E103	484	39650	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	25746	2109480	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7697	628292	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	8383	685730	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	624347	51150650	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	302497	24761505	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	136	271300	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	9917	274100	SH	DEFINE
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	929	20195	SH	DEFINE
TARGACEPT INC	COM	87611R306	3998	934147	SH	DEFINE
TARGET CORP	COM	87612E106	115505	1687440	SH	DEFINE
TARGET CORP	COM	87612E106	15698	229339	SH	DEFINE
TARGET CORP	COM	87612E106	10018	146354	SH	DEFINE
TARGET CORP	COM	87612E106	23908	349491	SH	DEFINE
TARGET CORP	COM	87612E106	617	9020	SH	DEFINE
TARGET CORP	COM	87612E106	12002	175340	SH	DEFINE
TARGET CORP	COM	87612E106	1390	20303	SH	DEFINE
TARGET CORP	COM	87612E106	8089	118180	SH	DEFINE
TARGET CORP	COM	87612E106	236334	3452653	SH	DEFINE
TARGET CORP	COM	87612E106	63250	924053	SH	DEFINE
TASEKO MINES LTD	COM	876511106	133	47800	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	12490	160830	SH	DEFINE
TCF FINL CORP	COM	872275102	8595	574500	SH	DEFINE
TCF FINL CORP	COM	872275102	645	43100	SH	DEFINE
TCF FINL CORP	COM	872275102	2727	182300	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	444	10600	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	46123	1100000	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	67	1600	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	212538	5068890	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	5636	134421	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	695	16580	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	3133	74730	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	194628	4641738	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	461	11000	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	20124	714667	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	4412	157000	SH	DEFINE
TECO ENERGY INC	COM	872375100	273789	15364150	SH	DEFINE
TECO ENERGY INC	COM	872375100	741	41570	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	16491	458593	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	36920	2544458	SH	DEFINE
TELEFLEX INC	COM	879369106	221990	2626786	SH	DEFINE
TELEFLEX INC	COM	879369106	42255	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	220	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	68	800	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	54	4013	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	50438	3736490	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	398	29441	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	5926	438615	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	179	13290	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	12	859	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	90569	6703886	SH	DEFINE
TELEPHONE & DATA SYS INC	COM NEW	879433829	220	10435	SH	DEFINE
TELUS CORP	COM	87971M103	16	230	SH	DEFINE
TELUS CORP	COM	87971M103	232421	3371699	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	377	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	80	4900	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	303	18532	SH	SOLE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	165	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	142915	3504543	SH	DEFINE
TENNECO INC	COM	880349105	50669	1288970	SH	DEFINE
TENNECO INC	COM	880349105	814	20700	SH	DEFINE
TENNECO INC	COM	880349105	3503	89111	SH	DEFINE

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

TERADATA CORP DEL	COM	88076W103	6436	110000	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	30366	518997	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	322	5500	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	86333	4242425	SH	DEFINE
TERRA NITROGEN CO L P	COM UNIT	881005201	264	1200	SH	DEFINE
TESCO CORP	COM	88157K101	3361	251000	SH	DEFINE
TESLA MTRS INC	COM	88160R101	8784	231820	SH	DEFINE
TESLA MTRS INC	COM	88160R101	103	2725	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2321	58500	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	53491	1348070	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	69449	1750234	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	12	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2420	61000	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	425591	10725590	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	32	800	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	165062	4652250	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	8794	247854	SH	DEFINE
TEXTRON INC	COM	883203101	47696	1600000	SH	DEFINE
TFS FINL CORP	COM	87240R107	1644	151800	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	3426	70000	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	90	1847	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	495	10105	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	12606	257589	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	15298	200000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	7392	96637	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	368	11350	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	244	7518	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	429489	13262573	SH	DEFINE
THOR INDS INC	COM	885160101	115675	3144200	SH	DEFINE
THOR INDS INC	COM	885160101	29	800	SH	DEFINE
THORATEC CORP	COM NEW	885175307	5546	147900	SH	DEFINE
THORATEC CORP	COM NEW	885175307	424	11300	SH	DEFINE
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	4701	1019700	SH	DEFINE
TIDEWATER INC	COM	886423102	116150	2300000	SH	DEFINE
TIDEWATER INC	COM	886423102	7555	149600	SH	DEFINE
TIDEWATER INC	COM	886423102	13516	267637	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	37914	545210	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	4983	71651	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	348	5000	SH	DEFINE
TIM HORTONS INC	COM	88706M103	51	947	SH	DEFINE
TIM HORTONS INC	COM	88706M103	7416	136715	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1422	14800	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	10754	111946	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	604	6287	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	625143	6507852	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	7016	73041	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	3497	36400	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	25203	262493	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	31661	329744	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1215	12645	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	11746	122280	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	315606	3285512	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	64606	672571	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	11726	203520	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	4371	75852	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1445	25076	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	15767	273934	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	535	9280	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	18966	329217	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	635	11016	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	10226	177480	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	452211	7848162	SH	DEFINE

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

TIME WARNER INC	COM NEW	887317303	31882	553307	SH	DEFINE
TJX COS INC NEW	COM	872540109	14217	304103	SH	DEFINE
TJX COS INC NEW	COM	872540109	2641	56500	SH	DEFINE
TORCHMARK CORP	COM	891027104	1714	28660	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	291	3500	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	20099	241523	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	442333	5322851	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	480889	10022690	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	1390	28961	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	36	759	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	10451	217819	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	184	3840	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1767	71300	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	3079	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	10	100	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	41	399	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	11479	111841	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	82792	806640	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	69158	664150	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	62	600	SH	DEFINE
TRANSALTA CORP	COM	89346D107	802	55000	SH	DEFINE
TRANSALTA CORP	COM	89346D107	83	5700	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	62264	1306650	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	7900	164973	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	380049	7975543	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	1886	393800	SH	DEFINE
TRANSDIGM GROUP INC	COM	893641100	52108	340754	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	278	32500	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	12742	245222	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	2010	38675	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	657594	12655790	SH	DEFINE
TRANZYME INC	COM	89413J102	50	96809	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	38812	461000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	4373	51941	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	1589	18875	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	45970	705606	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3398	52151	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	2583	39648	SH	DEFINE
TRI POINTE HOMES INC	COM	87265H109	6801	337500	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	14181	2148650	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	178510	5958330	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	29943	999424	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1444	48200	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	250	8360	SH	DEFINE
TRINA SOLAR LIMITED	SPON ADR	89628E104	38109	10498480	SH	DEFINE
TRINA SOLAR LIMITED	SPON ADR	89628E104	5992	1650570	SH	DEFINE
TRINITY INDS INC	COM	896522109	154978	3418890	SH	DEFINE
TRINITY INDS INC	COM	896522109	45	1000	SH	DEFINE
TRIPADVISOR INC	COM	896945201	10504	200000	SH	DEFINE
TRIPADVISOR INC	COM	896945201	32	618	SH	DEFINE
TRIUMPH GROUP INC NEW	COM	896818101	33317	424420	SH	DEFINE
TRONOX LTD	SHS CL A	Q9235V101	0	1000	SH	DEFINE
TRONOX LTD	SHS CL A	Q9235V101	16245	820030	SH	DEFINE
TRUE RELIGION APPAREL INC	COM	89784N104	19689	754060	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	34700	6218700	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	15	2647	SH	DEFINE
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	49261	895660	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	125	7540	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1206	72450	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	24111	1450306	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	3215	193191	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	4751	285490	SH	DEFINE

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

TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	278	16730	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	289853	17419030	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	22989	1381552	SH	DEFINE
TURQUOISE HILL RES LTD	COM	900435108	11777	1851558	SH	DEFINE
TURQUOISE HILL RES LTD	COM	900435108	142	22270	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	36142	1872630	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	250	7805	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	10549	329649	SH	DEFINE
UBS AG	SHS NEW	H89231338	273674	17850911	SH	DEFINE
UBS AG	SHS NEW	H89231338	34344	2242031	SH	DEFINE
UBS AG	SHS NEW	H89231338	11720	764073	SH	DEFINE
UBS AG	SHS NEW	H89231338	209920	13693520	SH	DEFINE
UBS AG	SHS NEW	H89231338	133063	8668931	SH	DEFINE
UDR INC	COM	902653104	9322	385367	SH	DEFINE
UIL HLDG CORP	COM	902748102	55426	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	59050	727490	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	128	1580	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	7812	75000	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1884	18085	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	94918	1853888	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	471	9200	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	218	4260	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	5088	124096	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	492	11996	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	4232	103219	SH	DEFINE
UNILEVER PLC	SPON ADR NEW	904767704	1960	46395	SH	DEFINE
UNION PAC CORP	COM	907818108	144940	1017770	SH	DEFINE
UNION PAC CORP	COM	907818108	54573	383212	SH	DEFINE
UNIT CORP	COM	909218109	63629	1396900	SH	DEFINE
UNIT CORP	COM	909218109	10245	224910	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	33611	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	3477	108624	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1774	36057	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	41129	478800	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	47472	552644	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	17	200	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1778	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	8016	93313	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	14219	165550	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	265	3090	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1741	20270	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1366	15905	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3344	38930	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	414921	4830282	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	48176	560847	SH	DEFINE
UNITED RENTALS INC	COM	911363109	98983	1800700	SH	DEFINE
UNITED RENTALS INC	COM	911363109	55	1000	SH	DEFINE
UNITED RENTALS INC	COM	911363109	190	3450	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	4334	222270	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	464767	4974498	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	139608	1494250	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	100565	1076372	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	2140	22900	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	56	600	SH	DEFINE
UNITED TECHNOLOGIES CORP	UNIT 99/99/9999	913017117	13101	218900	SH	DEFINE
UNITED TECHNOLOGIES CORP	UNIT 99/99/9999	913017117	10205	170505	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	14524	238600	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	8582	150000	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	8020	140192	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	37527	655956	SH	DEFINE
UNIVERSAL DISPLAY CORP	COM	91347P105	1675	57000	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	85468	2146900	SH	DEFINE

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

UNIVERSAL STAINLESS & ALLOY	COM	913837100	5271	145000	SH	DEFINE
UNUM GROUP	COM	91529Y106	3440	121769	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	318	8198	SH	DEFINE
URS CORP NEW	COM	903236107	4744	100200	SH	DEFINE
URS CORP NEW	COM	903236107	1083	22850	SH	DEFINE
URS CORP NEW	COM	903236107	567	11960	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	3383	99700	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	20795	612897	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	23106	680927	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	746	22000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	516	15214	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	58285	1717800	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	661	19500	SH	DEFINE
USA TRUCK INC	COM	902925106	3859	786000	SH	DEFINE
V F CORP	COM	918204108	83875	500000	SH	DEFINE
V F CORP	COM	918204108	33418	199216	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	13243	212500	SH	DEFINE
VALE S A	ADR	91912E105	53	3070	SH	DEFINE
VALE S A	ADR	91912E105	2593	149960	SH	DEFINE
VALE S A	ADR	91912E105	11	660	SH	DEFINE
VALE S A	ADR	91912E105	92	5308	SH	DEFINE
VALE S A	ADR	91912E105	23354	1350740	SH	DEFINE
VALE S A	ADR	91912E105	6727	389080	SH	DEFINE
VALE S A	ADR	91912E105	2254	130400	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	10212	617777	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	2606	157637	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	1361	82340	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	53172	3218655	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	4341	262639	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	3500	211706	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	510722	30897328	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	180023	10890668	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	108055	6536931	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	6897	91930	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	146	1950	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	11795	157425	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	25383	558000	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	14061	309100	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	579	12721	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	9033	198605	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	2451	53890	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	87338	2337103	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	4481	119914	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	4451	299300	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	339	22800	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	1903	127967	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	FTSE EMR MKT ETF	922042858	101557	2367839	SH	DEFINE
VANGUARD NATURAL RESOURCES L	COM UNIT	92205F106	933	32800	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT TRM CORP BD	92206C409	62896	783069	SH	DEFINE
VANGUARD SCOTTSDALE FDS	INT-TERM GOV	92206C706	1164	17795	SH	DEFINE
VANGUARD TAX MANAGED INTL FD	MSCI EAFE ETF	921943858	1641	45056	SH	DEFINE
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	681	6756	SH	DEFINE
VANGUARD WORLD FDS	ENERGY ETF	92204A306	376	3319	SH	DEFINE
VANGUARD WORLD FDS	FINANCIALS ETF	92204A405	681	17866	SH	DEFINE
VANTIV INC	CL A	92210H105	29411	1238877	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	26065	362012	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	15329	212904	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	6486	768490	SH	DEFINE
VECTREN CORP	COM	92240G101	32767	925100	SH	DEFINE
VECTREN CORP	COM	92240G101	297	8381	SH	DEFINE
VENTAS INC	COM	92276F100	247	3381	SH	DEFINE
VENTAS INC	COM	92276F100	43053	588159	SH	DEFINE

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

VERASTEM INC	COM	92337C104	1505	156400	SH	DEFINE
VERIFONE SYS INC	COM	92342Y109	15550	751955	SH	DEFINE
VERISIGN INC	COM	92343E102	25100	530880	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	65966	1070370	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	399	6475	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	207	3360	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	56523	1150000	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	77795	1582801	SH	DEFINE
VERMILION ENERGY INC	COM	923725105	1874	36201	SH	DEFINE
VERMILION ENERGY INC	COM	923725105	8375	162050	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	63200	1149500	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	143	2600	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	300	4750	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	859	13946	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	132688	2155076	SH	DEFINE
VIASAT INC	COM	92552V100	91421	1887335	SH	DEFINE
VIASAT INC	COM	92552V100	857	17700	SH	DEFINE
VIASAT INC	COM	92552V100	263	5430	SH	DEFINE
VIASAT INC	COM	92552V100	4577	94496	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	7648	227000	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	7936	42600	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	598	3208	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	2152	11552	SH	DEFINE
VISA INC	COM CL A	92826C839	256290	1509020	SH	DEFINE
VISA INC	COM CL A	92826C839	44873	264191	SH	DEFINE
VISA INC	COM CL A	92826C839	396	2330	SH	DEFINE
VISA INC	COM CL A	92826C839	713	4200	SH	DEFINE
VISA INC	COM CL A	92826C839	1723	10147	SH	DEFINE
VISA INC	COM CL A	92826C839	59545	350594	SH	DEFINE
VISA INC	COM CL A	92826C839	713	4200	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	4226	86500	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	318	6500	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	942	19285	SH	DEFINE
VMWARE INC	CL A COM	928563402	28977	367360	SH	DEFINE
VMWARE INC	CL A COM	928563402	9697	122929	SH	DEFINE
VMWARE INC	CL A COM	928563402	237	3000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	37930	1335110	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	36449	1282962	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	581	20458	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	11938	420190	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	73450	2585402	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	6711	301500	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	494	22200	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	2135	95897	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	12630	889418	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	555	39100	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	2169	152755	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	243	2910	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	30789	368111	SH	DEFINE
WABASH NATL CORP	COM	929566107	51592	5077940	SH	DEFINE
WABTEC CORP	COM	929740108	628	6150	SH	DEFINE
WALGREEN CO	COM	931422109	284745	5972000	SH	DEFINE
WALGREEN CO	COM	931422109	3956	82971	SH	DEFINE
WALGREEN CO	COM	931422109	6154	129076	SH	DEFINE
WALGREEN CO	COM	931422109	555645	11653643	SH	DEFINE
WALGREEN CO	COM	931422109	8245	172920	SH	DEFINE
WALGREEN CO	COM	931422109	2947	61800	SH	DEFINE
WALGREEN CO	COM	931422109	9640	202400	SH	DEFINE
WALGREEN CO	COM	931422109	3398	71277	SH	DEFINE
WALGREEN CO	COM	931422109	4360	91440	SH	DEFINE
WALGREEN CO	COM	931422109	66087	1386060	SH	DEFINE
WALGREEN CO	COM	931422109	44984	943460	SH	DEFINE

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

WAL-MART STORES INC	COM	931142103	421896	5638064	SH	DEFINE
WAL-MART STORES INC	COM	931142103	2020	27000	SH	DEFINE
WAL-MART STORES INC	COM	931142103	14282	190861	SH	DEFINE
WAL-MART STORES INC	COM	931142103	125918	1682727	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1841	24603	SH	DEFINE
WAL-MART STORES INC	COM	931142103	60	800	SH	DEFINE
WALTER ENERGY INC	COM	93317Q105	34183	1199424	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	35760	80000	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	30	67	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	510730	13025500	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	369	9415	SH	DEFINE
WATERS CORP	COM	941848103	136335	1451760	SH	DEFINE
WATERS CORP	COM	941848103	1487	15829	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	45350	944989	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	24	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	29	600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	38739	3191000	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	706	58155	SH	DEFINE
WEBSense INC	COM	947684106	30	2000	SH	DEFINE
WEBSense INC	COM	947684106	24191	1612728	SH	DEFINE
WEINGARTEN RLTY INVS	SH BEN INT	948741103	47	1500	SH	DEFINE
WEINGARTEN RLTY INVS	SH BEN INT	948741103	7777	246500	SH	DEFINE
WELLPOINT INC	COM	94973V107	26	400	SH	DEFINE
WELLPOINT INC	COM	94973V107	365592	5520050	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1544033	41741909	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	53008	1433046	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2663	72000	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	638738	17267878	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	977	26414	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	788621	609916	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	1666	69000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	11153	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	21055	8000000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM NEW	952145209	41446	1707000	SH	DEFINE
WEST MARINE INC	COM	954235107	23424	2049350	SH	DEFINE
WEST MARINE INC	COM	954235107	14118	1235180	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	165085	2542123	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	10020	302000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	51761	1560000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	14	410	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	2011	40000	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	3	68	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1632	32450	SH	DEFINE
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	276	4640	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	2487	319620	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	85	150	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	825331	1455307	SH	DEFINE
WHITEWAVE FOODS CO	COM CL A	966244105	24572	1439499	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	21802	428839	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	305	6000	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	93431	1077020	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	25312	291783	SH	DEFINE
WILEY JOHN & SONS INC	CL A	968223206	140537	3607210	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	104888	2800000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	12861	343315	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1622	31322	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	209	26294	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	31885	1544805	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	667	65997	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	88997	2075000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	995	23200	SH	DEFINE
WISDOMTREE TRUST	TOTAL DIVID FD	97717W109	1537	25935	SH	DEFINE

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

WISDOMTREE TRUST	EMERG MKTS ETF	97717W315	79999	1452935	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	82313	1855140	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	710	16000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	2773	62494	SH	DEFINE
WORKDAY INC	CL A	98138H101	21302	345650	SH	DEFINE
WORKDAY INC	CL A	98138H101	126	2050	SH	DEFINE
WPX ENERGY INC	COM	98212B103	178	11095	SH	DEFINE
WPX ENERGY INC	COM	98212B103	210186	13120203	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	1232	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	3206	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	31878	254700	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	1061	8475	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	742103	24986641	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	478	16086	SH	DEFINE
XEROX CORP	COM	984121103	4803	558500	SH	DEFINE
XEROX CORP	COM	984121103	163	18910	SH	DEFINE
XEROX CORP	COM	984121103	593400	69000092	SH	DEFINE
XILINX INC	COM	983919101	112903	2957910	SH	DEFINE
XILINX INC	COM	983919101	1721	45079	SH	DEFINE
XILINX INC	NOTE	2.625% 6/1983919AF8	25830	18150000	PRN	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	56	11451	SH	DEFINE
XYLEM INC	COM	98419M100	1607	58300	SH	DEFINE
XYLEM INC	COM	98419M100	462	16780	SH	DEFINE
YAHOO INC	COM	984332106	70793	3008670	SH	DEFINE
YAHOO INC	COM	984332106	1648	70050	SH	DEFINE
YAHOO INC	COM	984332106	153	6520	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	23886	1553400	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	966	62800	SH	DEFINE
YELP INC	CL A	985817105	15630	659200	SH	DEFINE
YELP INC	CL A	985817105	816	34400	SH	DEFINE
YELP INC	CL A	985817105	3360	141714	SH	DEFINE
YUM BRANDS INC	COM	988498101	4187	58207	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	7522	100000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	11595	154147	SH	DEFINE
ZOETIS INC	CL A	98978V103	3340	100000	SH	DEFINE
ZOETIS INC	CL A	98978V103	18	550	SH	DEFINE
ZYNGA INC	CL A	98986T108	39878	11868601	SH	DEFINE
ZYNGA INC	CL A	98986T108	2927	871210	SH	DEFINE
GRAND TOTAL			-----	173806728		