

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**
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REPORTING OWNER

LEWIS KENNETH A

CIK: **1181596**

Type: **4** | Act: **34** | File No.: **001-09318** | Film No.: **111184241**

Mailing Address

*ONE FRANKLIN PARKWAY
SAN MATEO CA 94403*

ISSUER

FRANKLIN RESOURCES INC

CIK: **38777** | IRS No.: **132670991** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **6282** Investment advice

Mailing Address

*FRANKLIN RESOURCES INC
ONE FRANKLIN PARKWAY
SAN MATEO CA 94403*

Business Address

*ONE FRANKLIN PARKWAY
BUILDING 920
SAN MATEO CA 94403
650-312-2000*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person LEWIS KENNETH A			2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC [BEN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011					
C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) SAN MATEO, CA 94403-1906								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.10	11/03/2011		A		9,829	A	\$106.83	35,051.405 ⁽¹⁾	D	
Common Stock, par value \$.10	11/03/2011		A		624	A (2)	\$ 0 ⁽³⁾	35,675.405 ⁽¹⁾	D	
Common Stock, par value \$.10								555.157 ⁽⁴⁾	I	By 401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Of the amount of securities beneficially owned, 15,640 shares represent unvested restricted stock awards (excluding the unvested restricted stock units scheduled to vest on December 1, 2011 as reported in Footnote 2).
2. On November 4, 2009, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 3, 2011, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2011 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on December 1, 2011.
3. Not Applicable.
4. Reporting person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan summary as of September 30, 2011.

Signatures

/s/ KENNETH A. LEWIS

** Signature of Reporting Person

11/07/2011

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.