

FRANKLIN RESOURCES INC  
Form DEFA14A  
January 16, 2009

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**

**of the Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**FRANKLIN RESOURCES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**FRANKLIN RESOURCES, INC.**

**Stockholder Meeting to be held on March 11, 2009**

**Proxy Materials Available at [www.proxyvote.com](http://www.proxyvote.com):**

**\*\* IMPORTANT NOTICE \*\***

Annual Report

Notice and Proxy Statement

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in Franklin Resources, Inc., and the materials you should review before you cast your vote at Franklin Resources, Inc.'s Annual Meeting of Stockholders are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**PROXY MATERIALS - VIEW OR RECEIVE**

**You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery please make the request as instructed below on or before February 20, 2009.**

*FRANKLIN RESOURCES, INC.*

*C/O PROXY SERVICES*

*P.O. BOX 9142*

*FARMINGDALE, NY 11735*

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number (located on the following page) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

***See the Reverse Side for Meeting Information and Instructions on How to Vote***

### Meeting Information

Meeting Type: Annual Stockholder Meeting

Meeting Date: March 11, 2009

Meeting Time: 10:00 A.M. Pacific Time

For holders as of: January 12, 2009

#### Meeting Location:

H.L. Jamieson Auditorium

One Franklin Parkway, Building 920

San Mateo, CA 94403

#### Meeting Directions:

For directions to the Annual Meeting site, please visit our website at:

[www.franklintempleton.com/retail/jsp\\_cm/global\\_nav/contact\\_us/pub/sanmateo-dir.jsp](http://www.franklintempleton.com/retail/jsp_cm/global_nav/contact_us/pub/sanmateo-dir.jsp)

### How To Vote

#### Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

#### Vote By Internet

To vote **now** by Internet, go to **www.proxyvote.com**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Voting items**

**The Board of Directors recommends a vote FOR proposals 1, 2 and 3.**

1. To elect 12 directors to the Board of Directors to hold office until the next annual meeting of stockholders or until that person's successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

**Nominees:**

01) Samuel H. Armacost

09) Chutta Ratnathicam

02) Charles Crocker

10) Peter M. Sacerdote

03) Joseph R. Hardiman

11) Laura Stein

04) Robert D. Joffe

12) Anne M. Tatlock

05) Charles B. Johnson

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2009.

06) Gregory E. Johnson

3. To resubmit for stockholder approval the Company's 2004 Key Executive Incentive Compensation Plan for purposes of complying with the requirements of Section 162(m) of the Internal Revenue Code.

07) Rupert H. Johnson, Jr.

08) Thomas H. Kean

4. To transact such other business that may properly be raised at the Annual Meeting or any adjournments or postponements of the Annual Meeting.