

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

FRANKLIN RESOURCES INC

Form 13F-HR/A

November 26, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2004

Check here if Amendment [X] : Amendment Number: 1
This Amendment (Check only one.): [X] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-734

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: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN
By: Barbara J. Green
San Mateo, California
November 24, 2004

Report Type (Check only one.):

[X] 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).)

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 10

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

Form 13F Information Table Entry Total: 3,814

Form 13F Information Table Value Total: \$ 98,862,201
(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
A	28-3578	FRANKLIN ADVISERS, INC.
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC.
3	28-3984	TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC.
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC.
6	28-6174	FRANKLIN PRIVATE CLIENT GROUP, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, INC.
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-2157	FIDUCIARY TRUST COMPANY INTERNATIONAL

11/24/2004 12:40 pm
(lg13firt.p) G2N

FORM 13F FOR PERIOD ENDING 09
REPORTING MANAGER: FRANKLIN RES

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (X1000)	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION
FAIRMONT HOTELS & RESORTS INC	ORDINARY SHS		876	25318	DEFINED
KINDRED HEALTHCARE INC	COMMON SHS		632937	21341123	DEFINED
ENERPLUS RESOURCES FUND	CLOSE END UT TR		29273	738509	DEFINED
AB WATLEY GROUP INC	COMMON SHS	000788109	72	447350	DEFINED
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886101	382	211021	DEFINED
ACM INCOME FUND INC	CLOSE END MUT F	000912105	107	13191	DEFINED
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	2185	96000	DEFINED
ABM INDUSTRIES INC	COMMON SHS	000957100	16372	812500	DEFINED
AFLAC INC	COMMON SHS	001055102	259	6600	DEFINED
AFLAC INC	COMMON SHS	001055102	81576	2080500	DEFINED
AFLAC INC	COMMON SHS	001055102	87	2210	DEFINED
AFLAC INC	COMMON SHS	001055102	3206	81760	DEFINED
AFLAC INC	COMMON SHS	001055102	10698	272838	DEFINED
AFLAC INC	COMMON SHS	001055102	43112	1099515	DEFINED
AGL RESOURCES INC	COMMON SHS	001204106	15385	500000	DEFINED
AES CORP	COMMON SHS	00130H105	1710	171190	DEFINED
AK STEEL HOLDING CORP	COMMON SHS	001547108	21	2600	DEFINED
AK STEEL HOLDING CORP	COMMON SHS	001547108	14108	1728900	DEFINED
AMLI RESIDENTIAL PROPERTIES TRUST	REAL EST INV TR	001735109	95	3095	DEFINED
AMLI RESIDENTIAL PROPERTIES TRUST	REAL EST INV TR	001735109	9394	307500	DEFINED
AMR CORP	COMMON SHS	001765106	15555	2122053	DEFINED

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

AMR CORP	COMMON SHS	001765106	3108	424060	DEFINED
AMR CORP	COMMON SHS	001765106	7916	1080000	DEFINED
AMR CORP	COMMON SHS	001765106	13435	1832900	DEFINED
AMR CORP	COMMON SHS	001765106	5	738	DEFINED
AMR CORP	COMMON SHS	001765106	36	4910	DEFINED
ATI TECHNOLOGIES INC	COMMON SHS	001941103	276	18000	DEFINED
AT&T CORP	COMMON SHS	001957505	510	35613	DEFINED
AT&T CORP	COMMON SHS	001957505	78244	5464000	DEFINED
ATMI INC	COMMON SHS	00207R101	10290	502450	DEFINED
ATMI INC	COMMON SHS	00207R101	63	3100	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	935	63255	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	527020	35657627	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	8260	558840	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	135017	9135100	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	12	808	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	1234	83524	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	0	17	DEFINED
AU OPTRONICS CORP	AMER DEP RECPT	002255107	6473	517000	DEFINED
AU OPTRONICS CORP	AMER DEP RECPT	002255107	202	16170	DEFINED
AU OPTRONICS CORP	AMER DEP RECPT	002255107	2003	160000	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	38801	915977	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	337258	7961713	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	31610	746220	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	3622	85503	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	6396	151000	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	2473	58387	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	16944	400000	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	33052	780261	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	46042	1086922	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	85881	2027412	DEFINED
ABGENIX INC	COMMON SHS	00339B107	4802	487000	DEFINED
ABLE LABORATORIES INC	COMMON SHS	00371N407	7152	373300	DEFINED
ABLE LABORATORIES INC	COMMON SHS	00371N407	46	2400	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	69	8689	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	71624	9009259	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	6165	775470	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	30090	3784887	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	14086	1771828	DEFINED
ACCREDO HEALTH INC	COMMON SHS	00437V104	29	1250	DEFINED
ACCREDO HEALTH INC	COMMON SHS	00437V104	1369	58100	DEFINED
ACMAT CORP	COMMON SHS	004616207	4831	392800	DEFINED
ACME COMMUNICATIONS INC	COMMON SHS	004631107	1570	263874	DEFINED
ACME COMMUNICATIONS INC	COMMON SHS	004631107	1628	273600	DEFINED
ACTION PERFORMANCE COS INC	COMMON SHS	004933107	6876	678800	DEFINED
ACTEL CORP	COMMON SHS	004934105	22665	1491105	DEFINED
ACTEL CORP	COMMON SHS	004934105	34069	2241400	DEFINED
ACXIOM CORP	COMMON SHS	005125109	567	23900	DEFINED
ACXIOM CORP	COMMON SHS	005125109	74	3100	DEFINED
ADAPTEC INC	COMMON SHS	00651F108	11679	1536700	DEFINED
ADECCO SA	AMER DEP RECPT	006754105	5186	418901	DEFINED
ADECCO SA	AMER DEP RECPT	006754105	274	22100	DEFINED
ADELPHIA COMMUNICATIONS CORP	CONVERTIBLE BD	006848BG9	23719	86250000	DEFINED
ADOBE SYSTEMS INC	COMMON SHS	00724F101	4297	86860	DEFINED
ADOBE SYSTEMS INC	COMMON SHS	00724F101	88398	1786909	DEFINED
ADOLOR CORP	COMMON SHS	00724X102	5659	503043	DEFINED
ADOLOR CORP	COMMON SHS	00724X102	48106	4276100	DEFINED
ADTRAN INC	COMMON SHS	00738A106	19373	854200	DEFINED
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	42498	1235400	DEFINED
ADVANCED FIBRE COMMUNICATIONS	COMMON SHS	00754A105	19947	1254497	DEFINED
ADVANCED SEMICONDUCTOR ENGINEERING INC	AMER DEP RECPT	00756M404	82	24489	DEFINED
ADVANCED NEUROMODULATION SYSTEMS INC	COMMON SHS	00757T101	9484	312477	DEFINED
ADVANCED NEUROMODULATION SYSTEMS INC	COMMON SHS	00757T101	11214	369500	DEFINED

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

ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3517	88888	DEFINED
AEROPOSTALE INC	COMMON SHS	007865108	5689	217125	DEFINED
AEROPOSTALE INC	COMMON SHS	007865108	12112	462275	DEFINED
ADVANCED MICRO DEVICES INC	CONVERTIBLE BD	007903AF4	1890	1000000	DEFINED
AEGON NV	NEW YORK SHARES	007924103	174	16089	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	3525	379387	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	65	7000	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	24177	2602460	DEFINED
ADVANCED ENERGY INDUSTRIES INC	CONVERTIBLE BD	007973AC4	1988	2000000	DEFINED
AETNA INC	COMMON SHS	00817Y108	289	2890	DEFINED
AETNA INC	COMMON SHS	00817Y108	2241	22430	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	31	554	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	9931	178391	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	110841	1991037	DEFINED
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	8034	150049	DEFINED
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	48	900	DEFINED
AFFYMETRIX INC	COMMON SHS	00826T108	384	12500	DEFINED
AFFYMETRIX INC	COMMON SHS	00826T108	3676	119700	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	11	10000	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	36918	35160139	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	393	373990	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	0	6	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	3240	3086163	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	1	532	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	357	339743	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V209	0	158	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V209	15	14929	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	568	26320	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	0	15	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	8628	400000	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	2686	124516	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	41380	1918402	DEFINED
AGILE SOFTWARE CORP	COMMON SHS	00846X105	7358	927850	DEFINED
AGILE SOFTWARE CORP	COMMON SHS	00846X105	823	103800	DEFINED
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	6069	425000	DEFINED
AGRIUM INC	COMMON SHS	008916108	20636	1071900	DEFINED
AGRIUM INC	COMMON SHS	008916108	1	65	DEFINED
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	27190	500000	DEFINED
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	7123	130979	DEFINED
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	5465	100500	DEFINED
ELECTROLUX AB	AMER DEP RECPT	010198208	636	17300	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	5237	147528	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	16233	457269	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	19	525	DEFINED
ALAMO GROUP INC	COMMON SHS	011311107	842	45000	DEFINED
ALAMOSA HOLDINGS INC	COMMON SHS	011589108	3388	443400	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	33468	1350600	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	12390	500000	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	25	1000	DEFINED
ALBANY INTERNATIONAL CORP	COMMON SHS	012348108	327	10955	DEFINED
ALBANY INTERNATIONAL CORP	COMMON SHS	012348108	11781	395200	DEFINED
ALBANY INTERNATIONAL CORP	COMMON SHS	012348108	75	2500	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	3736	85925	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	897	20627	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	79999	1839900	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	270	6200	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	385	8850	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	7196	300711	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	107538	4493840	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	31	1290	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	17	700	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	623	26017	DEFINED

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

ALCAN INC	COMMON SHS	013716105	18324	304408	DEFINED
ALCAN INC	ORDINARY SHS	013716105	3712	63354	DEFINED
ALCAN INC	ORDINARY SHS	013716105	305228	5258645	DEFINED
ALCAN INC	COMMON SHS	013716105	1	20	DEFINED
ALCAN INC	ORDINARY SHS	013716105	132920	2197029	DEFINED
ALCAN INC	COMMON SHS	013716105	2179	37767	DEFINED
ALCAN INC	ORDINARY SHS	013716105	139	2290	DEFINED
ALCOA INC	COMMON SHS	013817101	2491	74159	DEFINED
ALCOA INC	COMMON SHS	013817101	11168	332485	DEFINED
ALCOA INC	COMMON SHS	013817101	20490	609992	DEFINED
ALCATEL SA	AMER DEP RECPT	013904305	15	1296	DEFINED
ALCATEL SA	AMER DEP RECPT	013904305	1026	87500	DEFINED
ALDERWOODS GROUP INC	COMMON SHS	014383103	22770	2316401	DEFINED
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	440	12978	DEFINED
ALEXANDER'S INC	REAL EST INV TR	014752109	95939	481865	DEFINED
ALEXANDER'S INC	REAL EST INV TR	014752109	199	1000	DEFINED
ALEXANDRIA REAL ESTATE EQUITIES INC	REAL EST INV TR	015271109	100	1515	DEFINED
ALEXANDRIA REAL ESTATE EQUITIES INC	REAL EST INV TR	015271109	19782	301000	DEFINED
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	1762	97900	DEFINED
ALKERMES INC	COMMON SHS	01642T108	7507	650520	DEFINED
ALKERMES INC	COMMON SHS	01642T108	13178	1141950	DEFINED
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	202797	743118	DEFINED
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	502	1840	DEFINED
ALLEGHENY ENERGY INC	COMMON SHS	017361106	62107	3891400	DEFINED
ALLEGHENY ENERGY INC	COMMON SHS	017361106	14	890	DEFINED
ALLEN ORGAN CO	COMMON SHS	017753104	5747	94800	DEFINED
ALLERGAN INC	COMMON SHS	018490102	29020	400000	DEFINED
ALLERGAN INC	COMMON SHS	018490102	9566	131855	DEFINED
ALLETE INC	COMMON SHS	018522300	17	510	DEFINED
ALLETE INC	COMMON SHS	018522300	13542	416666	DEFINED
ALLIANCE ATLANTIS COMMUNICATIONS CORP	ORDINARY SHS	01853E204	1486	53300	DEFINED
ALLIANCE ATLANTIS COMMUNICATIONS CORP	ORDINARY SHS	01853E204	122644	4398999	DEFINED
ALLIANCE CAPITAL MANAGEMENT HOLDING LP	LTD PARTNERSHIP	01855A101	2219	62500	DEFINED
ALLIANCE CAPITAL MANAGEMENT HOLDING LP	LTD PARTNERSHIP	01855A101	61	1711	DEFINED
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	6384	157400	DEFINED
ALLIANCE GAMING CORP	COMMON SHS	01859P609	11346	753400	DEFINED
ALLIANT ENERGY CORP	COMMON SHS	018802108	40	1600	DEFINED
ALLIANT ENERGY CORP	COMMON SHS	018802108	155749	6260000	DEFINED
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	212	3500	DEFINED
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	765	31370	DEFINED
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	6551	196900	DEFINED
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	583	17515	DEFINED
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	62	7000	DEFINED
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	54234	6128150	DEFINED
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	51	1000	DEFINED
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	47221	925900	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	21245	442690	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	7486	156000	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	104	2160	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	9224	192201	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	22321	465121	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	1055	21980	DEFINED
ALLTEL CORP	COMMON SHS	020039103	1942	35366	DEFINED
ALLTEL CORP	COMMON SHS	020039103	5467	99560	DEFINED
ALLTEL CORP	COMMON SHS	020039103	2533	46138	DEFINED
ALLTEL CORP	COMMON SHS	020039103	37213	677700	DEFINED
ALLTEL CORP	CONVERT PREF	020039822	139234	2690000	DEFINED
ALPHARMA INC	CONVERTIBLE BD	020813AD3	4990	4000000	DEFINED
ALTERA CORP	COMMON SHS	021441100	78763	4024658	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	4445	94500	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	314895	6694196	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	5076	107903	DEFINED

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

ALTRIA GROUP INC	COMMON SHS	02209S103	11547	245481	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	10969	233181	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	201689	4287615	DEFINED
ALZA CORP	CONVERT ZERO CP	02261WAB5	778750	10000000	DEFINED
AMAZON.COM INC	COMMON SHS	023135106	21	520	DEFINED
AMAZON.COM INC	COMMON SHS	023135106	6129	150007	DEFINED
AMERADA HESS CORP	COMMON SHS	023551104	921	10350	DEFINED
AMERADA HESS CORP	CONVERT PREF	023551401	10217	128000	DEFINED
AMERADA HESS CORP	CONVERT PREF	023551401	798	10000	DEFINED
AMEREN CORP	COMMON SHS	023608102	6903	149580	DEFINED
AMEREN CORP	COMMON SHS	023608102	519649	11260000	DEFINED
AMEREN CORP	CONVERT PREF	023608201	22217	800600	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	6680	171153	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	2615	67000	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	45518	1166241	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	10062	257800	DEFINED
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1472	46057	DEFINED
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	281689	8813800	DEFINED
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	7993	216900	DEFINED
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	2	58	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	2	30	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	187	3625	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	73036	1419284	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	11923	231700	DEFINED
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	40497	2870100	DEFINED
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	836	59250	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	783	26881	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	13399	460300	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	87	3000	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	8721	128266	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	55498	816260	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	13131	193127	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	3468	51003	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	130121	1913832	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	874	12855	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	20774	305540	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	242731	3570101	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	27871	409925	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	12501	478060	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	4283	163800	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2571	98313	DEFINED
AMERICAN MEDICAL SYSTEMS HOLDINGS LTD	COMMON SHS	02744M108	70081	1932200	DEFINED
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	74296	767600	DEFINED
AMERICAN PACIFIC CORP	COMMON SHS	028740108	4922	659000	DEFINED
AMERICAN PACIFIC CORP	COMMON SHS	028740108	277	37028	DEFINED
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	8695	500000	DEFINED
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3229	82975	DEFINED
AMERICAN STATES WATER CO	COMMON SHS	029899101	6163	247500	DEFINED
AMERICAN TOWER CORP	COMMON SHS	029912201	31	2000	DEFINED
AMERICAN TOWER CORP	COMMON SHS	029912201	3271	213100	DEFINED
AMERICAN TOWER CORP	CONVERTIBLE BD	029912AF9	4445	4490000	DEFINED
AMERICAN WOODMARK CORP	COMMON SHS	030506109	1274	34400	DEFINED
AMERISOURCE HEALTH CORP	CONVERTIBLE BD	03071PAD4	19726	18500000	DEFINED
AMERUS GROUP CO	COMMON SHS	03072M108	13325	325000	DEFINED
AMERUS GROUP CO	COMMON SHS	03072M108	16	400	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	11439	212985	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	496380	9241852	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	18043	335940	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	3600	67028	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	11	204	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	7895	147000	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	177	3300	DEFINED

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

AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	32534	605737	DEFINED
AMERIGROUP CORP	COMMON SHS	03073T102	281	5000	DEFINED
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	53	4400	DEFINED
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	91494	7618141	DEFINED
AMETEK INC	COMMON SHS	031100100	13622	449285	DEFINED
AMETEK INC	COMMON SHS	031100100	470	15500	DEFINED
AMETEK INC	COMMON SHS	031100100	16064	529800	DEFINED
AMGEN INC	COMMON SHS	031162100	2956	52155	DEFINED
AMGEN INC	COMMON SHS	031162100	2868	50596	DEFINED
AMGEN INC	COMMON SHS	031162100	52826	932000	DEFINED
AMGEN INC	COMMON SHS	031162100	78556	1385952	DEFINED
AMGEN INC	COMMON SHS	031162100	231597	4086036	DEFINED
AMSOUTH BANCORPORATION	COMMON SHS	032165102	429	17600	DEFINED
AMSURG CORP	COMMON SHS	03232P405	5367	253404	DEFINED
AMSURG CORP	COMMON SHS	03232P405	13	600	DEFINED
AMSURG CORP	COMMON SHS	03232P405	13	600	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	616	30000	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	26393	1286200	DEFINED
AMVESCAP PLC	AMER DEP RECPT	03235E100	3467	316039	DEFINED
AMVESCAP PLC	AMER DEP RECPT	03235E100	22	2000	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	15	228	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	3930	59218	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	3675	55377	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	735	18964	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	53335	1375324	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	20053	517100	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	121	5000	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	10197	420479	DEFINED
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	54798	2703400	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	80	2061	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	703	18070	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	161	4140	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	147581	3793850	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	265	5310	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	9923	198665	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	57241	1145960	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	33068	662013	DEFINED
ANSYS INC	COMMON SHS	03662Q105	239	4800	DEFINED
ANTHEM INC	COMMON SHS	03674B104	661	7580	DEFINED
ANTHEM INC	COMMON SHS	03674B104	52	600	DEFINED
ANTHEM INC	COMMON SHS	03674B104	83886	961446	DEFINED
ANTEON INTERNATIONAL CORP	COMMON SHS	03674E108	5952	162400	DEFINED
AON CORP	COMMON SHS	037389103	13040	453709	DEFINED
AON CORP	COMMON SHS	037389103	3182	110712	DEFINED
AON CORP	COMMON SHS	037389103	9269	322520	DEFINED
AON CORP	COMMON SHS	037389103	3812	132642	DEFINED
AON CORP	COMMON SHS	037389103	9082	316020	DEFINED
AON CORP	COMMON SHS	037389103	22	754	DEFINED
APACHE CORP	COMMON SHS	037411105	1367	27285	DEFINED
APACHE CORP	COMMON SHS	037411105	8459	168806	DEFINED
APACHE CORP	COMMON SHS	037411105	60068	1198719	DEFINED
APACHE CORP	COMMON SHS	037411105	12978	259000	DEFINED
APOGEE ENTERPRISES INC	COMMON SHS	037598109	8818	682000	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	1729	23564	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	29221	398276	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	56803	774197	DEFINED
APOLLO GOLD CORP	ORDINARY SHS	03761E102	1751	1700000	DEFINED
APOLLO GOLD CORP	ORDINARY SHS	03761E102	1185	1150000	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	19375	500000	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	6941	179110	DEFINED
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	5336	195800	DEFINED
APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	26	1400	DEFINED

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

APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	993	52600	DEFINED
APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	959	50828	DEFINED
APPLIED INDUSTRIAL TECHNOLOGIES INC	COMMON SHS	03820C105	25018	700000	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	2990	181345	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	33302	2019552	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	77097	4675387	DEFINED
APTARGROUP INC	COMMON SHS	038336103	10847	246700	DEFINED
APTARGROUP INC	COMMON SHS	038336103	602	13700	DEFINED
AQUANTIVE INC	COMMON SHS	03839G105	10566	1094958	DEFINED
AQUANTIVE INC	COMMON SHS	03839G105	21606	2239000	DEFINED
AQUILA INC	COMMON SHS	03840P102	16407	5258600	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	1107	33415	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	6508	196489	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	83	2500	DEFINED
ARCH COAL INC	COMMON SHS	039380100	15953	449500	DEFINED
ARCH COAL INC	COMMON SHS	039380100	7	200	DEFINED
ARCH COAL INC	COMMON SHS	039380100	2066	58200	DEFINED
ARCH COAL INC	CONVERT PREF	039380209	8975	100000	DEFINED
ARCH WIRELESS INC	COMMON SHS	039392709	7823	272295	DEFINED
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	23216	1367228	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	97	3066	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	907	28663	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	31640	1000000	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	115	3520	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	798	24500	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	22066	677300	DEFINED
ARGOSY GAMING CO	COMMON SHS	040228108	1	22	DEFINED
ARGOSY GAMING CO	COMMON SHS	040228108	47240	1205100	DEFINED
ARIAD PHARMACEUTICALS INC	COMMON SHS	04033A100	770	115100	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	11498	2202701	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	1	200	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	800	153300	DEFINED
ARTISAN COMPONENTS INC	COMMON SHS	042923102	14220	488500	DEFINED
ARTS WAY MANUFACTURING CO INC	COMMON SHS	043168103	599	134500	DEFINED
ASK JEEVES INC	COMMON SHS	045174109	114	3500	DEFINED
ASK JEEVES INC	COMMON SHS	045174109	102935	3146899	DEFINED
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	9753	1395212	DEFINED
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	59942	1688980	DEFINED
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	163	4600	DEFINED
ASTRAZENECA PLC	AMER DEP RECPT	046353108	1908	46400	DEFINED
ASTRAZENECA PLC	AMER DEP RECPT	046353108	1050	25529	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	1153	35000	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	33	1000	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	14729	447000	DEFINED
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	6480	225000	DEFINED
ATMEL CORP	COMMON SHS	049513104	53	14690	DEFINED
ATMEL CORP	COMMON SHS	049513104	26	7300	DEFINED
ATMOS ENERGY CORP	COMMON SHS	049560105	20656	820000	DEFINED
ATWOOD OCEANICS INC	COMMON SHS	050095108	7768	163400	DEFINED
AUTODESK INC	COMMON SHS	052769106	6080	125032	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	24220	599504	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	58189	1440318	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	73	1818	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	85434	2114700	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	4535	109744	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	33056	800000	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	16167	391254	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	19455	470830	DEFINED
AUTOZONE INC	COMMON SHS	053332102	77	1000	DEFINED
AUTOZONE INC	COMMON SHS	053332102	86041	1113802	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	254	4220	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	66	1100	DEFINED

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

AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	41841	694800	DEFINED
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	858	302000	DEFINED
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	7534	2652700	DEFINED
AVAYA INC	COMMON SHS	053499109	1048	75187	DEFINED
AVAYA INC	COMMON SHS	053499109	104021	7462026	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	4862	73916	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	30390	462000	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	13399	203688	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	2225	33820	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	19300	293400	DEFINED
AVIALL INC	COMMON SHS	05366B102	11417	559650	DEFINED
AVIALL INC	COMMON SHS	05366B102	73	3600	DEFINED
AVOCENT CORP	COMMON SHS	053893103	11674	448500	DEFINED
AVOCENT CORP	COMMON SHS	053893103	72890	2800231	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	2723	62341	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	7	150	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	84507	1934689	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	299	6848	DEFINED
AXA SA	AMER DEP RECPT	054536107	334	16470	DEFINED
AXA SA	AMER DEP RECPT	054536107	14952	737288	DEFINED
AXA SA	AMER DEP RECPT	054536107	794	39134	DEFINED
AZTAR CORP	COMMON SHS	054802103	90225	3404700	DEFINED
AXCAN PHARMA INC	ORDINARY SHS	054923107	94056	4793893	DEFINED
BB&T CORP	COMMON SHS	054937107	272	6857	DEFINED
BASF AG	AMER DEP RECPT	055262505	6265	106280	DEFINED
BASF AG	AMER DEP RECPT	055262505	23439	397608	DEFINED
BCE INC	ORDINARY SHS	05534B109	41105	1528591	DEFINED
BCE INC	ORDINARY SHS	05534B109	824135	30243468	DEFINED
BCE INC	ORDINARY SHS	05534B109	323966	11938880	DEFINED
BCE INC	COMMON SHS	05534B109	15164	700436	DEFINED
BCE INC	ORDINARY SHS	05534B109	59849	2196300	DEFINED
BCE INC	ORDINARY SHS	05534B109	80411	2950846	DEFINED
BCE INC	COMMON SHS	05534B109	2673	110530	DEFINED
BCE INC	ORDINARY SHS	05534B109	132	4830	DEFINED
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	441	16104	DEFINED
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	8845	322800	DEFINED
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	1417	51700	DEFINED
BG GROUP PLC	AMER DEP RECPT	055434203	221	6495	DEFINED
BISYS GROUP INC	COMMON SHS	055472104	1002	68570	DEFINED
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	69	70000	DEFINED
BJ SERVICES CO	COMMON SHS	055482103	14759	281614	DEFINED
BOC GROUP PLC	AMER DEP RECPT	055617609	2148	66000	DEFINED
BP PLC	AMER DEP RECPT	055622104	294	5110	DEFINED
BP PLC	AMER DEP RECPT	055622104	17762	308740	DEFINED
BP PLC	AMER DEP RECPT	055622104	24854	432025	DEFINED
BP PLC	AMER DEP RECPT	055622104	26780	465500	DEFINED
BP PLC	AMER DEP RECPT	055622104	5919	102881	DEFINED
BP PLC	AMER DEP RECPT	055622104	16983	295200	DEFINED
BP PLC	AMER DEP RECPT	055622104	9072	157700	DEFINED
BP PLC	AMER DEP RECPT	055622104	105401	1832106	DEFINED
BP PLC	AMER DEP RECPT	055622104	274535	4772038	DEFINED
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	4366	110525	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	32723	2069767	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	125701	7950711	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	16658	1053610	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	3593	227256	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	10117	639900	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	191	12050	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	1894	119822	DEFINED
BAKER HUGHES INC	COMMON SHS	057224107	660	15097	DEFINED
BAKER HUGHES INC	COMMON SHS	057224107	2920	66800	DEFINED
BALDOR ELECTRIC CO	COMMON SHS	057741100	4824	203899	DEFINED

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

BALDOR ELECTRIC CO	COMMON SHS	057741100	11	462	DEFINED
BALDWIN & LYONS INC	COMMON SHS	057755209	3884	153875	DEFINED
BALL CORPORATION	COMMON SHS	058498106	329	8800	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	145883	2768178	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	6735	127803	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	323	6123	DEFINED
BANCO ITAU HOLDINGS FINANCEIRA S.A.	AMER DEP RECPT	059602201	684	12331	DEFINED
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	384	39240	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	14957	345184	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	3193	73694	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	5772	133200	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	6500	150000	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	12443	287169	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	14459	333693	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	59467	1372427	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	320633	7399803	DEFINED
BANK OF HAWAII CORP	COMMON SHS	062540109	623	13178	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	2546	46043	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	171787	3106463	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	873	20000	DEFINED
BANK MUTUAL CORP	COMMON SHS	063750103	31380	2615034	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	3602	123500	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	3765	129055	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	225	7700	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	8342	285964	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	33160	1136795	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	31408	1076724	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	1580	42766	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	252475	6832881	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	507	17332	DEFINED
BANKNORTH GROUP INC	COMMON SHS	06646R107	332	9475	DEFINED
C R BARD INC	COMMON SHS	067383109	1007	17790	DEFINED
C R BARD INC	COMMON SHS	067383109	61061	1078240	DEFINED
BARCLAYS PLC	AMER DEP RECPT	06738E204	4411	114000	DEFINED
BARNES & NOBLES INC	COMMON SHS	067774109	281	7600	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	536354	20237334	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	51173	1923794	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	129822	6170270	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	2601	97774	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	265	12590	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	134577	6396260	DEFINED
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	4	105	DEFINED
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	541	13050	DEFINED
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	6506	344600	DEFINED
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	38	2000	DEFINED
BAUSCH & LOMB INC	COMMON SHS	071707103	620	9325	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	16080	500000	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	187	5800	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	2122	65994	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1830	56900	DEFINED
BAXTER INTERNATIONAL INC	CONVERT PREF	071813406	796	14800	DEFINED
BAYER AG	AMER DEP RECPT	072730302	4600	167714	DEFINED
BAYER AG	AMER DEP RECPT	072730302	14	500	DEFINED
BEA SYSTEMS INC	COMMON SHS	073325102	25	3650	DEFINED
BEA SYSTEMS INC	COMMON SHS	073325102	2907	420700	DEFINED
BEA SYSTEMS INC	COMMON SHS	073325102	525	76031	DEFINED
BEA SYSTEMS INC	COMMON SHS	073325102	1336	193310	DEFINED
BEAR STEARNS & CO INC	COMMON SHS	073902108	61501	639502	DEFINED
BEAR STEARNS & CO INC	COMMON SHS	073902108	717	7457	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	3883	434339	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	92	10277	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	4211	471050	DEFINED

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

BEARINGPOINT INC	COMMON SHS	074002106	2732	305616	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	10144	1134701	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	8207	918020	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	19956	2232200	DEFINED
BECKMAN COULTER INC	COMMON SHS	075811109	382	6800	DEFINED
BECKMAN COULTER INC	COMMON SHS	075811109	18065	321900	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	64935	1256000	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	67	1300	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	2103	40668	DEFINED
BED BATH & BEYOND INC	COMMON SHS	075896100	5094	137280	DEFINED
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	67	2195	DEFINED
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	16308	537500	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	5843	215454	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	19746	728089	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	68805	2537058	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	34583	1301100	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	10557	397191	DEFINED
BERKLEY W R CORP	COMMON SHS	084423102	39180	929325	DEFINED
BERKLEY W R CORP	COMMON SHS	084423102	825	19577	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	371382	4286	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	3986	46	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	35700	412	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	523	182	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	676520	235639	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	24515	8539	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	18145	6320	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	55749	1027813	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	10185	187783	DEFINED
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7315	700000	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	344	16590	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	21437	1033090	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	3342	161065	DEFINED
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	42	1849	DEFINED
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	9571	419800	DEFINED
BIG LOTS INC	COMMON SHS	089302103	27518	2250000	DEFINED
BIO-RAD LABORATORIES INC	COMMON SHS	090572207	13455	263300	DEFINED
BIOMET INC	COMMON SHS	090613100	3076	65621	DEFINED
BIOMET INC	COMMON SHS	090613100	0	5	DEFINED
BIOMARIN PHARMACEUTICAL INC	COMMON SHS	09061G101	2585	498100	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	1223	20000	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	13603	222385	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	69534	1136730	DEFINED
BIOVAIL CORP	COMMON SHS	09067J109	215	12450	DEFINED
BLACK & DECKER CORP	COMMON SHS	091797100	3101	40045	DEFINED
BLACK & DECKER CORP	COMMON SHS	091797100	4260	55013	DEFINED
BJ'S RESTAURANT INC	COMMON SHS	09180C106	8354	526400	DEFINED
BLACKROCK INC	COMMON SHS	09247X101	26736	363800	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	31457	636520	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	5751	116373	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	1953	39518	DEFINED
BOEING CO	COMMON SHS	097023105	7060	136764	DEFINED
BOEING CO	COMMON SHS	097023105	296538	5744630	DEFINED
BOEING CO	COMMON SHS	097023105	12337	239000	DEFINED
BOEING CO	COMMON SHS	097023105	51620	1000000	DEFINED
BOEING CO	COMMON SHS	097023105	52	1000	DEFINED
BOEING CO	COMMON SHS	097023105	2033	39379	DEFINED
BOEING CO	COMMON SHS	097023105	3436	66558	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	74	2220	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	11558	347310	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	743	22332	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	11433	343554	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	364	10950	DEFINED

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

BOISE CASCADE CORP	COMMON SHS	097383103	12280	368990	DEFINED
BORG WARNER INC	COMMON SHS	099724106	1847	42670	DEFINED
BORG WARNER INC	COMMON SHS	099724106	101485	2344300	DEFINED
BORLAND SOFTWARE CORP	COMMON SHS	099849101	6180	740106	DEFINED
BORLAND SOFTWARE CORP	COMMON SHS	099849101	17189	2058600	DEFINED
BOSTON CHICKEN INC	CONVERT ZERO CP	100578AB9	0	20000	DEFINED
BOSTON PRIVATE FINANCIAL HOLDINGS INC	COMMON SHS	101119105	8781	351800	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	336	6060	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	1052	19000	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	60408	1090600	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	814	20500	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1782	44855	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	98697	2484188	DEFINED
BOWATER INC	COMMON SHS	102183100	3442	90130	DEFINED
BOWATER INC	COMMON SHS	102183100	177801	4655700	DEFINED
BOWATER INC	COMMON SHS	102183100	162	4252	DEFINED
BOWATER INC	COMMON SHS	102183100	7983	209038	DEFINED
BOWATER INC	COMMON SHS	102183100	1963	51400	DEFINED
BRACKNELL CORP	ORDINARY SHS	10382K102	0	321400	DEFINED
BRADY CORP	COMMON SHS	104674106	19752	405000	DEFINED
BRADY CORP	COMMON SHS	104674106	61	1244	DEFINED
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	156	5485	DEFINED
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	21215	744900	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	382962	10043594	DEFINED
BRASCAN CORP	COMMON SHS	10549P606	78	2590	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	147381	3865220	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	13835	447400	DEFINED
BRAZIL FUND INC	CLOSE END MUT F	105759104	185	7000	DEFINED
BRAZIL FUND INC	CLOSE END MUT F	105759104	53	2000	DEFINED
BRIGGS & STRATTON CORP	COMMON SHS	109043109	12472	153600	DEFINED
BRIGGS & STRATTON CORP	COMMON SHS	109043109	23061	284000	DEFINED
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	9264	985500	DEFINED
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	49	5200	DEFINED
BRIGHT HORIZONS FAMILY SOLUTIONS INC	COMMON SHS	109195107	1162	21400	DEFINED
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	33	1050	DEFINED
BRINKER INTERNATIONAL INC	COMMON SHS	109641100	15827	508100	DEFINED
BRINKS COMPANY	COMMON SHS	109696104	134	4450	DEFINED
BRINKS COMPANY	COMMON SHS	109696104	6683	221500	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	31771	1342263	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	388323	16405704	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	20190	852980	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	3300	139431	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1466	61914	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	15149	640000	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	14382	607594	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	26826	1133341	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	276691	11689510	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	310	8225	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	7468	198457	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	18815	500000	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	38	1000	DEFINED
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	3676	125950	DEFINED
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	13126	375465	DEFINED
BROADCOM CORP	COMMON SHS	111320107	14	500	DEFINED
BROADCOM CORP	COMMON SHS	111320107	2729	100007	DEFINED
BROOKFIELD PROPERTIES CORP	REAL EST INV TR	112900105	75	2335	DEFINED
BROOKFIELD PROPERTIES CORP	REAL EST INV TR	112900105	16175	501400	DEFINED
BROOKLINE BANCORP INC	COMMON SHS	11373M107	20857	1331000	DEFINED
BROOKLINE BANCORP INC	COMMON SHS	11373M107	34	2186	DEFINED
BROWN-FORMAN CORP	COMMON SHS	115637100	31430	671720	DEFINED
BROWN-FORMAN CORP	COMMON SHS	115637209	83360	1820094	DEFINED
BROWN SHOE CO INC	COMMON SHS	115736100	17103	682500	DEFINED

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

BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	364	8260	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	25242	658900	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	18592	485308	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	2050	50238	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	57527	1409970	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	2052	50300	DEFINED
C&D TECHNOLOGIES INC	COMMON SHS	124661109	14417	757973	DEFINED
C&D TECHNOLOGIES INC	COMMON SHS	124661109	7003	368200	DEFINED
CAE INC	ORDINARY SHS	124765108	5551	1009300	DEFINED
CAE INC	ORDINARY SHS	124765108	37	6700	DEFINED
CAE INC	ORDINARY SHS	124765108	26501	4818359	DEFINED
CAE INC	COMMON SHS	124765108	15946	3632308	DEFINED
CAE INC	ORDINARY SHS	124765108	13621	2476579	DEFINED
CAE INC	ORDINARY SHS	124765108	2167	393970	DEFINED
CDI CORP	COMMON SHS	125071100	21322	1040100	DEFINED
CDW CORP	COMMON SHS	12512N105	1712	29495	DEFINED
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	310	6680	DEFINED
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	151613	3268219	DEFINED
CIGNA CORP	COMMON SHS	125509109	41239	592256	DEFINED
CIGNA CORP	COMMON SHS	125509109	398312	5720411	DEFINED
CIGNA CORP	COMMON SHS	125509109	15889	228190	DEFINED
CIGNA CORP	COMMON SHS	125509109	4224	60669	DEFINED
CIGNA CORP	COMMON SHS	125509109	11	155	DEFINED
CIGNA CORP	COMMON SHS	125509109	16188	232480	DEFINED
CIGNA CORP	COMMON SHS	125509109	1498	21518	DEFINED
CIGNA CORP	COMMON SHS	125509109	14845	213200	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	82632	2210000	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	93	2500	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	3055	81703	DEFINED
CMS ENERGY CORP	COMMON SHS	125896100	37128	3900000	DEFINED
CNA SURETY CORP	COMMON SHS	12612L108	148	14000	DEFINED
CNF INC	COMMON SHS	12612W104	4983	121575	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	78	1480	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	12629	240100	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	17739	337240	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	53	1000	DEFINED
CNET NETWORKS INC	COMMON SHS	12613R104	29355	3208200	DEFINED
CSX CORP	COMMON SHS	126408103	79318	2389100	DEFINED
CSX CORP	COMMON SHS	126408103	414	12483	DEFINED
CUNO INC	COMMON SHS	126583103	4978	86200	DEFINED
CUNO INC	COMMON SHS	126583103	17492	302900	DEFINED
CVS CORP	COMMON SHS	126650100	21	500	DEFINED
CVS CORP	COMMON SHS	126650100	4569	108449	DEFINED
CABOT CORP	COMMON SHS	127055101	12651	328000	DEFINED
CABOT CORP	COMMON SHS	127055101	28794	746547	DEFINED
CABOT CORP	COMMON SHS	127055101	384	9950	DEFINED
CABOT CORP	COMMON SHS	127055101	201446	5222857	DEFINED
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	61	1682	DEFINED
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	29244	806732	DEFINED
CACI INTERNATIONAL INC	COMMON SHS	127190304	7975	151100	DEFINED
CACI INTERNATIONAL INC	COMMON SHS	127190304	53	1000	DEFINED
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	15993	517411	DEFINED
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	220	7120	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	5550	425606	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	281597	21594895	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	6297	482910	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3148	241405	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2459	188580	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	111	8500	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1301	99770	DEFINED
CAESARS ENTERTAINMENT INC	COMMON SHS	127687101	24222	1450414	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	27006	758162	DEFINED

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

CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	388	10900	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	39524	1109600	DEFINED
CALPINE CORP	COMMON SHS	131347106	29	10000	DEFINED
CAMBIOR INC	ORDINARY SHS	13201L103	8201	2130000	DEFINED
CAMPBELL SOUP CO	COMMON SHS	134429109	833	31670	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	ORDINARY SHS	136069101	1870	27633	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	ORDINARY SHS	136069101	153377	2266540	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	COMMON SHS	136069101	215	4025	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	0	1	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	164977	2668667	DEFINED
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	5755	118654	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	6390	126540	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	1464	28996	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	89274	1767801	DEFINED
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	40	1000	DEFINED
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	2394	73237	DEFINED
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	6445	250000	DEFINED
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	14107	431547	DEFINED
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	111	4312	DEFINED
CANON INC	AMER DEP RECPT	138006309	262	5560	DEFINED
CANON INC	AMER DEP RECPT	138006309	12101	256595	DEFINED
CANON INC	AMER DEP RECPT	138006309	35	750	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	123	3944	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	219	7000	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	26698	853800	DEFINED
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1293	17500	DEFINED
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	4291	58066	DEFINED
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	212	7300	DEFINED
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	18272	627900	DEFINED
CAPITALSOURCE INC	COMMON SHS	14055X102	9	400	DEFINED
CAPITALSOURCE INC	COMMON SHS	14055X102	127866	5723654	DEFINED
CAPSTONE TURBINE CORP	COMMON SHS	14067D102	86	56200	DEFINED
CARBO CERAMICS INC	COMMON SHS	140781105	1659	23000	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	13131	300000	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	3760	85897	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	2043	46677	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	36269	828620	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	427	13300	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	2425	75625	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	45	1403	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	49679	1549073	DEFINED
CARLISLE COMPANIES INC	COMMON SHS	142339100	133288	2084900	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	4407	93192	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	2	40	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	23645	500000	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	12318	260484	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	218	6665	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	484	14800	DEFINED
CASEYS GENERAL STORES INC	COMMON SHS	147528103	11870	638505	DEFINED
CASUAL MALE RETAIL GROUP INC	COMMON SHS	148711104	7161	1366600	DEFINED
CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	8925	473745	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	140	5264	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	345	13022	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	46215	1743289	DEFINED
CATERPILLAR INC	COMMON SHS	149123101	4024	50014	DEFINED
CATO CORP	COMMON SHS	149205106	6675	300000	DEFINED
CAVALIER HOMES INC	COMMON SHS	149507105	3955	700000	DEFINED
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	9	280	DEFINED
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	416	13575	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	10913	776943	DEFINED
CELESTICA INC	COMMON SHS	15101Q108	5315	418540	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	63207	4072177	DEFINED

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

CELESTICA INC	COMMON SHS	15101Q108	7617	599770	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	13697	853400	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	785	49010	DEFINED
CELGENE CORP	COMMON SHS	151020104	537	9219	DEFINED
CELGENE CORP	COMMON SHS	151020104	1165	20000	DEFINED
CELGENE CORP	COMMON SHS	151020104	2676	45950	DEFINED
CELGENE CORP	COMMON SHS	151020104	84242	1446717	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	136795	4861212	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	12212	433982	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	10368	368444	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	605	21500	DEFINED
CENDANT CORP	COMMON SHS	151313103	1404	65000	DEFINED
CENDANT CORP	COMMON SHS	151313103	42	1950	DEFINED
CENDANT CORP	COMMON SHS	151313103	11988	555000	DEFINED
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	12961	297404	DEFINED
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1170	11750	DEFINED
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	2	156	DEFINED
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	36429	3516300	DEFINED
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	8079	1405000	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	1754	132695	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	7514	568400	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	621	46952	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	6190	468200	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	1408	70000	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	60	3000	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	3676	182800	DEFINED
CENTURYTEL INC	COMMON SHS	156700106	543	15851	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	8222	446604	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	1109	60254	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	134	7300	DEFINED
CERTEGY INC	COMMON SHS	156880106	7442	200000	DEFINED
CERTEGY INC	COMMON SHS	156880106	129	3460	DEFINED
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	8170	920000	DEFINED
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	10344	270150	DEFINED
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	65	1700	DEFINED
CHARTERMAC	LTD PARTNERSHIP	160908109	22	1000	DEFINED
CHARTERMAC	LTD PARTNERSHIP	160908109	29665	1349000	DEFINED
CHARMING SHOPPES INC	COMMON SHS	161133103	35600	5000000	DEFINED
CHARMING SHOPPES INC	COMMON SHS	161133103	18	2481	DEFINED
CHARTER COMMUNICATIONS INC	CONVERTIBLE BD	16117MAB3	66967	74824000	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	29517	439900	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	3037	45266	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	103710	1545600	DEFINED
CHEMED CORP	COMMON SHS	16359R103	1277	22910	DEFINED
CHEMICAL FINL CORP	COMMON SHS	163731102	201	5500	DEFINED
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	35745	2258045	DEFINED
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167503	2068	20000	DEFINED
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167800	473	4100	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	10114	188560	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	10664	198800	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	7477	139395	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	38323	714444	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	293048	5463236	DEFINED
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	252	1560	DEFINED
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	71673	444345	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	1619	47351	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	40612	1187485	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	318	9300	DEFINED
CHINA SOUTHERN AIRLINES CO LTD	AMER DEP RECPT	169409109	428	23300	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	864	56500	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1530	100000	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	13719	896690	DEFINED

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

CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	14102	810000	DEFINED
CHIRON CORP	COMMON SHS	170040109	661	14950	DEFINED
CHIRON CORP	COMMON SHS	170040109	15408	348600	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	1	35	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	6824	160000	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	515	12080	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	5118	120000	DEFINED
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	11127	695000	DEFINED
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	2469	154200	DEFINED
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2560	200000	DEFINED
CHUBB CORP	COMMON SHS	171232101	91	1300	DEFINED
CHUBB CORP	COMMON SHS	171232101	28	400	DEFINED
CHUBB CORP	COMMON SHS	171232101	9555	135963	DEFINED
CHUBB CORP	CONVERT PREF	171232309	17	600	DEFINED
CHUBB CORP	CONVERT PREF	171232309	4200	150000	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	185	10500	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	141110	8013035	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	118835	6748133	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	9801	556560	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	42356	2405200	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2530	143690	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	620	35200	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2595	147350	DEFINED
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	335	11940	DEFINED
CIENA CORP	COMMON SHS	171779101	0	100	DEFINED
CIENA CORP	COMMON SHS	171779101	956	482700	DEFINED
CIENA CORP	CONVERTIBLE BD	171779AA9	342	400000	DEFINED
CINERGY CORP	COMMON SHS	172474108	424	10715	DEFINED
CINERGY CORP	COMMON SHS	172474108	328098	8285300	DEFINED
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	19524	1001250	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	2657	146777	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	20	1104	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	24435	1350000	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	96082	5308414	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	117929	6515388	DEFINED
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	367	28600	DEFINED
CINTAS CORP	COMMON SHS	172908105	1835	43650	DEFINED
CITIGROUP INC	COMMON SHS	172967101	2956	66988	DEFINED
CITIGROUP INC	COMMON SHS	172967101	7147	162000	DEFINED
CITIGROUP INC	COMMON SHS	172967101	11221	254319	DEFINED
CITIGROUP INC	COMMON SHS	172967101	19582	443839	DEFINED
CITIGROUP INC	COMMON SHS	172967101	142104	3220848	DEFINED
CITIGROUP INC	COMMON SHS	172967101	98225	2226318	DEFINED
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	4	300	DEFINED
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	251	18742	DEFINED
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	3789	283000	DEFINED
CITRIX SYSTEMS INC	COMMON SHS	177376100	446	25465	DEFINED
CITY INVESTING CO LIQUIDATING TRUST	COMMON SHS	177900107	12798	6529648	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	5862	90253	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	455	7000	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	69243	1066100	DEFINED
CLAIRE'S STORES INC	COMMON SHS	179584107	8965	358045	DEFINED
CLAIRE'S STORES INC	COMMON SHS	179584107	83	3300	DEFINED
CLARCOR INC	COMMON SHS	179895107	11294	236922	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	182	5830	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	121273	3890705	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	15585	500000	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	5176	166045	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	46377	1487865	DEFINED
CLOROX CO	COMMON SHS	189054109	6980	130956	DEFINED
CLOROX CO	COMMON SHS	189054109	21373	401000	DEFINED
COACH INC	COMMON SHS	189754104	5390	127063	DEFINED

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

COACH INC	COMMON SHS	189754104	4	104	DEFINED
COCA-COLA CO	COMMON SHS	191216100	370	9230	DEFINED
COCA-COLA CO	COMMON SHS	191216100	2618	65359	DEFINED
COCA-COLA CO	COMMON SHS	191216100	38807	968961	DEFINED
COCA-COLA CO	COMMON SHS	191216100	73372	1832016	DEFINED
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	101453	5367900	DEFINED
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	20	1040	DEFINED
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	36363	7671600	DEFINED
COGNEX CORP	COMMON SHS	192422103	13637	520500	DEFINED
COGNEX CORP	COMMON SHS	192422103	89	3400	DEFINED
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON SHS	192446102	333	10916	DEFINED
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON SHS	192446102	156311	5123261	DEFINED
COGNOS INC	COMMON SHS	19244C109	48360	1361500	DEFINED
COHERENT INC	COMMON SHS	192479103	13943	537526	DEFINED
COHERENT INC	COMMON SHS	192479103	42	1600	DEFINED
COHERENT INC	COMMON SHS	192479103	60547	2334100	DEFINED
COHU INC	COMMON SHS	192576106	15857	1072900	DEFINED
COINSTAR INC	COMMON SHS	19259P300	3459	148436	DEFINED
COINSTAR INC	COMMON SHS	19259P300	16403	704000	DEFINED
COINSTAR INC	COMMON SHS	19259P300	21173	908700	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	330	7300	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	328	7264	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	3519	77885	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	5189	114847	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	50263	1112513	DEFINED
COLOMBIA REPUBLIC OF	LT GOVT BND FXD	195325AT2	5668	50000	DEFINED
COMCAST CORP	COMMON SHS	20030N101	523	18511	DEFINED
COMCAST CORP	COMMON SHS	20030N101	1769	62636	DEFINED
COMCAST CORP	COMMON SHS	20030N101	9832	348159	DEFINED
COMCAST CORP	COMMON SHS	20030N101	1389	49172	DEFINED
COMCAST CORP	COMMON SHS	20030N200	30003	1074600	DEFINED
COMCAST CORP	COMMON SHS	20030N200	4039	144673	DEFINED
COMCAST CORP	COMMON SHS	20030N200	4746	170000	DEFINED
COMERICA INC	COMMON SHS	200340107	432	7283	DEFINED
COMERICA INC	COMMON SHS	200340107	220782	3720000	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	2861	51836	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	46589	844000	DEFINED
COMMERCIAL NET LEASE REALTY	REAL EST INV TR	202218103	614	33700	DEFINED
COMMONWEALTH INDUSTRIES INC	COMMON SHS	203004106	5791	620000	DEFINED
COMMONWEALTH TELEPHONE ENTERPRISES INC	COMMON SHS	203349105	11628	267000	DEFINED
COMMONWEALTH TELEPHONE ENTERPRISES INC	COMMON SHS	203349105	1381	31700	DEFINED
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	20010	750000	DEFINED
COMPANHIA SIDERURGICA NACIONAL SID NAC	AMER DEP RECPT	20440W105	3845	247600	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	58093	3017812	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	88294	4586691	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	88144	4578920	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	12585	653749	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	88212	4582431	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	882	45840	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	23248	1034617	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	10031	446420	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	51	2260	DEFINED
COMPANHIA PARANAENSE DE ENERGIA-COPEL	DEP RCPT PFD	20441B407	27061	7580029	DEFINED
CIA DE BEBIDAS DAS AMERICAS (AMBEV)	DEP RCPT PFD	20441W203	145448	6493200	DEFINED
CIA DE BEBIDAS DAS AMERICAS (AMBEV)	DEP RCPT PFD	20441W203	300	13400	DEFINED
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	44766	1884900	DEFINED
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	23488	988986	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	284	25650	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	7549	680682	DEFINED
COMPASS BANCSHARES INC	COMMON SHS	20449H109	635	14496	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	727	27637	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	14992	570046	DEFINED

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

COMPUTER SCIENCES CORP	COMMON SHS	205363104	47100	1000000	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	3893	82650	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	2942	62453	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	1649	35000	DEFINED
COMPUWARE CORP	COMMON SHS	205638109	60	11600	DEFINED
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	155	8250	DEFINED
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	29202	1550838	DEFINED
CONAGRA FOODS INC	COMMON SHS	205887102	9230	359000	DEFINED
CONAGRA FOODS INC	COMMON SHS	205887102	1769	68790	DEFINED
CONCEPTUS INC	COMMON SHS	206016107	3726	401928	DEFINED
CONCEPTUS INC	COMMON SHS	206016107	2609	281400	DEFINED
CONEXANT SYSTEMS INC	COMMON SHS	207142100	483	300000	DEFINED
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AF7	44217	50000000	DEFINED
CONNETICS CORP	COMMON SHS	208192104	1448	53600	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	1988	24000	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	2894	34929	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	14437	174251	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	13040	157398	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	3364	40600	DEFINED
CONSECO INC	COMMON SHS	208464883	90465	5122600	DEFINED
CONSOL ENERGY INC	COMMON SHS	20854P109	19203	550400	DEFINED
CONSOL ENERGY INC	COMMON SHS	20854P109	2990	85700	DEFINED
CONSOLIDATED EDISON INC	COMMON SHS	209115104	2557	60826	DEFINED
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	3772	99104	DEFINED
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	309	7750	DEFINED
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	4260	500000	DEFINED
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	24	2857	DEFINED
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2856	99500	DEFINED
COOPER CAMERON CORP	COMMON SHS	216640102	291	5300	DEFINED
COOPER CAMERON CORP	COMMON SHS	216640102	274	5000	DEFINED
COOPER COMPANIES INC	COMMON SHS	216648402	24068	351100	DEFINED
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	6377	473100	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	51632	1120000	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1253	27172	DEFINED
CORNING INC	COMMON SHS	219350105	12635	1140320	DEFINED
CORNING INC	COMMON SHS	219350105	2103	189782	DEFINED
CORNING INC	CONVERTIBLE BD	219350AK1	8260	7000000	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	784	12800	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	50982	832500	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	295	11523	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	32394	1264400	DEFINED
CORUS BANKSHARES INC	COMMON SHS	220873103	1259	29200	DEFINED
COST PLUS INC	COMMON SHS	221485105	37107	1048800	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	3391	81585	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	46731	1124431	DEFINED
COTT CORP	ORDINARY SHS	22163N106	119460	3237410	DEFINED
COTT CORP	COMMON SHS	22163N106	107	3700	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	482	12225	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	31	790	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	52075	1322034	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	96892	2459814	DEFINED
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AE4	1104750	6000000	DEFINED
COURIER CORP	COMMON SHS	222660102	6252	150000	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	96	2800	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	309	9000	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	10845	316100	DEFINED
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	105	1970	DEFINED
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	151473	2838167	DEFINED
COX COMMUNICATIONS INC	COMMON SHS	224044107	15207	459000	DEFINED
COX COMMUNICATIONS INC	COMMON SHS	224044107	421	12720	DEFINED
CP SHIPS LTD	ORDINARY SHS	22409V102	1024	66718	DEFINED
CP SHIPS LTD	ORDINARY SHS	22409V102	5309	345872	DEFINED

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

CP SHIPS LTD	COMMON SHS	22409V102	3	225	DEFINED
CRANE CO	COMMON SHS	224399105	11721	405300	DEFINED
CREE INC	COMMON SHS	225447101	1851	60619	DEFINED
CRIIMI MAE INC	REAL EST INV TR	226603504	1493	101700	DEFINED
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	3396	228200	DEFINED
CRT PROPERTIES INC	REAL EST INV TR	22876P109	41	1900	DEFINED
CRT PROPERTIES INC	REAL EST INV TR	22876P109	17964	837500	DEFINED
CTI MOLECULAR IMAGING INC	COMMON SHS	22943D105	10213	1265500	DEFINED
CULLEN FROST BANKERS INC	COMMON SHS	229899109	471	10144	DEFINED
CULLEN FROST BANKERS INC	COMMON SHS	229899109	31999	688600	DEFINED
CUMULUS MEDIA INC	COMMON SHS	231082108	15002	1042533	DEFINED
CYBERGUARD CORPORATION	COMMON SHS	231910100	2676	452793	DEFINED
CYBERGUARD CORPORATION	COMMON SHS	231910100	0	60	DEFINED
CYMER INC	COMMON SHS	232572107	241	8400	DEFINED
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	3075	263500	DEFINED
CYPRESS SEMICONDUCTOR CORP	CONVERTIBLE BD	232806AF6	557	561000	DEFINED
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	59	5975	DEFINED
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	5877	596600	DEFINED
CYTYC CORP	COMMON SHS	232946103	452	18700	DEFINED
CYTYC CORP	COMMON SHS	232946103	66011	2733361	DEFINED
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	325	28901	DEFINED
D R HORTON INC	COMMON SHS	23331A109	57202	1727625	DEFINED
D R HORTON INC	COMMON SHS	23331A109	6167	186271	DEFINED
D R HORTON INC	COMMON SHS	23331A109	3642	110002	DEFINED
DST SYSTEMS INC	COMMON SHS	233326107	476	10700	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	618	14643	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	319897	7582285	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	3388	80300	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	750	17780	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	795	18848	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	264742	6275000	DEFINED
DANA CORP	COMMON SHS	235811106	265	15000	DEFINED
DANAHER CORP	COMMON SHS	235851102	4788	93374	DEFINED
DAVITA INC	COMMON SHS	23918K108	39924	1281679	DEFINED
DEAN FOODS INC	COMMON SHS	242370104	3119	103887	DEFINED
DEAN FOODS INC	COMMON SHS	242370104	69715	2322294	DEFINED
DECKERS OUTDOOR CORP	COMMON SHS	243537107	9561	281200	DEFINED
DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	1885	183870	DEFINED
DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	13317	1299190	DEFINED
DEERE & CO	COMMON SHS	244199105	19365	300000	DEFINED
DEERE & CO	COMMON SHS	244199105	2015	31211	DEFINED
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	DEFINED
DEL MONTE FOODS CO	COMMON SHS	24522P103	1232	117426	DEFINED
DELL INC	COMMON SHS	24702R101	2	55	DEFINED
DELL INC	COMMON SHS	24702R101	17800	500000	DEFINED
DELL INC	COMMON SHS	24702R101	14658	411737	DEFINED
DELL INC	COMMON SHS	24702R101	59948	1683929	DEFINED
DELPHI CORP	COMMON SHS	247126105	11	1165	DEFINED
DELPHI CORP	COMMON SHS	247126105	99	10654	DEFINED
DELTA AIR LINES INC	COMMON SHS	247361108	3290	1000000	DEFINED
DELTA AIR LINES INC	COMMON SHS	247361108	0	40	DEFINED
DELTA APPAREL INC	COMMON SHS	247368103	8092	340000	DEFINED
DELTA WOODSIDE INDUSTRIES INC	COMMON SHS	247909203	372	555000	DEFINED
DENBURY RESOURCES INC	COMMON SHS	247916208	22446	883700	DEFINED
DELUXE CORP	COMMON SHS	248019101	562	13700	DEFINED
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	9097	564300	DEFINED
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	1520	94300	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	302	35916	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	5858	696600	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	38	4500	DEFINED
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	9	170	DEFINED
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	81	1550	DEFINED

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

DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	71564	1377830	DEFINED
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	23	600	DEFINED
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	211621	5405400	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	9182	129300	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	18	247	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	1422	20025	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	56346	793499	DEFINED
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	122	112000	DEFINED
DEVRY INC	COMMON SHS	251893103	269	13000	DEFINED
DEX MEDIA INC	COMMON SHS	25212E100	1252	59125	DEFINED
DEX MEDIA INC	COMMON SHS	25212E100	303	14300	DEFINED
DEX MEDIA INC	COMMON SHS	25212E100	257808	12178000	DEFINED
DIAGEO PLC	AMER DEP RECPT	25243Q205	4993	99000	DEFINED
DIAGEO PLC	AMER DEP RECPT	25243Q205	7379	146330	DEFINED
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	408	12367	DEFINED
DIAMONDS TRUST	OPEN END UT TR	252787106	1512	14986	DEFINED
DIEBOLD INC	COMMON SHS	253651103	43800	937900	DEFINED
DIEBOLD INC	COMMON SHS	253651103	1551	33210	DEFINED
DIEBOLD INC	COMMON SHS	253651103	1326	28400	DEFINED
DIEBOLD INC	COMMON SHS	253651103	23814	509932	DEFINED
DIGENE CORP	COMMON SHS	253752109	857	33000	DEFINED
DILLARDS INC	COMMON SHS	254067101	49453	2505200	DEFINED
DILLARDS INC	COMMON SHS	254067101	2	100	DEFINED
DILLARDS INC	COMMON SHS	254067101	0	9	DEFINED
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	3	24100	DEFINED
DIMON INC	COMMON SHS	254394109	18519	3144200	DEFINED
DIONEX CORP	COMMON SHS	254546104	13675	250000	DEFINED
DIONEX CORP	COMMON SHS	254546104	656	12000	DEFINED
DISCOVERY PARTNERS INTERNATIONAL INC	COMMON SHS	254675101	398	83000	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	1685	74737	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	1725	76498	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	22550	1000000	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	61058	2707690	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	62183	2757567	DEFINED
DIXIE GROUP INC	COMMON SHS	255519100	4556	405000	DEFINED
DOBSON COMMUNICATIONS CORP	COMMON SHS	256069105	2557	1922487	DEFINED
DOLLAR GENERAL CORP	COMMON SHS	256669102	2	90	DEFINED
DOLLAR GENERAL CORP	COMMON SHS	256669102	58463	2901400	DEFINED
DOLLAR THRIFTY AUTOMOTIVE GROUP INC	COMMON SHS	256743105	51263	2107000	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	19	704	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	54	2000	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	104743	3886575	DEFINED
DOMINION RESOURCES INC	COMMON SHS	25746U109	5745	88039	DEFINED
DOMINION RESOURCES INC	COMMON SHS	25746U109	472456	7240700	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	3094	203530	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	26428	1738670	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	7992	525800	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	356	23410	DEFINED
DONALDSON CO INC	COMMON SHS	257651109	25579	901000	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	29043	927290	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	88424	2823250	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	5285	168740	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	2114	67493	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	5950	189971	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	10498	335170	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	724	23125	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	30249	965800	DEFINED
DORAL FINANCIAL CORP	COMMON SHS	25811P100	75	1800	DEFINED
DORAL FINANCIAL CORP	COMMON SHS	25811P100	2882	69500	DEFINED
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	156458	4394897	DEFINED
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	857	50000	DEFINED
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	6559	382700	DEFINED

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

DOVER CORP	COMMON SHS	260003108	36853	948100	DEFINED
DOVER CORP	COMMON SHS	260003108	31	800	DEFINED
DOVER CORP	COMMON SHS	260003108	2324	59795	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	37251	824510	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	138293	3060942	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	19896	440370	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	4213	93254	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	4257	94222	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	8928	197600	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	21091	466822	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	174360	3859240	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	27663	681180	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	3606	88806	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	1061	26126	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	96358	2372762	DEFINED
DUPONT DE NEMOURS INC	COMMON SHS	263534109	6626	154811	DEFINED
DUPONT DE NEMOURS INC	COMMON SHS	263534109	57637	1346662	DEFINED
DUPONT DE NEMOURS INC	COMMON SHS	263534109	24940	582700	DEFINED
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	5108	330000	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	11960	522500	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	14	600	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	11819	516343	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	114450	5000000	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	45	1365	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	641	19300	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	3859	116248	DEFINED
DUN & BRADSTREET CORP	COMMON SHS	26483E100	7161	122000	DEFINED
DUN & BRADSTREET CORP	COMMON SHS	26483E100	947	16127	DEFINED
EMC CORP	COMMON SHS	268648102	163	14100	DEFINED
EMC CORP	COMMON SHS	268648102	11540	1000000	DEFINED
EMC CORP	COMMON SHS	268648102	7194	623397	DEFINED
EMC CORP	COMMON SHS	268648102	5145	445865	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3741	114500	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	662	20250	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	2783	85200	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	7302	65020	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	26615	236995	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	25	225	DEFINED
E.ON AG	AMER DEP RECPT	268780103	7892	107080	DEFINED
E.ON AG	AMER DEP RECPT	268780103	16163	219306	DEFINED
E.PIPHANY INC	COMMON SHS	26881V100	91	22500	DEFINED
ESB FINANCIAL CORP	COMMON SHS	26884F102	1332	97194	DEFINED
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	228	20000	DEFINED
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	112266	9830637	DEFINED
EAST WEST BANCORP INC	COMMON SHS	27579R104	56334	1677100	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	43	900	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	630	13250	DEFINED
EASTMAN KODAK CO	COMMON SHS	277461109	16110	500000	DEFINED
EASTMAN KODAK CO	COMMON SHS	277461109	2365	73413	DEFINED
EATON CORP	COMMON SHS	278058102	9034	142470	DEFINED
EBAY INC	COMMON SHS	278642103	150	1630	DEFINED
EBAY INC	COMMON SHS	278642103	24192	263130	DEFINED
EBAY INC	COMMON SHS	278642103	112876	1227718	DEFINED
ECHOSTAR DBS CORP	COMMON SHS	278762109	132690	4263821	DEFINED
ECHOSTAR DBS CORP	COMMON SHS	278762109	103	3300	DEFINED
ECOLAB INC	COMMON SHS	278865100	869	27650	DEFINED
ECOLAB INC	COMMON SHS	278865100	12607	401000	DEFINED
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	1935	215000	DEFINED
EDELBROCK CORP	COMMON SHS	279434104	3585	217268	DEFINED
EDISON INTERNATIONAL	COMMON SHS	281020107	40	1500	DEFINED
EDISON INTERNATIONAL	COMMON SHS	281020107	91579	3454502	DEFINED
EDO CORP	COMMON SHS	281347104	11885	428300	DEFINED

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

EDO CORP	COMMON SHS	281347104	67	2400	DEFINED
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	240	9000	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1	21	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1675	50000	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	83	2469	DEFINED
EL PASO CORP	COMMON SHS	28336L109	182	19758	DEFINED
ELAN CORP PLC	AMER DEP RECPT	284131208	124	5299	DEFINED
ELAN CORP PLC	AMER DEP RECPT	284131208	13914	594600	DEFINED
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	22994	5622000	DEFINED
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	4172	1020000	DEFINED
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	23428	1350292	DEFINED
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	46370	2672638	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	239	5200	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	18	384	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	1112	24175	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	70244	1527386	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	18747	966827	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	345628	17825079	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	7613	392630	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	4567	235514	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	3	137	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	12375	638210	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	3669	189199	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	32692	1686000	DEFINED
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	4727	558800	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	2332	88333	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	5240	198502	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	50758	1922642	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	199	7550	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	89844	3403200	DEFINED
EMCORE CORP	COMMON SHS	290846104	569	290251	DEFINED
EMCORE CORP	COMMON SHS	290846104	3076	1569500	DEFINED
EMCOR GROUP INC	COMMON SHS	29084Q100	7328	194800	DEFINED
EMCOR GROUP INC	COMMON SHS	29084Q100	7	190	DEFINED
EMERGING MARKETS TELECOMMUNICATIONS FU	CLOSE END MUT F	290890102	2018	250000	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	3951	63833	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	3584	57904	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	30945	500000	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	87	1400	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	10205	164889	DEFINED
ENCANA CORP	COMMON SHS	292505104	1949	37177	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	689	11815	DEFINED
ENCANA CORP	COMMON SHS	292505104	15835	342000	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	95445	1635736	DEFINED
ENCANA CORP	COMMON SHS	292505104	25422	451720	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	455	7800	DEFINED
ENBRIDGE INC	ORDINARY SHS	29250N105	76172	1444018	DEFINED
ENBRIDGE ENERGY PARTNERS LP	LTD PARTNERSHIP	29250R106	251	5250	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	191	10000	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	26220	1372033	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	1472	77036	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	358	18732	DEFINED
ENERGY EAST CORP	COMMON SHS	29266M109	184	7291	DEFINED
ENERGY EAST CORP	COMMON SHS	29266M109	153397	6092000	DEFINED
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	5958	129232	DEFINED
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	488	15005	DEFINED
ENGELHARD CORP	COMMON SHS	292845104	622	21936	DEFINED
ENTERCOM COMMUNICATIONS CORP	COMMON SHS	293639100	24155	739600	DEFINED
ENERGY CORP	COMMON SHS	29364G103	48	800	DEFINED
ENERGY CORP	COMMON SHS	29364G103	48488	800000	DEFINED
ENERGY CORP	COMMON SHS	29364G103	4037	66600	DEFINED
ENERGY CORP	COMMON SHS	29364G103	3146	51900	DEFINED

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

ENERGY CORP	COMMON SHS	29364G103	97708	1612084	DEFINED
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	143	3780	DEFINED
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	32414	857500	DEFINED
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	12155	1597288	DEFINED
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	53928	7086400	DEFINED
ENTRUST INC	COMMON SHS	293848107	3334	1317651	DEFINED
ENTRUST INC	COMMON SHS	293848107	10371	4099200	DEFINED
ENZON PHARMACEUTICALS INC	COMMON SHS	293904108	9680	606900	DEFINED
ENZON PHARMACEUTICALS INC	COMMON SHS	293904108	64	4000	DEFINED
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	17367	18500000	DEFINED
ENVIRONMENTAL ELEMENTS CORP	COMMON SHS	293940102	6	157663	DEFINED
EQUIFAX INC	COMMON SHS	294429105	10544	400000	DEFINED
EQUIFAX INC	COMMON SHS	294429105	156	5917	DEFINED
EQUITABLE RESOURCES INC	COMMON SHS	294549100	5431	100000	DEFINED
EQUITY INNS INC	REAL EST INV TR	294703103	583	58965	DEFINED
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1795	65873	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	381	12305	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2036	65684	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	59880	1931600	DEFINED
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	3529	112958	DEFINED
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	7738	247700	DEFINED
ERIE INDY CO	COMMON SHS	29530P102	46622	913800	DEFINED
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	41903	618400	DEFINED
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	6	90	DEFINED
ESPEED INC	COMMON SHS	296643109	7417	754500	DEFINED
ESPEY MANUFACTURING & ELECTRONICS CORP	COMMON SHS	296650104	2020	78000	DEFINED
ESPRIT EXPLORATION LTD	ORDINARY SHS	29666K109	10642	2701100	DEFINED
ESSEX CORP	COMMON SHS	296744105	722	62600	DEFINED
ESSEX PROPERTY TRUST INC	REAL EST INV TR	297178105	891	12400	DEFINED
EXAR CORP	COMMON SHS	300645108	11183	789775	DEFINED
EXAR CORP	COMMON SHS	300645108	37176	2625400	DEFINED
EXELON CORP	COMMON SHS	30161N101	9114	248401	DEFINED
EXELON CORP	COMMON SHS	30161N101	6524	177824	DEFINED
EXELON CORP	COMMON SHS	30161N101	244099	6653000	DEFINED
EXELIXIS INC	COMMON SHS	30161Q104	19813	2458200	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	368	7110	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	17	322	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	149798	2897452	DEFINED
EXPONENT INC	COMMON SHS	30214U102	2755	100000	DEFINED
EXPRESS SCRIPTS INC	COMMON SHS	302182100	493	7550	DEFINED
EXPRESS SCRIPTS INC	COMMON SHS	302182100	19132	292800	DEFINED
EXTREME NETWORKS INC	COMMON SHS	30226D106	3389	761538	DEFINED
EXTREME NETWORKS INC	COMMON SHS	30226D106	5906	1327100	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	6432	133085	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	21144	437498	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	329330	6814190	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	103079	2132826	DEFINED
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	13750	525000	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	11540	197261	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	437	7472	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	60103	1027400	DEFINED
FMC CORP	COMMON SHS	302491303	14058	289430	DEFINED
FMC CORP	COMMON SHS	302491303	56924	1172000	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	14075	421417	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	468	14000	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	28026	839116	DEFINED
FPL GROUP INC	COMMON SHS	302571104	11581	169506	DEFINED
FPL GROUP INC	COMMON SHS	302571104	288181	4218100	DEFINED
FSI INTERNATIONAL INC	COMMON SHS	302633102	2508	600000	DEFINED
FTI CONSULTING INC	COMMON SHS	302941109	10208	540125	DEFINED
FTI CONSULTING INC	COMMON SHS	302941109	66	3500	DEFINED
FAIR ISAAC INC	COMMON SHS	303250104	445	15225	DEFINED

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

FAIR ISAAC INC	COMMON SHS	303250104	65245	2234416	DEFINED
FAIRCHILD SEMICONDUCTOR CORP	COMMON SHS	303726103	221	15600	DEFINED
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3337	3350000	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	3415	125000	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	68	2475	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	129430	4776000	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	201	7400	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	1068	39410	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	27464	1013442	DEFINED
FARMER BROS CO	COMMON SHS	307675108	55960	2093533	DEFINED
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	13897	626263	DEFINED
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	9246	416688	DEFINED
FREDDIE MAC	COMMON SHS	313400301	618	9470	DEFINED
FREDDIE MAC	COMMON SHS	313400301	143861	2205100	DEFINED
FREDDIE MAC	COMMON SHS	313400301	33	510	DEFINED
FREDDIE MAC	COMMON SHS	313400301	2820	43225	DEFINED
FREDDIE MAC	COMMON SHS	313400301	1248	19125	DEFINED
FREDDIE MAC	COMMON SHS	313400301	74937	1148632	DEFINED
FANNIE MAE	COMMON SHS	313586109	2248	35464	DEFINED
FANNIE MAE	COMMON SHS	313586109	3195	50400	DEFINED
FANNIE MAE	COMMON SHS	313586109	1642	25892	DEFINED
FANNIE MAE	COMMON SHS	313586109	115293	1818500	DEFINED
FANNIE MAE	COMMON SHS	313586109	6960	109773	DEFINED
FANNIE MAE	COMMON SHS	313586109	17983	283646	DEFINED
FANNIE MAE	COMMON SHS	313586109	54762	863751	DEFINED
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	3850	87500	DEFINED
FEDERAL SIGNAL CORP	COMMON SHS	313855108	66312	3569020	DEFINED
FEDERAL SIGNAL CORP	COMMON SHS	313855108	180	9700	DEFINED
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	39342	866000	DEFINED
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	5435	119625	DEFINED
FEDERATED INVESTORS INC	COMMON SHS	314211103	33	1150	DEFINED
FEDERATED INVESTORS INC	COMMON SHS	314211103	127854	4495573	DEFINED
FEDEX CORP	COMMON SHS	31428X106	1093	12752	DEFINED
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	10698	945890	DEFINED
FELCOR LODGING TRUST INC	CONVERT PEF	31430F200	84857	3506500	DEFINED
FERRO CORP	COMMON SHS	315405100	243	11137	DEFINED
F5 NETWORKS INC	COMMON SHS	315616102	10591	347700	DEFINED
F5 NETWORKS INC	COMMON SHS	315616102	45251	1485600	DEFINED
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	1013	26584	DEFINED
FIELDSTONE INVESTMENT CORP	REAL EST INV TR	31659U102	56523	3324900	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	458	9310	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	2776	56405	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	5624	114253	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	386651	7855571	DEFINED
FILENET CORP	COMMON SHS	316869106	12796	732895	DEFINED
FILENET CORP	COMMON SHS	316869106	46108	2640800	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	11567	308626	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	7474	199400	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	33695	899000	DEFINED
FINISH LINE INC	COMMON SHS	317923100	8132	263000	DEFINED
FIRST COMMONWEALTH FINANCIAL CORP	COMMON SHS	319829107	499	36656	DEFINED
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	13414	327160	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	419	9640	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	27	615	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	5321	122315	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	16037	368672	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	68374	1571820	DEFINED
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6112	235000	DEFINED
FIRST HORIZON NATIONAL CORP	COMMON SHS	320517105	520	12000	DEFINED
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	6737	336700	DEFINED
FIRST INDIANA CORP	COMMON SHS	32054R108	3960	197000	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1338	100000	DEFINED

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

FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	34992	2615249	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	5791	432843	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	10134	757400	DEFINED
FIRST POTOMAC REALTY TRUST	REAL EST INV TR	33610F109	3661	177200	DEFINED
FIRST ST BANCORPORATION	COMMON SHS	336453105	15743	499303	DEFINED
FISERV INC	COMMON SHS	337738108	1770	50786	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	516	12555	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	429389	10452500	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	87	1500	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	110889	1901067	DEFINED
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	1065	60000	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	17669	470546	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	168	4469	DEFINED
FLUOR CORP	COMMON SHS	343412102	392	8800	DEFINED
FLOWERVE CORP	COMMON SHS	34354P105	24998	1033811	DEFINED
FLOWERVE CORP	COMMON SHS	34354P105	53593	2216400	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	76259	1726100	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	46802	1059350	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	161	3640	DEFINED
FOOT LOCKER INC	COMMON SHS	344849104	7	300	DEFINED
FOOT LOCKER INC	COMMON SHS	344849104	1557	65700	DEFINED
FORD MOTOR CO	COMMON SHS	345370860	1612	114722	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	2180	41701	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	2721	52055	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	468235	8956300	DEFINED
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	97	1760	DEFINED
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	29093	528000	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	3470	77151	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	41050	912627	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	49116	1091959	DEFINED
FOREST OIL CORP	COMMON SHS	346091705	7229	240000	DEFINED
FOREST OIL CORP	COMMON SHS	346091705	51	1700	DEFINED
FORMFACTOR INC	COMMON SHS	346375108	45	2300	DEFINED
FORMFACTOR INC	COMMON SHS	346375108	20682	1067759	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	114	1544	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	1351	18232	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	14210	355074	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	100	2500	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	55554	1388148	DEFINED
FOSSIL INC	COMMON SHS	349882100	4374	141375	DEFINED
FOSSIL INC	COMMON SHS	349882100	76	2450	DEFINED
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	42627	665000	DEFINED
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	23891	861260	DEFINED
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	1820	65614	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	753	13500	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	52344	938744	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	74912	1343466	DEFINED
FRED'S INC	COMMON SHS	356108100	7184	400000	DEFINED
FRED'S INC	COMMON SHS	356108100	1240	69040	DEFINED
FRED'S INC	COMMON SHS	356108100	34889	1942570	DEFINED
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	423035	10445300	DEFINED
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	334	8246	DEFINED
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	36037	889811	DEFINED
FRESH BRANDS INC	COMMON SHS	35803U108	6975	900000	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	73814	3864600	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	562	29400	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	9781	512100	DEFINED
FULTON FINANCIAL CORP	COMMON SHS	360271100	19951	932300	DEFINED
G & K SERVICES INC	COMMON SHS	361268105	417	10483	DEFINED
GATX CORP	COMMON SHS	361448103	279	10450	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	1980	150000	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	18465	1398848	DEFINED

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

GSI LUMONICS INC	ORDINARY SHS	36229U102	8404	636640	DEFINED
GTSI CORP	COMMON SHS	36238K103	1785	203100	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	70865	2139000	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	3314	100034	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	7	225	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	28691	866000	DEFINED
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	384	8256	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	4180	225800	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	13100	707700	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	14068	760000	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	93	5000	DEFINED
GANNETT CO INC	COMMON SHS	364730101	11266	134500	DEFINED
GANNETT CO INC	COMMON SHS	364730101	6785	81000	DEFINED
GANNETT CO INC	COMMON SHS	364730101	8	90	DEFINED
GANNETT CO INC	COMMON SHS	364730101	11182	133501	DEFINED
GANNETT CO INC	COMMON SHS	364730101	3191	38100	DEFINED
GAP INC	COMMON SHS	364760108	2408	128787	DEFINED
GAP INC	COMMON SHS	364760108	281	15024	DEFINED
GAP INC	CONVERTIBLE BD	364760AJ7	5513	4500000	DEFINED
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	16041	2182400	DEFINED
GARTNER INC	COMMON SHS	366651107	29	2514	DEFINED
GARTNER INC	COMMON SHS	366651107	798	68264	DEFINED
GARTNER INC	COMMON SHS	366651206	1208	104587	DEFINED
GARTNER INC	COMMON SHS	366651206	3342	289315	DEFINED
GARTNER INC	COMMON SHS	366651206	19	1641	DEFINED
GATEWAY INC	COMMON SHS	367626108	2475	500000	DEFINED
GEHL CO	COMMON SHS	368483103	8295	420000	DEFINED
GEN-PROBE INC	COMMON SHS	36866T103	88	2200	DEFINED
GEN-PROBE INC	COMMON SHS	36866T103	13608	341300	DEFINED
GENENTECH INC	COMMON SHS	368710406	2253	42981	DEFINED
GENENTECH INC	COMMON SHS	368710406	52420	1000000	DEFINED
GENENTECH INC	COMMON SHS	368710406	18480	352535	DEFINED
GENENTECH INC	COMMON SHS	368710406	84140	1605114	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	51050	500000	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	7704	75460	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	357	3500	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	3009	89594	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	132053	3932500	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	9427	280723	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	28436	846824	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	398678	11872496	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	254624	7582617	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	378	12190	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	856	27622	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	62062	2001990	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	8477	188808	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	50848	1132470	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	65137	1450715	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	7	150	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	6869	152977	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	3957	88135	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	269	6000	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	2189	51535	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	225994	5320000	DEFINED
GENERAL MOTORS CORP	CONVERT PREF	370442717	56	2000	DEFINED
GENERAL MOTORS CORP	CONVERT PREF	370442717	6615	235000	DEFINED
GENESE & WYOMING INC	COMMON SHS	371559105	11489	453750	DEFINED
GENESE & WYOMING INC	COMMON SHS	371559105	68	2700	DEFINED
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	826	27150	DEFINED
GENTEX CORP	COMMON SHS	371901109	1138	32389	DEFINED
GENTEX CORP	COMMON SHS	371901109	30112	857165	DEFINED
GENTEX CORP	COMMON SHS	371901109	88291	2513269	DEFINED

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

GENLYTE GROUP INC	COMMON SHS	372302109	7154	111100	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	69	1800	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	568	14800	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	52	1350	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	17720	461700	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	9115	237502	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	607	15825	DEFINED
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	704	12945	DEFINED
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	36944	679000	DEFINED
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1165	32398	DEFINED
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	8606	238000	DEFINED
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	41432	1145800	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	2917	78035	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	2785	74500	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	50209	1343212	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	178739	4781674	DEFINED
GILEAD SCIENCES INC	CONVERTIBLE BD	375558AD5	9728	6000000	DEFINED
GILLETTE CO	COMMON SHS	375766102	334	8000	DEFINED
GILLETTE CO	COMMON SHS	375766102	111	2655	DEFINED
GILLETTE CO	COMMON SHS	375766102	12821	307163	DEFINED
GILLETTE CO	COMMON SHS	375766102	4	96	DEFINED
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	150056	4215059	DEFINED
GLAMIS GOLD LTD	ORDINARY SHS	376775102	119614	5111700	DEFINED
GLAMIS GOLD LTD	COMMON SHS	376775102	19498	1041000	DEFINED
GLATFELTER	COMMON SHS	377316104	4956	400000	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	23435	535905	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3384	77394	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	4417	101000	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	2605	59565	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	22250	508800	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	429	20650	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	5419	260900	DEFINED
GLENBOROUGH REALTY TRUST INC	CONVERT PEF	37803P204	203	8086	DEFINED
GLENBOROUGH REALTY TRUST INC	CONVERT PEF	37803P204	67719	2696890	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	91	3725	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	24	1000	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	9616	395700	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	25585	4140000	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	12	2000	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	1144	185100	DEFINED
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	31	576	DEFINED
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	52195	974700	DEFINED
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	15	1100	DEFINED
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	11664	854528	DEFINED
GOLDCORP INC	ORDINARY SHS	380956409	736	42080	DEFINED
GOLDEN TELECOM INC	ORDINARY SHS	38122G107	1482	51930	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	200	1800	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	1368	12326	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	3706	33400	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	233	2100	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	28152	253739	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	281	3010	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	16432	176237	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	37798	405379	DEFINED
GOODRICH CORP	COMMON SHS	382388106	19490	621494	DEFINED
GOODRICH CORP	COMMON SHS	382388106	2866	91400	DEFINED
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	3349	397700	DEFINED
GRACO INC	COMMON SHS	384109104	55793	1665449	DEFINED
GRACO INC	COMMON SHS	384109104	143	4275	DEFINED
GRACO INC	COMMON SHS	384109104	339	10125	DEFINED
GRAFTECH INTERNATIONAL LTD	COMMON SHS	384313102	27556	1975360	DEFINED
GRAINGER W W INC	COMMON SHS	384802104	28825	500000	DEFINED

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

GRAINGER W W INC	COMMON SHS	384802104	881	15276	DEFINED
GRANT PRIDECO INC	COMMON SHS	38821G101	36	1780	DEFINED
GRANT PRIDECO INC	COMMON SHS	38821G101	2020	98600	DEFINED
GREATER BAY BANCORP	COMMON SHS	391648102	8545	297215	DEFINED
GREATER BAY BANCORP	COMMON SHS	391648102	33026	1148721	DEFINED
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5254	201700	DEFINED
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	23	890	DEFINED
GREENPOINT FINANCIAL CORP	COMMON SHS	395384100	382	8250	DEFINED
GREY WOLF INC	COMMON SHS	397888108	36933	7552800	DEFINED
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4152	173000	DEFINED
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	DEFINED
GRUPO TELEVISIA SA DE CV	AMER DEP RECPT	40049J206	18	350	DEFINED
GRUPO TELEVISIA SA DE CV	AMER DEP RECPT	40049J206	5305	100600	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	642	29060	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	5354	242273	DEFINED
GUESS? INC	COMMON SHS	401617105	1168	65600	DEFINED
GUIDANT CORP	COMMON SHS	401698105	1142	17291	DEFINED
GUIDANT CORP	COMMON SHS	401698105	23371	353887	DEFINED
GUIDANT CORP	COMMON SHS	401698105	30381	460038	DEFINED
GYMBOREE INC	COMMON SHS	403777105	53366	3706000	DEFINED
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2717	150000	DEFINED
HCA INC	COMMON SHS	404119109	51	1330	DEFINED
HCA INC	COMMON SHS	404119109	193991	5084965	DEFINED
HCA INC	COMMON SHS	404119109	27111	710650	DEFINED
HCA INC	COMMON SHS	404119109	19	504	DEFINED
HCA INC	COMMON SHS	404119109	25	650	DEFINED
HCA INC	COMMON SHS	404119109	241	6317	DEFINED
HCA INC	COMMON SHS	404119109	18155	475891	DEFINED
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	334	30350	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1239	15525	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	18047	226154	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	8413	105420	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	8652	108420	DEFINED
HAGGAR CORP	COMMON SHS	405173105	7199	420000	DEFINED
HALLIBURTON CO	COMMON SHS	406216101	678	20119	DEFINED
HALLIBURTON CO	COMMON SHS	406216101	1836	54500	DEFINED
JOHN HANCOCK BANK & THRIFT OPPORTUNITY	CLOSE END MUT F	409735107	16220	1650000	DEFINED
JOHN HANCOCK BANK & THRIFT OPPORTUNITY	CLOSE END MUT F	409735107	29	2900	DEFINED
HANCOCK HOLDING CO	COMMON SHS	410120109	2915	91700	DEFINED
HANCOCK HOLDING CO	COMMON SHS	410120109	2250	70788	DEFINED
HANDLEMAN CO	COMMON SHS	410252100	20460	1000000	DEFINED
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	0	55	DEFINED
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	310	61800	DEFINED
HANMI FINANCIAL CORP	COMMON SHS	410495105	28507	943939	DEFINED
HANOVER COMPRESSOR CO	COMMON SHS	410768105	16140	1200000	DEFINED
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	93781	98200000	DEFINED
HARDINGE INC	COMMON SHS	412324303	7540	725000	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	1	15	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	11888	200000	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	422	7100	DEFINED
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	2874	139100	DEFINED
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	25	1200	DEFINED
HARMAN INTERNATIONAL INDUSTRIES INC	COMMON SHS	413086109	334	3100	DEFINED
HARMAN INTERNATIONAL INDUSTRIES INC	COMMON SHS	413086109	3	28	DEFINED
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	2724	200000	DEFINED
HARRIS CORP	COMMON SHS	413875105	342	6224	DEFINED
HARRIS CORP	COMMON SHS	413875105	60	1100	DEFINED
HARTE HANKS INC	COMMON SHS	416196103	1457	58250	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	195798	3161600	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	2	30	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	14453	233375	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	260	4200	DEFINED

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

HARVARD INDUSTRIES INC	COMMON SHS	417434503	5	903584	DEFINED
HASBRO INC	COMMON SHS	418056107	33840	1800000	DEFINED
HASBRO INC	COMMON SHS	418056107	5640	300000	DEFINED
HASBRO INC	COMMON SHS	418056107	1	40	DEFINED
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	16137	92000	DEFINED
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	90	3400	DEFINED
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	59450	2240000	DEFINED
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	4677	260400	DEFINED
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	5360	298463	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	64	2460	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	18	700	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	16	600	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	4225	162500	DEFINED
HEALTHSOUTH CORP	COMMON SHS	421924101	562	110200	DEFINED
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	3948	193264	DEFINED
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	35992	1761700	DEFINED
HEADWATERS INC	COMMON SHS	42210P102	127	4100	DEFINED
HEADWATERS INC	COMMON SHS	42210P102	26441	856800	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	21	865	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	119468	4832836	DEFINED
HEARTLAND EXPRESS INC	COMMON SHS	422347104	12888	698536	DEFINED
HEARTLAND EXPRESS INC	COMMON SHS	422347104	62	3350	DEFINED
H J HEINZ CO	COMMON SHS	423074103	7391	205200	DEFINED
H J HEINZ CO	COMMON SHS	423074103	277227	7696485	DEFINED
H J HEINZ CO	COMMON SHS	423074103	5511	153000	DEFINED
H J HEINZ CO	COMMON SHS	423074103	14	400	DEFINED
H J HEINZ CO	COMMON SHS	423074103	16564	459863	DEFINED
HELMERICH & PAYNE INC	COMMON SHS	423452101	327	11400	DEFINED
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	404	21500	DEFINED
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	14783	787600	DEFINED
HERITAGE PPTY INVT TR INC	REAL EST INV TR	42725M107	443	15200	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	24121	516400	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	1718	36782	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	21	800	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	43405	1640400	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	3181	169644	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	49988	2666052	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	5315	283450	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	202	10770	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	2756	147000	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	2529	134891	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	20930	1116250	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	4294	229030	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	11548	615890	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	32234	1719136	DEFINED
HIGH YIELD PLUS FUND	CLOSE END MUT F	429906100	66	14500	DEFINED
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	3746	152200	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	126436	2502200	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	110843	2193600	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1409	27890	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	17	340	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	4583	90700	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	137	2275	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	15097	250158	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	702	11630	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	36	600	DEFINED
HOLLY CORP	COMMON SHS	435758305	5457	214000	DEFINED
HOLLYWOOD ENTERTAINMENT CORP	COMMON SHS	436141105	17575	1780600	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	9447	241000	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	8623	219985	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	61778	1575979	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	26	662	DEFINED

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

HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	4458	183000	DEFINED
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2253	92490	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	5805	161875	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	25	700	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	28759	801985	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	22491	627200	DEFINED
HOOKER FURNITURE CORP	COMMON SHS	439038100	9822	355471	DEFINED
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	1406	33090	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	200	14280	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	661	47110	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	23471	1672900	DEFINED
HOT TOPIC INC	COMMON SHS	441339108	31113	1825900	DEFINED
HOUSTON EXPLORATION CO	COMMON SHS	442120101	1591	26800	DEFINED
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	920	28415	DEFINED
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	2330	72000	DEFINED
HUBBELL INC	COMMON SHS	443510201	6080	135626	DEFINED
HUBBELL INC	COMMON SHS	443510201	14768	329430	DEFINED
HUBBELL INC	COMMON SHS	443510201	8673	193464	DEFINED
HUBBELL INC	COMMON SHS	443510201	1731	38608	DEFINED
HUBBELL INC	COMMON SHS	443510201	9455	210915	DEFINED
HUBBELL INC	COMMON SHS	443510201	875	19522	DEFINED
HUBBELL INC	COMMON SHS	443510201	549	12240	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	110344	3087403	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	523	14633	DEFINED
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	87	8000	DEFINED
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	9622	881900	DEFINED
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	47379	1275700	DEFINED
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	4010	150000	DEFINED
IDT CORP	COMMON SHS	448947309	803	53428	DEFINED
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	185	5447	DEFINED
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	92463	2720300	DEFINED
IAC/INTERACTIVECORP	COMMON SHS	44919P102	1425	64720	DEFINED
IAC/INTERACTIVECORP	COMMON SHS	44919P102	13216	600200	DEFINED
IAC/INTERACTIVECORP	COMMON SHS	44919P102	21719	986319	DEFINED
ICU MED INC	COMMON SHS	44930G107	6264	240552	DEFINED
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	866688	3500000	DEFINED
IDX SYSTEMS CORP	COMMON SHS	449491109	10728	330600	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	149	6229	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	11960	500000	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	2760	115380	DEFINED
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	24251	2990213	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	112657	2732400	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1951	47317	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1453	35250	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	175895	4266200	DEFINED
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	122	10000	DEFINED
ITLA CAPITAL CORP	COMMON SHS	450565106	20642	446796	DEFINED
ITT INDUSTRIES INC	COMMON SHS	450911102	1039	12989	DEFINED
ITT INDUSTRIES INC	COMMON SHS	450911102	1079	13491	DEFINED
IAMGOLD CORP	ORDINARY SHS	450913108	4130	408100	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	181	13150	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	12215	885181	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	43	3100	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	3071	32965	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	46585	500000	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	60287	647063	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	550	5900	DEFINED
ILLUMINA INC	COMMON SHS	452327109	869	147000	DEFINED
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	424	8026	DEFINED
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	6532	123600	DEFINED
IMPERIAL OIL LTD	ORDINARY SHS	453038408	14296	218320	DEFINED
IMPERIAL OIL LTD	COMMON SHS	453038408	447	8650	DEFINED

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

INAMED CORP	COMMON SHS	453235103	41358	867600	DEFINED
INCO LTD	ORDINARY SHS	453258402	8	155	DEFINED
INCO LTD	COMMON SHS	453258402	3807	97500	DEFINED
INCYTE CORP	COMMON SHS	45337C102	6598	685200	DEFINED
INDYMAC BANCORP INC	REAL EST INV TR	456607100	565	15600	DEFINED
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	1041	18400	DEFINED
INFOSPACE INC	COMMON SHS	45678T201	8233	173725	DEFINED
INFOSPACE INC	COMMON SHS	45678T201	54162	1142900	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	1179	46635	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	28327	1120523	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	4299	170074	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	83	3303	DEFINED
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	68	4352	DEFINED
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	3638	231261	DEFINED
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	8400	600000	DEFINED
INTEGRA LIFESCIENCES HOLDINGS CORP	COMMON SHS	457985208	2957	92100	DEFINED
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	175	13000	DEFINED
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	5416	568359	DEFINED
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	25376	2662700	DEFINED
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	98915	4600700	DEFINED
INTEL CORP	COMMON SHS	458140100	2349	117103	DEFINED
INTEL CORP	COMMON SHS	458140100	24	1206	DEFINED
INTEL CORP	COMMON SHS	458140100	16048	800000	DEFINED
INTEL CORP	COMMON SHS	458140100	121936	6078549	DEFINED
INTEL CORP	COMMON SHS	458140100	109115	5439416	DEFINED
INTERGRAPH CORP	COMMON SHS	458683109	23095	850000	DEFINED
INTERMAGNETICS GENERAL CORP	COMMON SHS	458771102	7760	335226	DEFINED
INTERMUNE INC	COMMON SHS	45884X103	7196	610348	DEFINED
INTERMUNE INC	COMMON SHS	45884X103	37346	3167600	DEFINED
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	10767	2619600	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	2196	25609	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	6259	73000	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	48014	560000	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	14298	166757	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	216859	2529264	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	43248	504406	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	72470	1897125	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	19100	500000	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	501	13115	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	1316	36618	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	10786	300030	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	25720	636469	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	290076	7178328	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	7307	180830	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3442	85169	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3	65	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2472	61173	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	65	1620	DEFINED
INTL RECTIFIER CORP	COMMON SHS	460254105	240	7000	DEFINED
INTL RECTIFIER CORP	COMMON SHS	460254105	6174	180000	DEFINED
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	6840	480000	DEFINED
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	216	6400	DEFINED
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	8	250	DEFINED
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	1085	32200	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	67	6370	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	138517	13079979	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1791	169100	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1364	128804	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	2888	272669	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	22635	2137399	DEFINED
INTERSIL CORP	COMMON SHS	46069S109	9943	624184	DEFINED
INTERSIL CORP	COMMON SHS	46069S109	90499	5681029	DEFINED

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

INTRAWEST CORP	ORDINARY SHS	460915200	1579	65800	DEFINED
INTRAWEST CORP	COMMON SHS	460915200	10133	535000	DEFINED
INTRAWEST CORP	ORDINARY SHS	460915200	13214	550600	DEFINED
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	2026	213300	DEFINED
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	12035	1266870	DEFINED
INTERVOICE-BRITE INC	COMMON SHS	461142101	12910	1198680	DEFINED
INTEVAC INC	COMMON SHS	461148108	63	10000	DEFINED
INTIER AUTOMOTIVE INC	ORDINARY SHS	46115N104	16689	636500	DEFINED
INTUIT INC	COMMON SHS	461202103	2078	45775	DEFINED
INTUIT INC	COMMON SHS	461202103	21833	480900	DEFINED
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	207	13500	DEFINED
INVISION TECHNOLOGIES INC	COMMON SHS	461851107	265	5900	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	2567	46680	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	715	13009	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	688	12514	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	52609	956700	DEFINED
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	396	8768	DEFINED
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	76110	1686463	DEFINED
IONICS INC	COMMON SHS	462218108	10800	400000	DEFINED
IONICS INC	COMMON SHS	462218108	27	1000	DEFINED
IPAYMENT INC	COMMON SHS	46262E105	402	10000	DEFINED
BANK OF IRELAND	AMER DEP RECPT	46267Q103	235	4345	DEFINED
IRON MOUNTAIN INC	COMMON SHS	462846106	4431	130900	DEFINED
IRON MOUNTAIN INC	COMMON SHS	462846106	73578	2173650	DEFINED
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	409	42148	DEFINED
ISHARES TR DOW JONES SELECT DIVIDEND I	OPEN END MUT FD	464287168	2841	49500	DEFINED
ISHARES TRUST LEHMAN TIPS BOND FUND	CLOSE END MUT F	464287176	662	6350	DEFINED
ISHARES MSCI EMERGING MARKETS INDEX	OPEN END MUT FD	464287234	2415	14000	DEFINED
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	428	3025	DEFINED
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	669	5880	DEFINED
ISHARES TRUST	CLOSE END MUT F	464287697	633	10237	DEFINED
IVANHOE MINES LTD	ORDINARY SHS	46579N103	11563	1628600	DEFINED
IVAX CORP	COMMON SHS	465823102	482	25155	DEFINED
IVAX CORP	COMMON SHS	465823102	5	281	DEFINED
IVAX CORP	CONVERTIBLE BD	465823AG7	4975	5000000	DEFINED
J & J SNACK FOODS CORP	COMMON SHS	466032109	227	5300	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	1	205	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	179	53079	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	4065	1206100	DEFINED
J JILL GROUP INC	COMMON SHS	466189107	15	759	DEFINED
J JILL GROUP INC	COMMON SHS	466189107	20120	1013600	DEFINED
JLG INDUSTRIES INC	COMMON SHS	466210101	7340	436900	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	2688	67649	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	82027	2064600	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	10762	270870	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	994	25025	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	7160	180228	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	13999	352356	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	76657	1929438	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	182018	4581368	DEFINED
JACK IN THE BOX INC	COMMON SHS	466367109	800	25200	DEFINED
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	3776	98603	DEFINED
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	12479	325900	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	14	600	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	14382	625300	DEFINED
JEFFERIES GROUP INC	COMMON SHS	472319102	7	200	DEFINED
JEFFERIES GROUP INC	COMMON SHS	472319102	9631	279400	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	1	20	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	1189	23945	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	590	10475	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	1707	30303	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	56105	996000	DEFINED

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

JOHNSON & JOHNSON	COMMON SHS	478160104	15062	267385	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	193238	3430460	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	310697	5515654	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	2670	47000	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	22724	400000	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	3923	69055	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	332	5850	DEFINED
JONES LANG LASALLE INC	COMMON SHS	48020Q107	51743	1567500	DEFINED
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	7	400	DEFINED
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	496	28300	DEFINED
JOY GLOBAL INC	COMMON SHS	481165108	14501	421800	DEFINED
JOY GLOBAL INC	COMMON SHS	481165108	62	1812	DEFINED
JUNIPER NETWORKS INC	COMMON SHS	48203R104	33217	1407502	DEFINED
JUNIPER NETWORKS INC	COMMON SHS	48203R104	1432	60697	DEFINED
KCS ENERGY INC	COMMON SHS	482434206	71	5072	DEFINED
KCS ENERGY INC	COMMON SHS	482434206	2330	167500	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	153	3680	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	636	15340	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	34456	830659	DEFINED
KT CORP	AMER DEP RECPT	48268K101	20346	1125957	DEFINED
KT CORP	AMER DEP RECPT	48268K101	530216	29342350	DEFINED
KT CORP	AMER DEP RECPT	48268K101	153384	8488341	DEFINED
KT CORP	AMER DEP RECPT	48268K101	11802	653113	DEFINED
KT CORP	AMER DEP RECPT	48268K101	65118	3603671	DEFINED
KT CORP	AMER DEP RECPT	48268K101	815	45120	DEFINED
KT CORP	AMER DEP RECPT	48268K101	3547	196270	DEFINED
K2 INC	COMMON SHS	482732104	8688	607100	DEFINED
K2 INC	COMMON SHS	482732104	41	2900	DEFINED
K V PHARMACEUTICAL CO	COMMON SHS	482740206	280	15621	DEFINED
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	9484	222789	DEFINED
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	98	2300	DEFINED
KANSAS CITY SOUTHERN	COMMON SHS	485170302	44944	2962700	DEFINED
KANSAS CITY SOUTHERN	COMMON SHS	485170302	5	360	DEFINED
KAYDON CORP	COMMON SHS	486587108	11606	403400	DEFINED
KB HOME	COMMON SHS	48666K109	591	7000	DEFINED
KB HOME	COMMON SHS	48666K109	20776	245900	DEFINED
KELLOGG CO	COMMON SHS	487836108	850	19926	DEFINED
KELLWOOD CO	COMMON SHS	488044108	16403	450000	DEFINED
KELLWOOD CO	COMMON SHS	488044108	66	1800	DEFINED
KELLY SERVICES INC	COMMON SHS	488152208	40247	1506800	DEFINED
KEMET CORP	COMMON SHS	488360108	9315	1151383	DEFINED
KENNAMETAL INC	COMMON SHS	489170100	14781	327370	DEFINED
KENNAMETAL INC	COMMON SHS	489170100	14737	326400	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	4522	78985	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	34	600	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	28025	489526	DEFINED
KERYX BIOPHARMACEUTICALS INC	COMMON SHS	492515101	2142	191400	DEFINED
KEY ENERGY SERVICES INC	COMMON SHS	492914106	793	71800	DEFINED
KEYCORP	COMMON SHS	493267108	730	23097	DEFINED
KEYCORP	COMMON SHS	493267108	7413	234600	DEFINED
KEYSPAN CORP	COMMON SHS	49337W100	386	9842	DEFINED
KEYSPAN CORP	COMMON SHS	49337W100	200688	5119600	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	176	4628	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	460	12100	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	22829	600300	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	29259	453000	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5038	78000	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	4878	75517	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	14499	224475	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	12491	193388	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	18822	291400	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	97	1900	DEFINED

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

KIMCO REALTY CORP	REAL EST INV TR	49446R109	344	6700	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	12825	250000	DEFINED
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	6617	141270	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	33232	529000	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	2524	40179	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	19788	315000	DEFINED
KINDRED HEALTHCARE INC	COMMON SHS	494580103	10749	440553	DEFINED
KINDRED HEALTHCARE INC	COMMON SHS	494580103	1580	64772	DEFINED
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	2719	134263	DEFINED
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	6109	335658	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	3886	325429	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	26108	2186600	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	1565	131070	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	8	700	DEFINED
KINROSS GOLD CORP	ORDINARY SHS	496902206	6340	739800	DEFINED
KINROSS GOLD CORP	ORDINARY SHS	496902206	19408	2264684	DEFINED
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	89973	5433181	DEFINED
KNIGHT-RIDDER INC	COMMON SHS	499040103	1471	22481	DEFINED
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	22946	1071250	DEFINED
KOHL'S CORP	COMMON SHS	500255104	13	280	DEFINED
KOHL'S CORP	COMMON SHS	500255104	2901	60201	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1247	54436	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	8551	373264	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	18399	803089	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	408	17824	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	455	14280	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	30161	947256	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	76350	2397929	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	8038	252456	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	2775	87170	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	445	13985	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	24	740	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	3417	323900	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	15567	1475580	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	27162	2574582	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	12661	1200128	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	475	45020	DEFINED
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	10226	1775391	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	18794	592508	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	8643	272490	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	1610	50748	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	8269	260689	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	2255	71096	DEFINED
KROGER CO	COMMON SHS	501044101	28451	1833203	DEFINED
KROGER CO	COMMON SHS	501044101	277424	17875261	DEFINED
KROGER CO	COMMON SHS	501044101	4903	315900	DEFINED
KROGER CO	COMMON SHS	501044101	85495	5508685	DEFINED
KROGER CO	COMMON SHS	501044101	8158	525637	DEFINED
KROGER CO	COMMON SHS	501044101	183	11800	DEFINED
KYOCERA CORP	AMER DEP RECPT	501556203	265	3770	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	157	2540	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	62	1000	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	24201	390900	DEFINED
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	2398	35795	DEFINED
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	137404	2050800	DEFINED
L-3 COMMUNICATIONS CORP	CONVERTIBLE BD	502424AD6	5015	4000000	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	29302	3756700	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	51	6500	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	23356	2994300	DEFINED
LA-Z-BOY INC	COMMON SHS	505336107	8425	555000	DEFINED
LABONE INC	COMMON SHS	50540L105	18076	618400	DEFINED
LABORATORY CORP OF AMERICA HOLDINGS	COMMON SHS	50540R409	409	9350	DEFINED

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

LABRANCHE & CO INC	COMMON SHS	505447102	94	11100	DEFINED
LABRANCHE & CO INC	COMMON SHS	505447102	47	5600	DEFINED
LADISH CO INC	COMMON SHS	505754200	641	70000	DEFINED
LAFARGE NORTH AMERICA INC	COMMON SHS	505862102	28673	611500	DEFINED
LAKELAND BANCORP INC	COMMON SHS	511637100	207	12616	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	2	109	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	24	1100	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	157058	7178137	DEFINED
LAMAR ADVERTISING CO	COMMON SHS	512815101	868	20870	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	29629	702700	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	126	3000	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	22	530	DEFINED
LANDSTAR SYSTEM INC	COMMON SHS	515098101	52168	889024	DEFINED
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	18404	666800	DEFINED
LASERCARD CORP	COMMON SHS	51807U101	6409	699700	DEFINED
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	3808	222015	DEFINED
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	17002	406741	DEFINED
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	4180	100000	DEFINED
LAUREATE EDUCATION INC	COMMON SHS	518613104	2278	61200	DEFINED
LAWSON SOFTWARE INC	COMMON SHS	520780107	11068	1976400	DEFINED
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	6782	450000	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	5	259	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	100	4950	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	77122	3808500	DEFINED
LECG CORP	COMMON SHS	523234102	42	2500	DEFINED
LECG CORP	COMMON SHS	523234102	6539	386700	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	88026	3132600	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	107	3800	DEFINED
LEGG MASON INC	COMMON SHS	524901105	293	5500	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	5740	72000	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	2960	37129	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	30103	377607	DEFINED
LENNAR CORP	COMMON SHS	526057104	22848	480000	DEFINED
LENNAR CORP	COMMON SHS	526057104	176	3700	DEFINED
LENNAR CORP	COMMON SHS	526057104	22672	476300	DEFINED
LENNAR CORP	COMMON SHS	526057302	2102	48000	DEFINED
LENNAR CORP	COMMON SHS	526057302	11	260	DEFINED
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	16658	1115000	DEFINED
LENNOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	6236	5500000	DEFINED
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	57	1000	DEFINED
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	11239	198400	DEFINED
LEVEL 3 COMMUNICATIONS INC	CONVERTIBLE BD	52729NBA7	319	500000	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	89	4085	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	23	1065	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	16715	769900	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	630	7502	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	2419	28800	DEFINED
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	11852	12900000	DEFINED
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	9113	10000000	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	354944	40704538	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	1128	129342	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	3632	416530	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	280	7025	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	13060	327807	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	36322	911700	DEFINED
LIFEPOINT HOSPITALS HLDG	CONVERTIBLE BD	53219LAE9	2488	2500000	DEFINED
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	30	3000	DEFINED
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	3339	333200	DEFINED
LIHIR GOLD LTD	AMER DEP RECPT	532349206	797	50000	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	48	800	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	24020	400000	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	34036	566787	DEFINED

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

ELI LILLY & CO	COMMON SHS	532457108	1107	18428	DEFINED
LINCARE HOLDINGS INC	COMMON SHS	532791100	386	13000	DEFINED
LINCOLN NATIONAL CORP	COMMON SHS	534187109	18313	389642	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	378	10420	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	566	15625	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	144006	3973663	DEFINED
LINENS N THINGS INC	COMMON SHS	535679104	8432	363900	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	611	70228	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	8302	954200	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	57	6600	DEFINED
LIQUIDATION WORLD INC	ORDINARY SHS	53634D203	1977	278500	DEFINED
LIZ CLAIBORNE INC	COMMON SHS	539320101	602	15959	DEFINED
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	2881	91520	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	26710	478840	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	84	1510	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	4427	79374	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	27890	500000	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	6287	112716	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	178259	3195757	DEFINED
LOEWS CORP	COMMON SHS	540424108	211	3600	DEFINED
LOEWS CORP - CAROLINA GROUP	COMMON SHS	540424207	80477	3302300	DEFINED
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	20	410	DEFINED
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	9296	192300	DEFINED
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	16965	448800	DEFINED
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	1058	28000	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	787	14480	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	6848	125991	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	85713	1577057	DEFINED
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	722000	8000000	DEFINED
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1517	478518	DEFINED
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	623	500000	DEFINED
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AH0	653	500000	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1640	91885	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1250	70000	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	11635	651800	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	12	700	DEFINED
LYONDELL CHEMICAL CO	COMMON SHS	552078107	570	25380	DEFINED
LYONDELL CHEMICAL CO	COMMON SHS	552078107	21779	969700	DEFINED
M & T BANK CORP	COMMON SHS	55261F104	1736	18136	DEFINED
MBIA INC	COMMON SHS	55262C100	1073	18440	DEFINED
MBNA CORP	COMMON SHS	55262L100	18348	728076	DEFINED
MDC HOLDINGS INC	COMMON SHS	552676108	26535	363000	DEFINED
MDU RESOURCES GROUP INC	COMMON SHS	552690109	514	19512	DEFINED
MDS INC	ORDINARY SHS	55269P302	54728	2823959	DEFINED
MGIC INVESTMENT CORP	COMMON SHS	552848103	29282	440000	DEFINED
MGIC INVESTMENT CORP	COMMON SHS	552848103	80	1208	DEFINED
MGI PHARMA INC	COMMON SHS	552880106	2135	80000	DEFINED
MGI PHARMA INC	COMMON SHS	552880106	49562	1856944	DEFINED
M/I HOMES INC	COMMON SHS	55305B101	13216	311400	DEFINED
MTS SYSTEMS CORP	COMMON SHS	553777103	11031	519109	DEFINED
MTS SYSTEMS CORP	COMMON SHS	553777103	4754	223700	DEFINED
MACERICH CO	REAL EST INV TR	554382101	388	7280	DEFINED
MACERICH CO	REAL EST INV TR	554382101	320	6000	DEFINED
MACERICH CO	REAL EST INV TR	554382101	68094	1277800	DEFINED
MACK-CALI REALTY CORP	REAL EST INV TR	554489104	70	1575	DEFINED
MACK-CALI REALTY CORP	REAL EST INV TR	554489104	315	7100	DEFINED
MACROVISION CORP	COMMON SHS	555904101	3270	135800	DEFINED
MACROMEDIA INC	COMMON SHS	556100105	29212	1454800	DEFINED
MAGMA DESIGN AUTOMATION INC	COMMON SHS	559181102	1517	100600	DEFINED
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	146083	1559386	DEFINED
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	66	888	DEFINED
MAINE & MARITIMES CORP	COMMON SHS	560377103	786	27100	DEFINED

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

MANDALAY RESORT GROUP	COMMON SHS	562567107	11719	170700	DEFINED
MANDALAY RESORT GROUP	COMMON SHS	562567107	34	500	DEFINED
MANHATTAN ASSOCIATES INC	COMMON SHS	562750109	6208	254200	DEFINED
MANHATTAN ASSOCIATES INC	COMMON SHS	562750109	46	1900	DEFINED
MANITOWOC CO INC	COMMON SHS	563571108	22209	626300	DEFINED
MANPOWER INC	COMMON SHS	56418H100	811	18235	DEFINED
MANPOWER INC	COMMON SHS	56418H100	49749	1118215	DEFINED
MANUFACTURED HOME COMMUNITIES INC	REAL EST INV TR	564682102	76	2300	DEFINED
MANUFACTURED HOME COMMUNITIES INC	REAL EST INV TR	564682102	11162	335800	DEFINED
MANUGISTICS GROUP INC	COMMON SHS	565011103	5424	2279000	DEFINED
MANUGISTICS GROUP INC	COMMON SHS	565011103	38	15900	DEFINED
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	21895	500000	DEFINED
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	208732	3767734	DEFINED
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	556	12704	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	1115	27000	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	933	22600	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	211304	5118800	DEFINED
MARKETWATCH INC	COMMON SHS	570619106	2438	195200	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	969	51650	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	9643	514000	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	197	4300	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	5670	123912	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	15684	342740	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	10103	220783	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	77597	1695747	DEFINED
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1824	45264	DEFINED
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	515	9920	DEFINED
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	55	1052	DEFINED
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	624	12825	DEFINED
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	51460	1136733	DEFINED
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	1782	39369	DEFINED
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	7351	504850	DEFINED
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	49	3350	DEFINED
MASCO CORP	COMMON SHS	574599106	5249	152000	DEFINED
MASCO CORP	COMMON SHS	574599106	12859	372412	DEFINED
MASSEY ENERGY CO	COMMON SHS	576206106	7342	253800	DEFINED
MASSEY ENERGY CO	COMMON SHS	576206106	78	2700	DEFINED
MATRIX SERVICE CO	COMMON SHS	576853105	2540	496000	DEFINED
MATTEL INC	COMMON SHS	577081102	6617	364981	DEFINED
MATTEL INC	COMMON SHS	577081102	51944	2865090	DEFINED
MATTEL INC	COMMON SHS	577081102	4368	240900	DEFINED
MATTEL INC	COMMON SHS	577081102	67255	3709600	DEFINED
MATTEL INC	COMMON SHS	577081102	16	905	DEFINED
MATTEL INC	COMMON SHS	577081102	16317	900000	DEFINED
MATTEL INC	COMMON SHS	577081102	9107	502307	DEFINED
MATTEL INC	COMMON SHS	577081102	3073	169492	DEFINED
MATTEL INC	COMMON SHS	577081102	1421	78400	DEFINED
MAXTOR CORP	COMMON SHS	577729205	420	80810	DEFINED
MAXTOR CORP	COMMON SHS	577729205	132389	25459477	DEFINED
MAXTOR CORP	COMMON SHS	577729205	3543	681360	DEFINED
MAXTOR CORP	COMMON SHS	577729205	1350	259538	DEFINED
MAXTOR CORP	COMMON SHS	577729205	17	3313	DEFINED
MAXTOR CORP	COMMON SHS	577729205	1044	200790	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	303	7173	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	27	639	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	31361	741564	DEFINED
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	2319	90475	DEFINED
MAVERICK TUBE CORP	COMMON SHS	577914104	734	23817	DEFINED
MAXIMUS INC	COMMON SHS	577933104	5962	206951	DEFINED
MAXIMUS INC	COMMON SHS	577933104	202	7000	DEFINED
MAXIMUS INC	COMMON SHS	577933104	22184	770000	DEFINED
MAYTAG CORP	COMMON SHS	578592107	710	38630	DEFINED

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

MCAFEE INC	COMMON SHS	579064106	15	760	DEFINED
MCAFEE INC	COMMON SHS	579064106	4772	237400	DEFINED
MCAFEE INC	COMMON SHS	579064106	30	1500	DEFINED
MCAFEE INC	COMMON SHS	579064106	26858	1336200	DEFINED
MCCLATCHY COMPANY	COMMON SHS	579489105	110	1550	DEFINED
MCCLATCHY COMPANY	COMMON SHS	579489105	7104	100300	DEFINED
MCCORMICK & CO INC	COMMON SHS	579780206	303	8815	DEFINED
MCCORMICK & CO INC	COMMON SHS	579780206	1202	35000	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	7512	268000	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	15233	543459	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	8914	318000	DEFINED
MCG CAPITAL CORP	COMMON SHS	58047P107	30381	1750049	DEFINED
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	17755	222805	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	13	500	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	21	815	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	26516	1033771	DEFINED
MCMORAN EXPLORATION CO	COMMON SHS	582411104	6	428	DEFINED
MCMORAN EXPLORATION CO	COMMON SHS	582411104	361	27737	DEFINED
MEADOWBROOK INSURANCE GROUP INC	COMMON SHS	58319P108	6652	1365900	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	26924	844000	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	115	3590	DEFINED
MEDAREX INC	COMMON SHS	583916101	1563	211800	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1491	48240	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	8992	290995	DEFINED
MEDIACOM COMMUNICATIONS CORP	COMMON SHS	58446K105	1383	211800	DEFINED
MEDICINES CO	COMMON SHS	584688105	1690	70000	DEFINED
MEDICINES CO	COMMON SHS	584688105	60847	2520600	DEFINED
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	10	260	DEFINED
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	12914	330800	DEFINED
MEDIMMUNE INC	COMMON SHS	584699102	1213	51186	DEFINED
MEDIMMUNE INC	COMMON SHS	584699102	15169	640056	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	345	6643	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	6262	120650	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	83131	1601758	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	58156	1120545	DEFINED
MELLON FINANCIAL CORP	COMMON SHS	58551A108	5427	196000	DEFINED
MELLON FINANCIAL CORP	COMMON SHS	58551A108	857	30956	DEFINED
MENS WEARHOUSE INC	COMMON SHS	587118100	15699	540400	DEFINED
MENS WEARHOUSE INC	COMMON SHS	587118100	488	16800	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	38247	797475	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	146	3050	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	921	19200	DEFINED
MERCER INS GROUP INC	COMMON SHS	587902107	232	20000	DEFINED
MERCER INTERNATIONAL INC	COMMON SHS	588056101	4745	545400	DEFINED
MERCHANTS GROUP INC	COMMON SHS	588539106	4418	190000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	10867	329300	DEFINED
MERCK & CO INC	COMMON SHS	589331107	47817	1448994	DEFINED
MERCK & CO INC	COMMON SHS	589331107	2129	64510	DEFINED
MERCK & CO INC	COMMON SHS	589331107	16500	500000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	9254	280421	DEFINED
MERCK & CO INC	COMMON SHS	589331107	154355	4677422	DEFINED
MERCK & CO INC	COMMON SHS	589331107	437913	13270096	DEFINED
MERCURY GENERAL CORP	COMMON SHS	589400100	30639	579300	DEFINED
MERCURY GENERAL CORP	COMMON SHS	589400100	301	5700	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	2397	68711	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	39676	1137510	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	37662	1079750	DEFINED
MERCURY INTERACTIVE CORP	CONVERTIBLE BD	589405AA7	116	117000	DEFINED
MEREDITH CORP	COMMON SHS	589433101	116929	2275776	DEFINED
MEREDITH CORP	COMMON SHS	589433101	51	1000	DEFINED
MERIDIAN RESOURCE CORP	COMMON SHS	58977Q109	1298	147000	DEFINED
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	6144	1127254	DEFINED

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

MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	15103	2771200	DEFINED
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	112933	99500000	DEFINED
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	18779	1242834	DEFINED
MERIDIAN GOLD INC	COMMON SHS	589975101	52275	2978323	DEFINED
MERITAGE HOMES CORP	COMMON SHS	59001A102	83	1050	DEFINED
MERITAGE HOMES CORP	COMMON SHS	59001A102	2877	36605	DEFINED
MERITAGE HOMES CORP	COMMON SHS	59001A102	18306	232900	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	9212	185280	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	118134	2375977	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1512	30420	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	3630	73000	DEFINED
MESA AIR GROUP INC	COMMON SHS	590479101	2295	450000	DEFINED
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	1701	988998	DEFINED
METHANEX CORP	ORDINARY SHS	59151K108	57624	3048866	DEFINED
METHODE ELECTRONICS INC	COMMON SHS	591520200	10410	813950	DEFINED
METLIFE INC	COMMON SHS	59156R108	21142	547000	DEFINED
METLIFE INC	COMMON SHS	59156R108	619	16005	DEFINED
METSO OYJ	AMER DEP RECPT	592671101	2610	201559	DEFINED
METSO OYJ	AMER DEP RECPT	592671101	4	326	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	336	7110	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	17146	363100	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	36403	770918	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	71	1500	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	195624	4142825	DEFINED
MEXICO FUND INC	CLOSE END MUT F	592835102	11683	620800	DEFINED
MICREL INC	COMMON SHS	594793101	1	89	DEFINED
MICREL INC	COMMON SHS	594793101	260	25000	DEFINED
MICREL INC	COMMON SHS	594793101	13113	1259700	DEFINED
MICREL INC	COMMON SHS	594793101	10806	1038000	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	1058	38280	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	3818	138078	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	27650	1000000	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	18674	675380	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	126903	4589620	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	192939	6977896	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	1148	42775	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	68810	2563700	DEFINED
MICROCELL TELECOMMUNICATIONS INC	ORDINARY SHS	59501T874	2024	56841	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	759	53804	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	14	1000	DEFINED
MICROTUNE INC	COMMON SHS	59514P109	5414	1025400	DEFINED
MICROTUNE INC	COMMON SHS	59514P109	8125	1538800	DEFINED
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	3181	29337	DEFINED
MIDLAND CO	COMMON SHS	597486109	10530	385000	DEFINED
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	40	2898	DEFINED
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	31372	2288293	DEFINED
MILLENNIUM CHEMICALS INC	COMMON SHS	599903101	1697	80000	DEFINED
MILLIPORE CORP	COMMON SHS	601073109	19140	400000	DEFINED
MILLIPORE CORP	COMMON SHS	601073109	309	6461	DEFINED
MILLS CORP	REAL EST INV TR	601148109	229	4408	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	200	100000	DEFINED
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	2814	69100	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	13850	235310	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	11819	200800	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	48554	824900	DEFINED
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	2128	1330000	DEFINED
MISSION RESOURCES CORP	COMMON SHS	605109107	24720	3930000	DEFINED
MOLEX INC	COMMON SHS	608554101	112	3750	DEFINED
MOLEX INC	COMMON SHS	608554101	4368	146483	DEFINED
MOLEX INC	COMMON SHS	608554101	203	6812	DEFINED
MOLEX INC	COMMON SHS	608554200	3854	146483	DEFINED
MOLEX INC	COMMON SHS	608554200	150	5718	DEFINED

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

MOLINA HEALTHCARE INC	COMMON SHS	60855R100	515	14500	DEFINED
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	49210	1386200	DEFINED
MONACO COACH CORP	COMMON SHS	60886R103	10457	483000	DEFINED
MONSANTO CO	COMMON SHS	61166W101	31099	853900	DEFINED
MONSANTO CO	COMMON SHS	61166W101	243	6676	DEFINED
MOODY'S CORP	COMMON SHS	615369105	2	30	DEFINED
MOODY'S CORP	COMMON SHS	615369105	17873	244000	DEFINED
MOODY'S CORP	COMMON SHS	615369105	2498	34097	DEFINED
MOODY'S CORP	COMMON SHS	615369105	132354	1806880	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	8558	173581	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	7981	161890	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	5518	111920	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3702	75101	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3057	62000	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3070	62263	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	30250	613585	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	24615	499300	DEFINED
MOTOROLA INC	COMMON SHS	620076109	16670	924031	DEFINED
MOTOROLA INC	COMMON SHS	620076109	494	27400	DEFINED
MOTOROLA INC	COMMON SHS	620076109	135	7490	DEFINED
MOTOROLA INC	COMMON SHS	620076109	6398	354683	DEFINED
MOTOROLA INC	COMMON SHS	620076109	16445	911613	DEFINED
MOTOROLA INC	CONVERT PREF	620076208	45072	900000	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	43637	1016000	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	38710	901290	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	786	18300	DEFINED
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	176	13000	DEFINED
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	62629L104	408	30200	DEFINED
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	190	14512	DEFINED
MURPHY OIL CORP	COMMON SHS	626717102	1003	11558	DEFINED
MYERS INDUSTRIES INC	COMMON SHS	628464109	14334	1309084	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	2726	270725	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	7	720	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1622	90120	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1291	71732	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	7114	395220	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	654	36334	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	7761	431146	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	214	11900	DEFINED
NBTY INC	COMMON SHS	628782104	52	2400	DEFINED
NBTY INC	COMMON SHS	628782104	51112	2370709	DEFINED
NCO GROUP INC	COMMON SHS	628858102	19166	711154	DEFINED
NCO GROUP INC	COMMON SHS	628858102	45295	1680700	DEFINED
NCO GROUP INC	CONVERTIBLE BD	628858AB8	5300	5000000	DEFINED
NS GROUP INC	COMMON SHS	628916108	981	53000	DEFINED
NEC CORP	AMER DEP RECPT	629050204	88	14625	DEFINED
NII HOLDINGS INC	COMMON SHS	62913F201	9853	239090	DEFINED
NII HOLDINGS INC	COMMON SHS	62913F201	73813	1791145	DEFINED
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	58579	2689560	DEFINED
NRG ENERGY INC	COMMON SHS	629377508	203877	7567800	DEFINED
NTL INC	COMMON SHS	62940M104	451540	7274694	DEFINED
NTL INC	COMMON SHS	62940M104	79	1278	DEFINED
NTL INC	COMMON SHS	62940M104	29821	480437	DEFINED
NVR INC	COMMON SHS	62944T105	1102	2000	DEFINED
NVR INC	COMMON SHS	62944T105	56257	102100	DEFINED
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	5052	377600	DEFINED
NACCO INDUSTRIES INC	COMMON SHS	629579103	43988	510600	DEFINED
NACCO INDUSTRIES INC	COMMON SHS	629579103	26	300	DEFINED
NASDAQ 100	OPEN END UT TR	631100104	1458	41488	DEFINED
NASHUA CORP	COMMON SHS	631226107	5249	475000	DEFINED
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2301	67825	DEFINED
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	15166	154757	DEFINED

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

NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	137	1400	DEFINED
NATIONAL CITY CORP	COMMON SHS	635405103	2914	75460	DEFINED
NATIONAL CITY CORP	COMMON SHS	635405103	1173	30362	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	96366	2816900	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	434	12700	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	11093	310035	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	7253	202700	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	20735	579500	DEFINED
NATIONAL FUEL GAS CO	COMMON SHS	636180101	216	7628	DEFINED
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	10238	239045	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	11004	363544	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	61604	2035152	DEFINED
NATIONAL OILWELL INC	COMMON SHS	637071101	33	1000	DEFINED
NATIONAL OILWELL INC	COMMON SHS	637071101	1807	55000	DEFINED
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	3253	261700	DEFINED
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	24435	150000	DEFINED
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	91067	2593750	DEFINED
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	65	1852	DEFINED
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	392	18900	DEFINED
NAVIGANT CONSULTING INC	COMMON SHS	63935N107	8343	379906	DEFINED
NDCHEALTH CORP	COMMON SHS	639480102	820	51100	DEFINED
NEIGHBORCARE INC	COMMON SHS	64015Y104	4790	188956	DEFINED
NEIGHBORCARE INC	COMMON SHS	64015Y104	733	28900	DEFINED
NEKTAR THERAPEUTIC	COMMON SHS	640268108	7139	493000	DEFINED
NEKTAR THERAPEUTIC	COMMON SHS	640268108	10059	694700	DEFINED
NEOSE TECHNOLOGIES INC	COMMON SHS	640522108	2228	297100	DEFINED
NETFLIX COM INC	COMMON SHS	64110L106	207	13400	DEFINED
NETFLIX COM INC	COMMON SHS	64110L106	11765	763000	DEFINED
NETIQ CORP	COMMON SHS	64115P102	17326	1619297	DEFINED
NETIQ CORP	COMMON SHS	64115P102	21	2000	DEFINED
NETIQ CORP	COMMON SHS	64115P102	21109	1972800	DEFINED
NETWORK APPLIANCE INC	COMMON SHS	64120L104	377	16400	DEFINED
NETWORK APPLIANCE INC	COMMON SHS	64120L104	93527	4066412	DEFINED
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	1179	25000	DEFINED
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	20967	444600	DEFINED
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2255	135000	DEFINED
NEW YORK TIMES CO	COMMON SHS	650111107	8574	219281	DEFINED
NEW YORK TIMES CO	COMMON SHS	650111107	8109	207400	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	51	2540	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	715	35700	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	20	1010	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	6047	301764	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	608	30363	DEFINED
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	49	800	DEFINED
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	104897	1712881	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	578677	12709794	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	1808	39721	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	41665	915114	DEFINED
NEWPORT CORP	COMMON SHS	651824104	7769	677300	DEFINED
NEWPORT CORP	COMMON SHS	651824104	34	3000	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	2068	62913	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	1348	41000	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	37948	1154500	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	5190	157900	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	1437	45870	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	79502	2537561	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	7775	248159	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	2134	68100	DEFINED
NEXTERA ENTERPRISES INC	COMMON SHS	65332E101	37	100875	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	809	33930	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	3798	159320	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	92864	3895303	DEFINED

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

NEXTEL COMMUNICATIONS INC	CONVERTIBLE BD	65332VAY9	69086	69000000	DEFINED
NEXTEL PARTNERS INC	COMMON SHS	65333F107	5898	355710	DEFINED
NEXEN INC	ORDINARY SHS	65334H102	172846	3276694	DEFINED
NICOR INC	COMMON SHS	654086107	22	600	DEFINED
NICOR INC	COMMON SHS	654086107	24846	677000	DEFINED
NIKE INC	COMMON SHS	654106103	11595	147150	DEFINED
NIKE INC	COMMON SHS	654106103	13135	166687	DEFINED
NIKE INC	COMMON SHS	654106103	6	78	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	3024	151353	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	12077	604447	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	11991	600164	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	169	8445	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	51	2575	DEFINED
NISOURCE INC	COMMON SHS	65473P105	5920	281787	DEFINED
NISOURCE INC	COMMON SHS	65473P105	290	13803	DEFINED
NISOURCE INC	COMMON SHS	65473P105	239197	11384899	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	314	22900	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	2338	170397	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	18661	1360162	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	73494	5356709	DEFINED
NOBLE ENERGY INC	COMMON SHS	655044105	35	600	DEFINED
NOBLE ENERGY INC	COMMON SHS	655044105	3582	61500	DEFINED
RELIANT ENERGY RESOURCES	CONVERTIBLE BD	655419AC3	10	10000	DEFINED
NORANDA INC	ORDINARY SHS	655422103	131050	5956800	DEFINED
NORANDA INC	ORDINARY SHS	655422103	47	2147	DEFINED
NORANDA INC	COMMON SHS	655422103	84	4800	DEFINED
NORDSTROM INC	COMMON SHS	655664100	1423	37206	DEFINED
NORDSTROM INC	COMMON SHS	655664100	1	37	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	40405	1358600	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	3838	129044	DEFINED
NORSK HYDRO ASA	AMER DEP RECPT	656531605	18189	248351	DEFINED
NORSK HYDRO ASA	AMER DEP RECPT	656531605	44	600	DEFINED
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	17	4070	DEFINED
NORTEL NETWORKS CORP	COMMON SHS	656568102	204	59876	DEFINED
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	216989	223700000	DEFINED
NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	5266	501500	DEFINED
NORTH EUROPEAN OIL ROYALTY TRUST	COMMON SHS	659310106	307	13000	DEFINED
NORTH FORK BANCORP INC	COMMON SHS	659424105	5773	129870	DEFINED
NORTHEAST UTILITIES	COMMON SHS	664397106	33933	1750000	DEFINED
NORTHEAST UTILITIES	COMMON SHS	664397106	76	3900	DEFINED
NORTHERN TRUST CORP	COMMON SHS	665859104	553	13563	DEFINED
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	3120	1300000	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	175735	3295240	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	53330	1000000	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	13396	251186	DEFINED
NORTHWEST AIRLINES CORP	COMMON SHS	667280101	4105	500000	DEFINED
NORTHWEST NATURAL GAS CO	COMMON SHS	667655104	238	7500	DEFINED
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	5778	333000	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	17110	442120	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	20	520	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	50037	1292945	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	6324	135510	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	5749	123179	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	6627	142000	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	1312	28117	DEFINED
NUANCE COMMUNICATIONS INC	COMMON SHS	669967101	6026	1417800	DEFINED
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	171	6435	DEFINED
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	2659	100000	DEFINED
NU SKIN ENTERPRISES INC- CLASS A- P.I.	COMMON SHS	67018T105	6077	275000	DEFINED
NSTAR	COMMON SHS	67019E107	401	8160	DEFINED
NSTAR	COMMON SHS	67019E107	761	15500	DEFINED
NUCOR CORP	COMMON SHS	670346105	143259	1567900	DEFINED

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

NUCOR CORP	COMMON SHS	670346105	257	2810	DEFINED
NUCOR CORP	COMMON SHS	670346105	5654	61880	DEFINED
NUVEEN PREMIUM INCOME MUNICIPAL FUND 4	CLOSE END MUT F	6706K4105	315	25000	DEFINED
NUVELO INC	COMMON SHS	67072M301	6385	646265	DEFINED
OM GROUP INC	COMMON SHS	670872100	219	6000	DEFINED
NUVEEN NEW JERSEY PREMIUM INCOME MUNIC	CLOSE END MUT F	67101N106	196	12598	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	1	11	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	119176	1939077	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	2517	45000	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	344	6150	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	5850	104600	DEFINED
OFFICE DEPOT INC	COMMON SHS	676220106	2	165	DEFINED
OFFICE DEPOT INC	COMMON SHS	676220106	1040	69200	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	42161	1224900	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	13	386	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	549	15950	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	10332	552500	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	11960	639597	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	25211	1348200	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	200589	8013950	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	327032	13065616	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2741	109497	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	75	3000	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	39885	1593476	DEFINED
OMNICARE INC	COMMON SHS	681904108	190	6700	DEFINED
OMNICARE INC	COMMON SHS	681904108	854	30100	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	90385	1237135	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	962	13166	DEFINED
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	11399	805600	DEFINED
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	6	400	DEFINED
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	1746	123400	DEFINED
OMNICARE INC	PREFERRED	68214L201	500	10000	DEFINED
ONEOK INC	COMMON SHS	682680103	86	3300	DEFINED
ONEOK INC	COMMON SHS	682680103	142311	5469300	DEFINED
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	4598	106900	DEFINED
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	25400	233460	DEFINED
ORACLE CORP	COMMON SHS	68389X105	0	40	DEFINED
ORACLE CORP	COMMON SHS	68389X105	5640	500000	DEFINED
ORACLE CORP	COMMON SHS	68389X105	12379	1097442	DEFINED
ORACLE CORP	COMMON SHS	68389X105	3393	300819	DEFINED
OSHKOSH B'GOSH INC	COMMON SHS	688222207	7131	353000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	27389	480000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	342	6000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	69180	1212400	DEFINED
OUTBACK STEAKHOUSE INC	COMMON SHS	689899102	374	9000	DEFINED
OUTBACK STEAKHOUSE INC	COMMON SHS	689899102	187	4500	DEFINED
OVERLAND STORAGE INC	COMMON SHS	690310107	12324	880900	DEFINED
OVERNITE CORP	COMMON SHS	690322102	110	3500	DEFINED
OVERNITE CORP	COMMON SHS	690322102	4457	141800	DEFINED
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	67550	1360800	DEFINED
OWENS & MINOR INC	COMMON SHS	690732102	12054	474564	DEFINED
OWENS & MINOR INC	COMMON SHS	690732102	183	7200	DEFINED
PG&E CORP	COMMON SHS	69331C108	10	327	DEFINED
PG&E CORP	COMMON SHS	69331C108	30402	1000060	DEFINED
PMC-SIERRA INC	COMMON SHS	69344F106	89	10100	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	51800	1276500	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	13	325	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	11526	284030	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4782	88400	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	3160	58418	DEFINED
POSCO	AMER DEP RECPT	693483109	8606	227364	DEFINED
POSCO	AMER DEP RECPT	693483109	45105	1191680	DEFINED

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

POSCO	AMER DEP RECPT	693483109	8828	233245	DEFINED
POSCO	AMER DEP RECPT	693483109	9041	238860	DEFINED
POSCO	AMER DEP RECPT	693483109	11	300	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	41943	1863300	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	186	8250	DEFINED
PPG INDUSTRIES INC	COMMON SHS	693506107	89	1450	DEFINED
PPG INDUSTRIES INC	COMMON SHS	693506107	2849	46490	DEFINED
PPL CORP	COMMON SHS	69351T106	1337	28341	DEFINED
PPL CORP	COMMON SHS	69351T106	187	3971	DEFINED
PPL CORP	COMMON SHS	69351T106	204917	4343300	DEFINED
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	5466	952195	DEFINED
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	17389	3029500	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	191	4800	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	399	10000	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	30916	775800	DEFINED
PACCAR INC	COMMON SHS	693718108	244	3525	DEFINED
PACCAR INC	COMMON SHS	693718108	25210	364731	DEFINED
PACER INTERNATIONAL INC	COMMON SHS	69373H106	11626	708881	DEFINED
PACER INTERNATIONAL INC	COMMON SHS	69373H106	16	1000	DEFINED
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	383	12959	DEFINED
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	1512	41200	DEFINED
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	3733	2000000	DEFINED
PACTIV CORP	COMMON SHS	695257105	63	2694	DEFINED
PACTIV CORP	COMMON SHS	695257105	44220	1901945	DEFINED
PACTIV CORP	COMMON SHS	695257105	32	1370	DEFINED
PACTIV CORP	COMMON SHS	695257105	31	1321	DEFINED
PALL CORP	COMMON SHS	696429307	610	24919	DEFINED
PALL CORP	COMMON SHS	696429307	12240	500000	DEFINED
PALL CORP	COMMON SHS	696429307	524	21423	DEFINED
PALL CORP	COMMON SHS	696429307	171372	7000504	DEFINED
PANERA BREAD CO	COMMON SHS	69840W108	20429	544200	DEFINED
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	10021	1897991	DEFINED
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	11319	577481	DEFINED
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	17987	917700	DEFINED
PARKER HANNIFIN CORP	COMMON SHS	701094104	1	15	DEFINED
PARKER HANNIFIN CORP	COMMON SHS	701094104	484	8221	DEFINED
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	77	1660	DEFINED
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	14167	305000	DEFINED
PATTERSON COS INC	COMMON SHS	703395103	6721	87790	DEFINED
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	42	2200	DEFINED
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	23191	1216085	DEFINED
PAYCHEX INC	COMMON SHS	704326107	625	20730	DEFINED
PAYCHEX INC	COMMON SHS	704326107	17306	574012	DEFINED
PAYCHEX INC	COMMON SHS	704326107	113242	3755945	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	112217	1886000	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	8523	143250	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	126759	2130405	DEFINED
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	15768	287475	DEFINED
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	104	1900	DEFINED
PENN AMERICA GROUP INC	COMMON SHS	707247102	3811	280000	DEFINED
PENN NATIONAL GAMING INC	COMMON SHS	707569109	33152	820595	DEFINED
PENN TRAFFIC CO	COMMON SHS	707832200	19	389598	DEFINED
PENN VIRGINIA RESOURCES PARTNERS LP	LTD PARTNERSHIP	707884102	404	10100	DEFINED
PENNEY JC CO INC	COMMON SHS	708160106	1681	47634	DEFINED
PENTAIR INC	COMMON SHS	709631105	45268	1296700	DEFINED
PEOPLES BANCORP INC	COMMON SHS	709789101	21749	826347	DEFINED
PEOPLES BANCORP INC	COMMON SHS	709789101	71	2700	DEFINED
PEOPLES ENERGY CORP	COMMON SHS	711030106	265	6349	DEFINED
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	191	10752	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	3906	196795	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	21128	1064375	DEFINED
PEP BOYS-MANNY MOE & JACK	COMMON SHS	713278109	907	64800	DEFINED

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

PEP BOYS-MANNY MOE & JACK	COMMON SHS	713278109	11	800	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	64	3200	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	271	13600	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	1990	99999	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	681	34240	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	98	4931	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	161459	8113500	DEFINED
PEPSIAMERICAS INC	COMMON SHS	71343P200	476	24900	DEFINED
PEPSICO INC	COMMON SHS	713448108	362	7446	DEFINED
PEPSICO INC	COMMON SHS	713448108	15	300	DEFINED
PEPSICO INC	COMMON SHS	713448108	95720	1967531	DEFINED
PEPSICO INC	COMMON SHS	713448108	5865	120545	DEFINED
PERFORMANCE FOOD GROUP CO	COMMON SHS	713755106	239	10100	DEFINED
PERFORMANCE FOOD GROUP CO	COMMON SHS	713755106	6596	278300	DEFINED
PERFORMANCE FOOD GROUP CO	CONVERTIBLE BD	713755AA4	5706	5500000	DEFINED
PERICOM SEMICONDUCTOR CORP	COMMON SHS	713831105	7	756	DEFINED
PERICOM SEMICONDUCTOR CORP	COMMON SHS	713831105	9868	1021505	DEFINED
PERKINELMER INC	COMMON SHS	714046109	519	30112	DEFINED
PETRO-CANADA	ORDINARY SHS	71644E102	172848	2629267	DEFINED
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	4400	81850	DEFINED
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	6113	113700	DEFINED
PETROBRAS ENERGIA PARTICIPACIONES SA	AMER DEP RECPT	71646M102	2374	216034	DEFINED
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	3951	150000	DEFINED
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	86	3254	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	49160	1540100	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	37	1170	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	901	28240	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	87	2727	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1972	61780	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	10289	291900	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	57563	1633000	DEFINED
PETROLEUM HELICOPTERS INC	COMMON SHS	716604103	2149	95100	DEFINED
PETROLEUM HELICOPTERS INC	COMMON SHS	716604202	5020	230000	DEFINED
PETROQUEST ENERGY INC	COMMON SHS	716748108	5246	1010708	DEFINED
PETSMART INC	COMMON SHS	716768106	48454	1706725	DEFINED
PFIZER INC	COMMON SHS	717081103	20638	674434	DEFINED
PFIZER INC	COMMON SHS	717081103	323691	10578139	DEFINED
PFIZER INC	COMMON SHS	717081103	14237	465266	DEFINED
PFIZER INC	COMMON SHS	717081103	3360	109798	DEFINED
PFIZER INC	COMMON SHS	717081103	136660	4466000	DEFINED
PFIZER INC	COMMON SHS	717081103	3874	126608	DEFINED
PFIZER INC	COMMON SHS	717081103	61200	2000000	DEFINED
PFIZER INC	COMMON SHS	717081103	24578	803217	DEFINED
PFIZER INC	COMMON SHS	717081103	191270	6250656	DEFINED
PFIZER INC	COMMON SHS	717081103	548774	17933790	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	17982	499500	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	25442	706724	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	83	2300	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	84355	2343200	DEFINED
PHARMION CORP	COMMON SHS	71715B409	2326	45000	DEFINED
PHARMION CORP	COMMON SHS	71715B409	88	1700	DEFINED
PHARMION CORP	COMMON SHS	71715B409	33923	656200	DEFINED
PHELPS DODGE CORP	COMMON SHS	717265102	675	7339	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	2796	111643	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	314	12530	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	3327	132850	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	22048	880525	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	CONVERT PREF	718252703	15	300	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	CONVERT PREF	718252703	1864	37300	DEFINED
PHOTON DYNAMICS INC	COMMON SHS	719364101	152	7500	DEFINED
PHOTON DYNAMICS INC	COMMON SHS	719364101	10197	502300	DEFINED
PIER 1 IMPORTS INC	COMMON SHS	720279108	14665	811100	DEFINED

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

PIER 1 IMPORTS INC	COMMON SHS	720279108	24099	1332900	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1258	30305	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	2023	48737	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	87	2100	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	103256	2488100	DEFINED
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	5517	160000	DEFINED
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	2103	61000	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	5255	119150	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	2859	64820	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	20013	453800	DEFINED
PIXAR	COMMON SHS	725811103	22	275	DEFINED
PIXAR	COMMON SHS	725811103	7890	100000	DEFINED
PLACER DOME INC	ORDINARY SHS	725906101	16670	661500	DEFINED
PLACER DOME INC	ORDINARY SHS	725906101	7	285	DEFINED
PLACER DOME INC	COMMON SHS	725906101	337	16965	DEFINED
PLACER DOME INC	COMMON SHS	725906101	56075	2820655	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	19903	568169	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	5416	154611	DEFINED
POGO PRODUCING CO	COMMON SHS	730448107	712	15000	DEFINED
POLARIS INDUSTRIES INC	COMMON SHS	731068102	100	1800	DEFINED
POLARIS INDUSTRIES INC	COMMON SHS	731068102	3399	60900	DEFINED
POLO RALPH LAUREN CORP	COMMON SHS	731572103	3092	85021	DEFINED
POLYONE CORP	COMMON SHS	73179P106	10528	1400000	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	79	7162	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	19000	1727292	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	77	6978	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	1811	164616	DEFINED
POST PROPERTIES INC	REAL EST INV TR	737464107	344	11500	DEFINED
POTLATCH CORP	COMMON SHS	737628107	95240	2034600	DEFINED
POTLATCH CORP	COMMON SHS	737628107	29	614	DEFINED
POWELL INDUSTRIES INC	COMMON SHS	739128106	3719	220700	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	135913	3180000	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	188	4400	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	11308	264579	DEFINED
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	213	8300	DEFINED
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	25149	346263	DEFINED
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	3991	54953	DEFINED
PRECISION DRILLING CORP	COMMON SHS	74022D100	1242	21600	DEFINED
PREMIER FARNELL PLC	AMER DEP RECPT	74050U107	110	15500	DEFINED
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	12377	720440	DEFINED
PRIDE INTERNATIONAL INC	COMMON SHS	74153Q102	10435	527302	DEFINED
PRIME HOSPITALITY CORP	COMMON SHS	741917108	8553	702800	DEFINED
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	23855	663200	DEFINED
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	101	2795	DEFINED
PRINTRONIX INC	COMMON SHS	742578107	1954	130000	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	272	5020	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	93454	1726800	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	2	45	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	20325	375550	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	84965	1569944	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	34773	642519	DEFINED
PROGRESS ENERGY INC	COMMON SHS	743263105	3544	83710	DEFINED
PROGRESS ENERGY INC	COMMON SHS	743263105	274829	6491000	DEFINED
PROGRESSIVE CORP	COMMON SHS	743315103	208	2450	DEFINED
PROLOGIS	REAL EST INV TR	743410102	300	8509	DEFINED
PROLOGIS	REAL EST INV TR	743410102	1862	52845	DEFINED
PROLOGIS	REAL EST INV TR	743410102	50376	1429500	DEFINED
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4084	152837	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	6384	162400	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	83	2100	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	3514	89400	DEFINED
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1371	70000	DEFINED

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

PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	53680	2741558	DEFINED
PROTEIN DESIGN LABS INC	CONVERTIBLE BD	74369LAD5	6373	5150000	DEFINED
PROVIDENCE & WORCHESTER RAILROAD CO	COMMON SHS	743737108	2259	205000	DEFINED
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	465	24000	DEFINED
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	203	13050	DEFINED
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	97803	6293639	DEFINED
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	332	250000	DEFINED
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	3983	3000000	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	68208	1450000	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	134983	2869536	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	183	3900	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	732	15571	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP INC	COMMON SHS	744573106	2771	65055	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP INC	COMMON SHS	744573106	304654	7151500	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	193	3895	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	869	17542	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	33085	667700	DEFINED
PUGET ENERGY INC	COMMON SHS	745310102	61	2700	DEFINED
PUGET ENERGY INC	COMMON SHS	745310102	144417	6362000	DEFINED
PULTE HOMES INC	COMMON SHS	745867101	79781	1300000	DEFINED
PUTNAM MUNICIPAL OPPORTUNITIES TRUST	CLOSE END MUT F	746922103	381	30000	DEFINED
QUALCOMM INC	COMMON SHS	747525103	493	12620	DEFINED
QUALCOMM INC	COMMON SHS	747525103	78	2000	DEFINED
QUALCOMM INC	COMMON SHS	747525103	26062	667569	DEFINED
QUALCOMM INC	COMMON SHS	747525103	106556	2729404	DEFINED
QUANEX CORP	COMMON SHS	747620102	10138	197700	DEFINED
QUANEX CORP	COMMON SHS	747620102	67	1300	DEFINED
QUEBECOR WORLD INC	ORDINARY SHS	748203106	5677	201300	DEFINED
QUEBECOR WORLD INC	ORDINARY SHS	748203106	61075	2165788	DEFINED
QUEBECOR WORLD INC	ORDINARY SHS	748203106	27766	984603	DEFINED
QUEBECOR WORLD INC	COMMON SHS	748203106	10166	454233	DEFINED
QUEBECOR WORLD INC	ORDINARY SHS	748203106	65888	2336458	DEFINED
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	18466	209313	DEFINED
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	22120	250740	DEFINED
QUEST SOFTWARE INC	COMMON SHS	74834T103	7789	700413	DEFINED
QUEST SOFTWARE INC	COMMON SHS	74834T103	40251	3619700	DEFINED
QUESTAR CORP	COMMON SHS	748356102	831	18133	DEFINED
QUIKSILVER INC	COMMON SHS	74838C106	28092	1105116	DEFINED
QUINENCO SA	AMER DEP RECPT	748718103	1183	103803	DEFINED
R.H. DONNELLEY CORP	COMMON SHS	74955W307	17	340	DEFINED
R.H. DONNELLEY CORP	COMMON SHS	74955W307	251	5092	DEFINED
RLI CORPORATION	COMMON SHS	749607107	61103	1627236	DEFINED
RLI CORPORATION	COMMON SHS	749607107	214	5700	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	21357	1210000	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	14483	820581	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	1487	84270	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	2168	112338	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	6955	360360	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	75563	3915200	DEFINED
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	11000	567900	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	34673	750000	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	3329	72000	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	351	7600	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	3826	82754	DEFINED
RADIO ONE INC	COMMON SHS	75040P108	27	1900	DEFINED
RADIO ONE INC	COMMON SHS	75040P108	1015	71000	DEFINED
RADIO ONE INC	COMMON SHS	75040P405	16080	1130000	DEFINED
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	112	4135	DEFINED
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	16264	600600	DEFINED
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	9846	997600	DEFINED
RANDGOLD & EXPLORATION CO LTD	AMER DEP RECPT	753009307	1768	834060	DEFINED
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	7121	267200	DEFINED

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

RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	40	1500	DEFINED
RAYTHEON CO	COMMON SHS	755111507	71	1870	DEFINED
RAYTHEON CO	COMMON SHS	755111507	346181	9114821	DEFINED
RAYTHEON CO	COMMON SHS	755111507	6157	162120	DEFINED
RAYTHEON CO	COMMON SHS	755111507	4089	107657	DEFINED
RAYTHEON CO	COMMON SHS	755111507	5196	136819	DEFINED
RAYTHEON CO	COMMON SHS	755111507	22788	600000	DEFINED
RAYTHEON CO	COMMON SHS	755111507	6221	163789	DEFINED
RAYTHEON CO	COMMON SHS	755111507	33040	869930	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	96	3325	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	58	2000	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	4022	139900	DEFINED
RECKSON ASSOCIATES REALTY CORP	CONVERT PREF	75621K205	34546	1309786	DEFINED
RED HAT INC	COMMON SHS	756577102	20576	1681053	DEFINED
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	437	10000	DEFINED
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	8110	185700	DEFINED
REED ELSEVIER NV	AMER DEP RECPT	758204101	16550	639013	DEFINED
REED ELSEVIER NV	AMER DEP RECPT	758204101	8	300	DEFINED
REED ELSEVIER PLC	AMER DEP RECPT	758205108	247	6949	DEFINED
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	3373	176600	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	150	3225	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	311	6700	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	26499	570000	DEFINED
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	685	85400	DEFINED
REGIS CORP	COMMON SHS	758932107	314	7800	DEFINED
REGIS CORP	COMMON SHS	758932107	15987	397500	DEFINED
REHABCARE GROUP INC	COMMON SHS	759148109	8117	352453	DEFINED
REHABCARE GROUP INC	COMMON SHS	759148109	17328	752400	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	63421	1597500	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	13423	338100	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	18730	854484	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	19940	909678	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	155	7050	DEFINED
REPUBLIC SERVICES INC	COMMON SHS	760759100	186320	6260750	DEFINED
REPUBLIC SERVICES INC	COMMON SHS	760759100	173	5800	DEFINED
RESEARCH IN MOTION LTD	ORDINARY SHS	760975102	11	110	DEFINED
RESEARCH IN MOTION LTD	COMMON SHS	760975102	42	550	DEFINED
RESEARCH IN MOTION LTD	COMMON SHS	760975102	65187	853900	DEFINED
RESMED INC	COMMON SHS	761152107	12876	270450	DEFINED
RESMED INC	COMMON SHS	761152107	9632	202300	DEFINED
RESOURCES CONNECTION INC	COMMON SHS	76122Q105	13785	364869	DEFINED
RESPIRONICS INC	COMMON SHS	761230101	2656	49700	DEFINED
RETEK INC	COMMON SHS	76128Q109	6010	1317900	DEFINED
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	1146	33688	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	92434	3746800	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	44	1800	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	987	40016	DEFINED
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	1265	50000	DEFINED
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	76	3000	DEFINED
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	5068	200300	DEFINED
RIO TINTO PLC	AMER DEP RECPT	767204100	201	1850	DEFINED
RIO TINTO PLC	AMER DEP RECPT	767204100	1173	10800	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	461	17880	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	7731	300000	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	2020	78400	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	99992	3880177	DEFINED
ROCKFORD CORP	COMMON SHS	77316P101	2162	575000	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	4131	106734	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	3870	100000	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	33	850	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	113786	2940217	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	3714	100000	DEFINED

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

ROCKWELL COLLINS INC	COMMON SHS	774341101	32	875	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	86978	2341900	DEFINED
ROHM & HAAS CO	COMMON SHS	775371107	1815	42249	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	130566	2272300	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	178	3100	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	175	3038	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	15146	263600	DEFINED
ROSS STORES INC	COMMON SHS	778296103	1694	72250	DEFINED
ROSS STORES INC	COMMON SHS	778296103	44379	1893300	DEFINED
ROSTELECOM	AMER DEP RECPT	778529107	3470	256460	DEFINED
ROUSE CO	REAL EST INV TR	779273101	27615	412900	DEFINED
ROUSE CO	REAL EST INV TR	779273101	435	6505	DEFINED
ROUSE CO	REAL EST INV TR	779273101	94	1400	DEFINED
ROUSE CO	REAL EST INV TR	779273101	91746	1371800	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	14409	545800	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	69	2600	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	66443	2516791	DEFINED
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	875	14600	DEFINED
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	197024	3286474	DEFINED
ROYAL BANK OF CANADA	COMMON SHS	780087102	204	4320	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	9520	184500	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	3115	60360	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	436	8450	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	14448	280000	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	44152	855659	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	349292	6769221	DEFINED
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	120	16000	DEFINED
RUSSEL METALS INC	ORDINARY SHS	781903604	7438	576600	DEFINED
RUSS BERRIE & CO INC	COMMON SHS	782233100	36036	1788400	DEFINED
RUSSELL CORP	COMMON SHS	782352108	32358	1921500	DEFINED
RYDER SYSTEMS INC	COMMON SHS	783549108	11445	243307	DEFINED
RYDER SYSTEMS INC	COMMON SHS	783549108	9	200	DEFINED
RYLAND GROUP INC	COMMON SHS	783764103	4364	47100	DEFINED
S & K FAMOUS BRANDS INC	COMMON SHS	783774102	4074	260000	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	30009	1156411	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	64675	2492280	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	18483	712240	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	4993	192423	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9774	376665	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	34653	1335384	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	300380	11575347	DEFINED
SBS TECHNOLOGIES INC	COMMON SHS	78387P103	981	80400	DEFINED
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	101210	107100000	DEFINED
SCP POOL CORP	COMMON SHS	784028102	198	7400	DEFINED
SCP POOL CORP	COMMON SHS	784028102	40	1500	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	9087	467200	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	275507	14164890	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	90175	4636227	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	10877	559230	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	21365	1098480	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	831	42730	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	48	2490	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	208	4015	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	38573	744500	DEFINED
SLM CORP	COMMON SHS	78442P106	3128	70125	DEFINED
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	4137	37015	DEFINED
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	11176	100000	DEFINED
SPSS INC	COMMON SHS	78462K102	4829	362262	DEFINED
SPX CORP	COMMON SHS	784635104	135	3820	DEFINED
SPX CORP	COMMON SHS	784635104	670	18925	DEFINED
SR TELECOM INC	ORDINARY SHS	78464P208	274	101801	DEFINED
SR TELECOM INC	ORDINARY SHS	78464P208	939	349169	DEFINED

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

SABRE HOLDINGS CORP	COMMON SHS	785905100	19624	800000	DEFINED
SABRE HOLDINGS CORP	COMMON SHS	785905100	6	238	DEFINED
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	2112	95000	DEFINED
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	15798	710680	DEFINED
SAFEGWAY INC	COMMON SHS	786514208	11	550	DEFINED
SAFEGWAY INC	COMMON SHS	786514208	473	24515	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	67628	1415700	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	70833	1482803	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	193	4050	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	220	4600	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	42993	900000	DEFINED
ST JUDE MEDICAL INC	COMMON SHS	790849103	617	8195	DEFINED
ST JUDE MEDICAL INC	COMMON SHS	790849103	4599	61100	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	26646	806000	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	191227	5784247	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	5387	162943	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	3969	120048	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	22600	683600	DEFINED
ST PAUL TRAVELERS COMPANIES INC	CONVERT PREF	792860306	2326	37905	DEFINED
SAKS INC	COMMON SHS	79377W108	24201	2008400	DEFINED
SALEM COMMUNICATIONS CORP	COMMON SHS	794093104	550	21733	DEFINED
SALISBURY BANCORP INC	COMMON SHS	795226109	400	9310	DEFINED
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	15193	705972	DEFINED
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	220	18215	DEFINED
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	249	6813	DEFINED
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	11134	304125	DEFINED
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	88	2400	DEFINED
SAP AG	AMER DEP RECPT	803054204	1355	34779	DEFINED
SAP AG	AMER DEP RECPT	803054204	2507	64370	DEFINED
SAP AG	AMER DEP RECPT	803054204	11894	305370	DEFINED
SAP AG	AMER DEP RECPT	803054204	28802	739453	DEFINED
SARA LEE CORP	COMMON SHS	803111103	48	2090	DEFINED
SARA LEE CORP	COMMON SHS	803111103	770	33700	DEFINED
SARA LEE CORP	COMMON SHS	803111103	2629	115000	DEFINED
SARA LEE CORP	COMMON SHS	803111103	4473	195655	DEFINED
SARA LEE CORP	COMMON SHS	803111103	1880	82220	DEFINED
SARA LEE CORP	COMMON SHS	803111103	4340	189836	DEFINED
SARA LEE CORP	COMMON SHS	803111103	15689	686300	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	2927	126616	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	17248	746017	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	34711	1501348	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3334	144217	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	1183	51154	DEFINED
SAVVIS COMMUNICATIONS CORP	COMMON SHS	805423100	31	25053	DEFINED
SCANA CORP	COMMON SHS	80589M102	761	20372	DEFINED
SCANA CORP	COMMON SHS	80589M102	471	12621	DEFINED
HENRY SCHEIN INC	COMMON SHS	806407102	157	2520	DEFINED
HENRY SCHEIN INC	COMMON SHS	806407102	1084	17400	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1784	93620	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	34308	1800000	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	4760	249732	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1	43	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	40	600	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	26924	400000	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	36006	534926	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	11480	170554	DEFINED
SCHOLASTIC CORP	COMMON SHS	807066105	4862	157400	DEFINED
SCHOLASTIC CORP	COMMON SHS	807066105	428	13866	DEFINED
CHARLES SCHWAB CORP	COMMON SHS	808513105	701	76285	DEFINED
SCIENTIFIC ATLANTA INC	COMMON SHS	808655104	206	7950	DEFINED
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	875	45786	DEFINED
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	219	11442	DEFINED

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

SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1876	60844	DEFINED
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	178	5756	DEFINED
SCOTTS CO	COMMON SHS	810186106	2	25	DEFINED
SCOTTS CO	COMMON SHS	810186106	3531	55040	DEFINED
EW SCRIPPS CO	COMMON SHS	811054204	226979	4750504	DEFINED
SEARS ROEBUCK & CO	COMMON SHS	812387108	1091	27386	DEFINED
SEATTLE GENETICS INC	COMMON SHS	812578102	3285	500000	DEFINED
SECURE COMPUTING CORP	COMMON SHS	813705100	6768	891700	DEFINED
SELECT MEDICAL CORP	COMMON SHS	816196109	23785	1771000	DEFINED
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	24180	650000	DEFINED
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	21	559	DEFINED
SEMTECH CORP	COMMON SHS	816850101	19196	1001347	DEFINED
SEMTECH CORP	COMMON SHS	816850101	21	1100	DEFINED
SEMTECH CORP	COMMON SHS	816850101	134577	7020200	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	1	21	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	274	7565	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	165605	4576000	DEFINED
SEMPRA ENERGY	CONVERT PREF	816851208	63468	2000000	DEFINED
SENECA FOODS CORP	COMMON SHS	817070105	2217	121500	DEFINED
SENECA FOODS CORP	COMMON SHS	817070501	4683	256600	DEFINED
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	1677	94100	DEFINED
SEPRACOR INC	COMMON SHS	817315104	488	10000	DEFINED
SEPRACOR INC	COMMON SHS	817315104	8624	176800	DEFINED
SEROLOGICALS CORP	COMMON SHS	817523103	24879	1066400	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	2768	445710	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	808	130100	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	6417	1033300	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1278	205780	DEFINED
SERVICEMASTER CO	COMMON SHS	81760N109	453	35187	DEFINED
SHAW GROUP INC	COMMON SHS	820280105	21865	1822100	DEFINED
SHAW GROUP INC	COMMON SHS	820280105	2543	211900	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	590	13250	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	148200	3329580	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	19762	443998	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	6148	138124	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	5973	134200	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	292	6550	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	32118	721600	DEFINED
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	1	20	DEFINED
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	415	9433	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	246	8590	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	19339	674999	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	15	525	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	7	250	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	26866	937720	DEFINED
SHUFFLE MASTER INC	COMMON SHS	825549108	9665	258000	DEFINED
SHUFFLE MASTER INC	COMMON SHS	825549108	2959	79000	DEFINED
SIEBEL SYSTEMS INC	COMMON SHS	826170102	79	10500	DEFINED
SIEMENS AG	AMER DEP RECPT	826197501	1075	14586	DEFINED
SIEMENS AG	AMER DEP RECPT	826197501	457	6200	DEFINED
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	12066	251738	DEFINED
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	56946	1188100	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	45976	5137000	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	4	432	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	15484	1730109	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	11600	200000	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	1938	33417	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	7250	125000	DEFINED
SIGMATEL INC	COMMON SHS	82661W107	11	500	DEFINED
SIGMATEL INC	COMMON SHS	82661W107	21034	991700	DEFINED
SILICON LABORATORIES INC	COMMON SHS	826919102	93	2800	DEFINED
SILICON LABORATORIES INC	COMMON SHS	826919102	32137	971200	DEFINED

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

SILICON VALLEY BANCSHARES	COMMON SHS	827064106	8802	236800	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	468	8720	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	7416	138285	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	81829	1525800	DEFINED
SIRIUS SATELLITE RADIO INC	CONVERTIBLE BD	82966UAA1	1167	500000	DEFINED
SKYWEST INC	COMMON SHS	830879102	16543	1099200	DEFINED
SKYWEST INC	COMMON SHS	830879102	12	800	DEFINED
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1138	24548	DEFINED
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	2006	43273	DEFINED
SMITH (A.O.) CORP	COMMON SHS	831865209	28139	1155600	DEFINED
SMITH INTERNATIONAL INC	COMMON SHS	832110100	340	5600	DEFINED
SMITH INTERNATIONAL INC	COMMON SHS	832110100	31009	510605	DEFINED
SMITHWAY MOTOR XPRESS CORP	COMMON SHS	832653109	1680	430887	DEFINED
SMUCKER J M CO (THE)	COMMON SHS	832696405	1	14	DEFINED
SMUCKER J M CO (THE)	COMMON SHS	832696405	2118	47688	DEFINED
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	10	500	DEFINED
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	1377	71100	DEFINED
SOCIEDAD QUIMICA Y MINERA DE CHILE SA	DEP RCPT PFD	833635105	4164	86400	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	59	11950	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	254	51244	DEFINED
SOLUTIA INC	COMMON SHS	834376105	386	1484900	DEFINED
SONOCO PRODUCTS CO	COMMON SHS	835495102	14449	546500	DEFINED
SONY CORP	AMER DEP RECPT	835699307	27221	791525	DEFINED
SONY CORP	AMER DEP RECPT	835699307	13910	404477	DEFINED
SONY CORP	AMER DEP RECPT	835699307	52	1500	DEFINED
SONY CORP	AMER DEP RECPT	835699307	33	950	DEFINED
SONY CORP	AMER DEP RECPT	835699307	11973	348144	DEFINED
SONUS NETWORKS INC	COMMON SHS	835916107	9418	1672900	DEFINED
SONUS NETWORKS INC	COMMON SHS	835916107	61	10900	DEFINED
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	460	9637	DEFINED
SOUTHERN CO	COMMON SHS	842587107	2041	68084	DEFINED
SOUTHERN CO	COMMON SHS	842587107	319185	10646600	DEFINED
SOUTHTRUST CORP	COMMON SHS	844730101	385	9250	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	512	37560	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	888	65200	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	4876	358018	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	31392	2304841	DEFINED
SOVEREIGN BANCORP INC	COMMON SHS	845905108	249729	11444945	DEFINED
SOVEREIGN BANCORP INC	COMMON SHS	845905108	1312	60142	DEFINED
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	441	11250	DEFINED
SPARTON CORP	COMMON SHS	847235108	1406	160650	DEFINED
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	6440	183779	DEFINED
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	44690	1275400	DEFINED
SPIRENT PLC	AMER DEP RECPT	84856M209	4438	1031991	DEFINED
SPIRENT PLC	AMER DEP RECPT	84856M209	324	75400	DEFINED
SPRINT CORP	COMMON SHS	852061100	7439	369530	DEFINED
SPRINT CORP	COMMON SHS	852061100	10292	511252	DEFINED
STAAR SURGICAL CO	COMMON SHS	852312305	356	107800	DEFINED
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	49149	690300	DEFINED
STANDARD COMMERCIAL CORP	COMMON SHS	853258101	8308	527500	DEFINED
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	6596	376700	DEFINED
STANLEY WORKS	COMMON SHS	854616109	6	130	DEFINED
STANLEY WORKS	COMMON SHS	854616109	433	10180	DEFINED
STAPLES INC	COMMON SHS	855030102	9894	331780	DEFINED
STARBUCKS CORP	COMMON SHS	855244109	1596	35117	DEFINED
STARBUCKS CORP	COMMON SHS	855244109	3	62	DEFINED
STATE STREET CORP	COMMON SHS	857477103	95837	2243900	DEFINED
STATE STREET CORP	COMMON SHS	857477103	60	1400	DEFINED
STATE STREET CORP	COMMON SHS	857477103	22081	516993	DEFINED
STATE STREET CORP	CONVERT PREF	857477202	3260	16357	DEFINED
STATION CASINOS INC	COMMON SHS	857689103	10858	221401	DEFINED
STERIS CORP	COMMON SHS	859152100	16095	733600	DEFINED

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

STERIS CORP	COMMON SHS	859152100	9638	439304	DEFINED
STERIS CORP	COMMON SHS	859152100	290	13200	DEFINED
STERIS CORP	COMMON SHS	859152100	36635	1669800	DEFINED
STERLING FINANCIAL CORP	COMMON SHS	859319105	389	11050	DEFINED
STET HELLAS TELECOMMUNICATIONS SA	AMER DEP RECPT	859823106	4304	261000	DEFINED
STEWART & STEVENSON SERVICES INC	COMMON SHS	860342104	3391	191900	DEFINED
STILLWATER MINING CO	COMMON SHS	86074Q102	3925	253246	DEFINED
STMICROELECTRONICS NV	NEW YORK SHARES	861012102	319	18450	DEFINED
STORA ENSO OYJ	AMER DEP RECPT	86210M106	16979	1254940	DEFINED
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	4633	183400	DEFINED
STRYKER CORP	COMMON SHS	863667101	22502	468007	DEFINED
STRYKER CORP	COMMON SHS	863667101	13462	280000	DEFINED
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	553	16040	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	5096	235910	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	13536	626652	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	22	1000	DEFINED
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	2041	53440	DEFINED
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	136112	3564064	DEFINED
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	172	5720	DEFINED
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6464	1600000	DEFINED
SUN MICROSYSTEMS INC	COMMON SHS	866810104	2012	498060	DEFINED
SUNCOR ENERGY INC	ORDINARY SHS	867229106	156061	3862900	DEFINED
SUNCOR ENERGY INC	ORDINARY SHS	867229106	150763	3731749	DEFINED
SUNCOR ENERGY INC	COMMON SHS	867229106	461	14400	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	11885	500000	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	3310	139245	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	32	1360	DEFINED
SUNOCO INC	COMMON SHS	86764P109	319	4312	DEFINED
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	11467	326500	DEFINED
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	74	2100	DEFINED
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	173	150000	DEFINED
SUNOPTA INC	ORDINARY SHS	8676EP108	900	115723	DEFINED
SUNOPTA INC	ORDINARY SHS	8676EP108	16	2000	DEFINED
SUNTRUST BANKS INC	COMMON SHS	867914103	4	50	DEFINED
SUNTRUST BANKS INC	COMMON SHS	867914103	4111	58389	DEFINED
SUPERGEN INC	COMMON SHS	868059106	353	57100	DEFINED
SUPERGEN INC	COMMON SHS	868059106	7700	1245900	DEFINED
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	13611	1053510	DEFINED
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	32926	2548452	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	74360	2482800	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	138	4600	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	21	700	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	16682	557000	DEFINED
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	6320	461300	DEFINED
SWIFT ENERGY CO	COMMON SHS	870738101	7610	317628	DEFINED
SWIFT ENERGY CO	COMMON SHS	870738101	69	2900	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	2360	43001	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	68273	1244037	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	54993	1002060	DEFINED
SYMANTEC CORP	CONVERTIBLE BD	871503AB4	6440	2000000	DEFINED
SYMBOL TECHNOLOGIES INC	COMMON SHS	871508107	140	11050	DEFINED
SYMS CORP	COMMON SHS	871551107	15387	1430000	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	16360	1033492	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	37639	2377677	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	7065	446320	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	1041	65785	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	4461	281834	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	43	2700	DEFINED
SYNOPSIS INC	COMMON SHS	871607107	7621	481410	DEFINED
SYSCO CORP	COMMON SHS	871829107	377	12600	DEFINED
SYSCO CORP	COMMON SHS	871829107	12571	420148	DEFINED
SYSCO CORP	COMMON SHS	871829107	57096	1908301	DEFINED

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

TCF FINANCIAL CORP	COMMON SHS	872275102	588	19400	DEFINED
TDK CORP	AMER DEP RECPT	872351408	235	3500	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	64	4700	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	122367	9044110	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	3013	222700	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	702	51870	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	487	36000	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	127182	9400000	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	2336	106000	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	6816	309260	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	446	20220	DEFINED
TXU CORP	COMMON SHS	873168108	10	200	DEFINED
TXU CORP	COMMON SHS	873168108	3047	63595	DEFINED
TXU CORP	COMMON SHS	873168108	165803	3460000	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	1129	158170	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	1038	145355	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	23733	3323941	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	237	33192	DEFINED
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	1715	52300	DEFINED
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	11901	362960	DEFINED
TALISMAN ENERGY INC	COMMON SHS	87425E103	2484	95900	DEFINED
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	3632	254900	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	94	2090	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	157	3500	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	10035	224100	DEFINED
TANOX INC	COMMON SHS	87588Q109	12438	737300	DEFINED
TARGET CORP	COMMON SHS	87612E106	36575	808277	DEFINED
TARGET CORP	COMMON SHS	87612E106	15988	353330	DEFINED
TARGET CORP	COMMON SHS	87612E106	24204	534905	DEFINED
TARGET CORP	COMMON SHS	87612E106	3965	87629	DEFINED
TARGET CORP	COMMON SHS	87612E106	7822	172855	DEFINED
TARGET CORP	COMMON SHS	87612E106	15218	336316	DEFINED
TARGET CORP	COMMON SHS	87612E106	94	2088	DEFINED
TAUBMAN CENTERS INC	REAL EST INV TR	876664103	10229	396000	DEFINED
TAYLOR CAP GROUP INC	COMMON SHS	876851106	3275	136456	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	12138	300000	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	32613	778900	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	8	200	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	22788	685339	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	216	6498	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	240163	7222948	DEFINED
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	265	20012	DEFINED
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	53	4000	DEFINED
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	23	2086	DEFINED
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	18564	1700000	DEFINED
TELECOM CORPORATION OF NEW ZEALAND LTD	AMER DEP RECPT	879278208	3725	117090	DEFINED
TELECOM CORPORATION OF NEW ZEALAND LTD	AMER DEP RECPT	879278208	22	700	DEFINED
TELEFLEX INC	COMMON SHS	879369106	68565	1613300	DEFINED
TELEFLEX INC	COMMON SHS	879369106	140	3300	DEFINED
TELEFLEX INC	COMMON SHS	879369106	21250	500000	DEFINED
TELEFLEX INC	COMMON SHS	879369106	118	2780	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	2371	52691	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	1115	24787	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	163589	3636123	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	20187	448703	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	91325	2029903	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	1528	33960	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	3278	72865	DEFINED
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	1462	139244	DEFINED
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	473	45059	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	126893	3932230	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	545027	16889599	DEFINED

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

TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	221417	6861399	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	18752	581086	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	81817	2535400	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	1849	57298	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	5607	173745	DEFINED
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	455	5400	DEFINED
TELEMIG CELULAR PARTICIPACOES SA	DEP RCPT PFD	87944E105	305	10710	DEFINED
TELIK INC	COMMON SHS	87959M109	1561	70000	DEFINED
TELIK INC	COMMON SHS	87959M109	7881	353400	DEFINED
TELIK INC	COMMON SHS	87959M109	25632	1149400	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	83424	1242350	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	6988	104063	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	10321	153700	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	4103	61101	DEFINED
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	32	2001	DEFINED
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	7134	448424	DEFINED
TEMPLETON CHINA WORLD FUND INC	OPEN END MUT FD	88018X102	80	4309	DEFINED
TEMPLETON CHINA WORLD FUND INC	OPEN END MUT FD	88018X102	2809	150804	DEFINED
TEMPLETON EMERGING MARKETS INCOME FUND	CLOSE END MUT F	880192109	36	2800	DEFINED
TEMPLETON EMERGING MARKETS INCOME FUND	CLOSE END MUT F	880192109	184	14279	DEFINED
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	282	32380	DEFINED
TEMPLETON RUSSIA & EAST EUROPEAN FUND	CLOSE END MUT F	88022F105	420	11042	DEFINED
TENARIS SA	AMER DEP RECPT	88031M109	23117	507053	DEFINED
TENARIS SA	AMER DEP RECPT	88031M109	789	17300	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	5853	542424	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	218808	20278777	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	17214	1595320	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	2988	276880	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	8348	773700	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	201	18600	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	7672	711010	DEFINED
TERADYNE INC	COMMON SHS	880770102	17	1300	DEFINED
TERADYNE INC	COMMON SHS	880770102	2680	200000	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	104	4000	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	9150	352614	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1	56	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1298	50000	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	14070	542200	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	8131	313340	DEFINED
TESMA INTERNATIONAL INC	ORDINARY SHS	881908107	22871	762112	DEFINED
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5118	282000	DEFINED
TEXAS INDUSTRIES INC	COMMON SHS	882491103	41152	800000	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	1	40	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	10959	515000	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	22386	1051985	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	3	140	DEFINED
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	9549	307149	DEFINED
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	61	1960	DEFINED
TEXTRON INC	COMMON SHS	883203101	2	35	DEFINED
TEXTRON INC	COMMON SHS	883203101	33742	525000	DEFINED
TEXTRON INC	COMMON SHS	883203101	264	4109	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	284	10500	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	372	13750	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	164940	6104358	DEFINED
THERMOGENESIS CORP	COMMON SHS	883623209	852	177600	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	39812	1484400	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	952	35480	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	13410	500000	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	7972	297230	DEFINED
THOMAS INDUSTRIES INC	COMMON SHS	884425109	4782	152300	DEFINED
THOMSON CORP	ORDINARY SHS	884903105	13378	304805	DEFINED
THOMSON CORP	COMMON SHS	884903105	194	5600	DEFINED

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

THOMSON CORP	COMMON SHS	884903105	1130	32564	DEFINED
THOR INDUSTRIES INC	COMMON SHS	885160101	17772	671400	DEFINED
THORATEC CORP	COMMON SHS	885175307	3027	314700	DEFINED
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	298	10265	DEFINED
3COM CORP	COMMON SHS	885535104	108	25530	DEFINED
3M CO	COMMON SHS	88579Y101	3099	38756	DEFINED
3M CO	COMMON SHS	88579Y101	63976	800000	DEFINED
3M CO	COMMON SHS	88579Y101	2589	32372	DEFINED
3M CO	COMMON SHS	88579Y101	49975	624925	DEFINED
3M CO	COMMON SHS	88579Y101	26013	325283	DEFINED
TIDEWATER INC	COMMON SHS	886423102	8808	270600	DEFINED
TIDEWATER INC	COMMON SHS	886423102	7	200	DEFINED
TIDEWATER INC	COMMON SHS	886423102	1107	34000	DEFINED
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	6189	641300	DEFINED
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	34	3500	DEFINED
TIFFANY & CO	COMMON SHS	886547108	1211	39396	DEFINED
TIFFANY & CO	COMMON SHS	886547108	39941	1299328	DEFINED
TIFFANY & CO	COMMON SHS	886547108	43166	1404219	DEFINED
TIMBERLAND COMPANY	COMMON SHS	887100105	12399	218300	DEFINED
TIME WARNER INC	COMMON SHS	887317105	286	17700	DEFINED
TIME WARNER INC	COMMON SHS	887317105	155568	9638660	DEFINED
TIME WARNER INC	COMMON SHS	887317105	3906	242000	DEFINED
TIME WARNER INC	COMMON SHS	887317105	21789	1350000	DEFINED
TIME WARNER INC	COMMON SHS	887317105	10060	623280	DEFINED
TIME WARNER INC	COMMON SHS	887317105	4519	280000	DEFINED
TIME WARNER TELECOM INC	COMMON SHS	887319101	1295	269700	DEFINED
TIMKEN CO	COMMON SHS	887389104	36093	1466000	DEFINED
TIMKEN CO	COMMON SHS	887389104	6	250	DEFINED
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	1190	500000	DEFINED
TOLL BROTHERS INC	COMMON SHS	889478103	3245	70050	DEFINED
TOO INC	COMMON SHS	890333107	7967	440900	DEFINED
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	638	21833	DEFINED
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	1169	40000	DEFINED
TORCHMARK CORP	COMMON SHS	891027104	844	15870	DEFINED
TORO CO	COMMON SHS	891092108	10293	150700	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	182	3942	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	2103	45638	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	23957	519789	DEFINED
TORONTO DOMINION BANK	COMMON SHS	891160509	242	6666	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	3	30	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	22306	218318	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	6805	66600	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	6039	59107	DEFINED
TOWER AUTOMOTIVE INC	COMMON SHS	891707101	397	190000	DEFINED
TOWN & COUNTRY TRUST	REAL EST INV TR	892081100	774	30400	DEFINED
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	2192	28700	DEFINED
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	6	75	DEFINED
TOYS R US INC	COMMON SHS	892335100	720	40568	DEFINED
TOYS R US INC	COMMON SHS	892335100	53096	2993011	DEFINED
TOYS R US INC	COMMON SHS	892335100	6381	359700	DEFINED
TOYS R US INC	COMMON SHS	892335100	37875	2135000	DEFINED
TOYS R US INC	COMMON SHS	892335100	1829	103120	DEFINED
TOYS R US INC	COMMON SHS	892335100	1231	69395	DEFINED
TRACTOR SUPPLY CO	COMMON SHS	892356106	60	1900	DEFINED
TRACTOR SUPPLY CO	COMMON SHS	892356106	20313	646100	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	526	85788	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	8326	1358300	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	54	8800	DEFINED
TRANSACTION SYSTEMS ARCHITECTS INC	COMMON SHS	893416107	927	49900	DEFINED
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	4222	77675	DEFINED
TRANSCANADA CORP	ORDINARY SHS	89353D107	441071	15951935	DEFINED
TRANSCANADA CORP	ORDINARY SHS	89353D107	16444	594719	DEFINED

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

TRANSCANADA CORP	ORDINARY SHS	89353D107	25222	912172	DEFINED
TRANSCANADA CORP	COMMON SHS	89353D107	3531	161600	DEFINED
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	48	11650	DEFINED
TRANSPRO INC	COMMON SHS	893885103	1370	263800	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	517	22800	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	43863	1934000	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	4115	226104	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	8290	455500	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	1698	93300	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	7913	229764	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	19658	570800	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	3772	109533	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	41	1200	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	13580	394300	DEFINED
TRIBUNE CO	COMMON SHS	896047107	5349	129991	DEFINED
TRIBUNE CO	COMMON SHS	896047107	2428	59000	DEFINED
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	33	1050	DEFINED
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	82040	2596199	DEFINED
TRIMERIS INC	COMMON SHS	896263100	6030	400646	DEFINED
TRIMERIS INC	COMMON SHS	896263100	25655	1704635	DEFINED
TRINITY INDUSTRIES INC	COMMON SHS	896522109	56321	1806900	DEFINED
TRINITY INDUSTRIES INC	COMMON SHS	896522109	115	3698	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	70	4394	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	287	18000	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	23281	1457821	DEFINED
TRUSTCO BANK CORP NY	COMMON SHS	898349105	12906	1006709	DEFINED
TRUSTCO BANK CORP NY	COMMON SHS	898349105	166	12985	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	14451	467362	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	31	1000	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	116865	3779595	DEFINED
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	3172	1253600	DEFINED
TUPPERWARE CORP	COMMON SHS	899896104	217	12786	DEFINED
TURKCELL ILETISIM HIZMETLERI AS	AMER DEP RECPT	900111204	2655	236826	DEFINED
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	744	500000	DEFINED
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	4219	3000000	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	7039	229598	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	509	16590	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	3724	121460	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	1	25	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	47525	1550052	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	19677	641781	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	5117	166893	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	4292	140000	DEFINED
UCBH HOLDINGS INC	COMMON SHS	90262T308	71123	1820400	DEFINED
UMB FINANCIAL CORP	COMMON SHS	902788108	4452	93400	DEFINED
UMB FINANCIAL CORP	COMMON SHS	902788108	133	2797	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	65	3855	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	718	42506	DEFINED
US BANCORP	COMMON SHS	902973304	7714	266917	DEFINED
US BANCORP	COMMON SHS	902973304	107758	3728652	DEFINED
US BANCORP	COMMON SHS	902973304	6743	233305	DEFINED
US BANCORP	COMMON SHS	902973304	7459	258095	DEFINED
US BANCORP	COMMON SHS	902973304	7695	266267	DEFINED
US BANCORP	COMMON SHS	902973304	26805	927500	DEFINED
URS CORP	COMMON SHS	903236107	4162	156000	DEFINED
URS CORP	COMMON SHS	903236107	13	500	DEFINED
UBIQUITEL INC	COMMON SHS	903474302	40	10000	DEFINED
UBIQUITEL INC	COMMON SHS	903474302	1591	397700	DEFINED
ULTRAPAR PARTICIPACOES SA	AMER DEP RECPT	90400P101	1072	67200	DEFINED
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	7422	328981	DEFINED
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	25854	1146000	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	53863	2223000	DEFINED

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

UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	960	39600	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	342	14100	DEFINED
UNILEVER PLC	AMER DEP RECPT	904767704	40	1207	DEFINED
UNILEVER PLC	AMER DEP RECPT	904767704	159	4812	DEFINED
UNILEVER PLC	AMER DEP RECPT	904767704	18224	551900	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	147	2540	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	10082	174434	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	4341	75101	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	294	5085	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	3000	51905	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	16814	290900	DEFINED
UNION ACCEPTANCE CORP	COMMON SHS	904832102	491	4794594	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	3003	51246	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	17580	300000	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	16048	273858	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	11105	189500	DEFINED
UNIONBANCAL CORP	COMMON SHS	908906100	49725	839800	DEFINED
UNIONBANCAL CORP	COMMON SHS	908906100	30	500	DEFINED
UNISYS CORP	COMMON SHS	909214108	120	11651	DEFINED
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	148	3700	DEFINED
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	14716	368000	DEFINED
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	266	13417	DEFINED
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	8388	423000	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	978	36750	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	19744	742245	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	5804	218200	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	340	35334	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	7301	758900	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	47	4900	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	734	9668	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	94138	1239965	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	10862	143075	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	87034	2313500	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	357	9494	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	839	22300	DEFINED
UNITED STATES STEEL CORP	CONVERT PREF	912909207	618	5000	DEFINED
UNITED STATIONERS INC	COMMON SHS	913004107	41864	964600	DEFINED
UNITED STATIONERS INC	COMMON SHS	913004107	43	1000	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	668	19449	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	7303	212597	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	13438	391200	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	776	8310	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	85872	919600	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	175	1875	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	37352	400000	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	10385	111210	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	49836	533685	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	82001	878138	DEFINED
UNITEDGLOBALCOM INC	COMMON SHS	913247508	270	36194	DEFINED
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	51643	700344	DEFINED
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	25397	344407	DEFINED
UNITRIN INC	COMMON SHS	913275103	10488	252287	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	28960	850000	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	7046	206800	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	44	1300	DEFINED
UNIVERSAL CORP	COMMON SHS	913456109	5580	125000	DEFINED
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	5	120	DEFINED
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	174	4000	DEFINED
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	56655	1302410	DEFINED
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	5850	10000000	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	382	12100	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	14	446	DEFINED

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

UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	789	24975	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	147829	4676668	DEFINED
UNOCAL CORP	COMMON SHS	915289102	944	21958	DEFINED
UNOCAL CORP	COMMON SHS	915289102	996	23174	DEFINED
UNOVA INC	COMMON SHS	91529B106	21117	1502958	DEFINED
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	1	55	DEFINED
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2135	136075	DEFINED
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	19529	1018181	DEFINED
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	10	515	DEFINED
URBAN OUTFITTERS INC	COMMON SHS	917047102	1704	49544	DEFINED
VCA ANTECH INC	COMMON SHS	918194101	516	25000	DEFINED
VCA ANTECH INC	COMMON SHS	918194101	104825	5081190	DEFINED
V F CORP	COMMON SHS	918204108	24725	500000	DEFINED
V F CORP	COMMON SHS	918204108	611	12350	DEFINED
VAIL RESORTS INC	COMMON SHS	91879Q109	27557	1525000	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	141021	5846653	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	4957	205500	DEFINED
VALERO ENERGY CORP	COMMON SHS	91913Y100	400	4988	DEFINED
VALSPAR CORP	COMMON SHS	920355104	15366	329175	DEFINED
VALSPAR CORP	COMMON SHS	920355104	109339	2342305	DEFINED
VALUECLICK INC	COMMON SHS	92046N102	9	1000	DEFINED
VALUECLICK INC	COMMON SHS	92046N102	8065	854300	DEFINED
VAN DER MOOLEN HOLDINGS NV	AMER DEP RECPT	921020103	101	15300	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	3367	125547	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	63120	2353470	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	15351	572358	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	101736	3793281	DEFINED
VARIAN INC	COMMON SHS	922206107	23170	611819	DEFINED
VARIAN INC	COMMON SHS	922206107	131004	3459300	DEFINED
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA	COMMON SHS	922207105	17228	557535	DEFINED
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA	COMMON SHS	922207105	122509	3964700	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	263	7620	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	5	140	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	156961	4540372	DEFINED
VECTREN CORP	COMMON SHS	92240G101	40	1598	DEFINED
VECTREN CORP	COMMON SHS	92240G101	22662	900000	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	127882	4933730	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	2	74	DEFINED
VERITY INC	COMMON SHS	92343C106	1	60	DEFINED
VERITY INC	COMMON SHS	92343C106	51960	4034200	DEFINED
VERISIGN INC	COMMON SHS	92343E102	10	500	DEFINED
VERISIGN INC	COMMON SHS	92343E102	29146	1466100	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1024	26000	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	6966	176886	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	10841	275295	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	66696	1693650	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	274039	6958831	DEFINED
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	3858	367400	DEFINED
VIACOM INC	COMMON SHS	925524100	6800	200000	DEFINED
VIACOM INC	COMMON SHS	925524100	5393	158606	DEFINED
VIACOM INC	COMMON SHS	925524100	581	17100	DEFINED
VIACOM INC	COMMON SHS	925524308	1320	39347	DEFINED
VIACOM INC	COMMON SHS	925524308	77802	2318300	DEFINED
VIACOM INC	COMMON SHS	925524308	1	30	DEFINED
VIACOM INC	COMMON SHS	925524308	3356	100000	DEFINED
VIACOM INC	COMMON SHS	925524308	15994	476586	DEFINED
VIACOM INC	COMMON SHS	925524308	57771	1721435	DEFINED
VIASAT INC	COMMON SHS	92552V100	7907	393406	DEFINED
VIASAT INC	COMMON SHS	92552V100	23620	1175100	DEFINED
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	1835	125000	DEFINED
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	40778	2777800	DEFINED
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	3743	115175	DEFINED

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

VISTEON CORP	COMMON SHS	92839U107	81	10122	DEFINED
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	13368	4896600	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	36107	1497590	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	13067	541956	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	133	5500	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	20808	863035	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	24783	1027900	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	1598	45353	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	9361	265709	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	70	2000	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1343	21427	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1116	17800	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	76438	1219500	DEFINED
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	5459	158000	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	1195	25594	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	3035	65000	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	187	4000	DEFINED
WABASH NATIONAL CORP	COMMON SHS	929566107	6502	236700	DEFINED
WABTEC CORP	COMMON SHS	929740108	9752	521800	DEFINED
WABTEC CORP	COMMON SHS	929740108	41	2200	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	6855	146000	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	25930	552282	DEFINED
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	4554	207000	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	342	6420	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	167	3148	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	16819	316150	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	42003	789535	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	68037	1278883	DEFINED
WALGREEN CO	COMMON SHS	931422109	17293	482637	DEFINED
WALGREEN CO	COMMON SHS	931422109	3	95	DEFINED
WALTER INDUSTRIES INC	COMMON SHS	93317Q105	3036	189505	DEFINED
WARNER CHILCOTT PLC	AMER DEP RECPT	93443W109	383	6900	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	91848	2350250	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6930	177336	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	11474	293593	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9098	232806	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	36296	928772	DEFINED
WASHINGTON POST CO	COMMON SHS	939640108	510318	554693	DEFINED
WASHINGTON POST CO	COMMON SHS	939640108	5417	5888	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	40	1330	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	185	6104	DEFINED
WASTE CONNECTIONS INC	COMMON SHS	941053100	13399	422952	DEFINED
WASTE CONNECTIONS INC	COMMON SHS	941053100	76173	2404450	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	18167	664500	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	40300	1474047	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	1325	48449	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	309	11310	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	3904	142800	DEFINED
WATERS CORP	COMMON SHS	941848103	22050	500000	DEFINED
WATERS CORP	COMMON SHS	941848103	1385	31416	DEFINED
WATERS CORP	COMMON SHS	941848103	121859	2763242	DEFINED
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	15	500	DEFINED
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	50689	1720600	DEFINED
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	9867	367500	DEFINED
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	43	1600	DEFINED
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	327	15000	DEFINED
WEBSense INC	COMMON SHS	947684106	12301	295200	DEFINED
WEBSense INC	COMMON SHS	947684106	5963	143100	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	8120	1526371	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	8275	1555500	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	1183	222390	DEFINED
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	61747	1590600	DEFINED

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

WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	252	2400	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	3871	36832	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	884	8408	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	3678	35000	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	314	5270	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	5107	85649	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	17057	286041	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	50106	840276	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	104993	1760748	DEFINED
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	559	16625	DEFINED
WESCAST INDUSTRIES INC	ORDINARY SHS	950813105	7787	229714	DEFINED
WEST MARINE INC	COMMON SHS	954235107	22278	1042000	DEFINED
WEST MARINE INC	COMMON SHS	954235107	5008	234240	DEFINED
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	70206	3367200	DEFINED
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	25	1200	DEFINED
WESTAR ENERGY INC	COMMON SHS	95709T100	14140	700000	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	9559	1087500	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	28268	3215900	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	3890	442510	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	6735	766240	DEFINED
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	1241	43400	DEFINED
WESTERN WIRELESS CORP	COMMON SHS	95988E204	6553	254900	DEFINED
WESTWOOD ONE INC	COMMON SHS	961815107	2906	147000	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	2116	31826	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	1671	25142	DEFINED
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	44821	11289814	DEFINED
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	18858	4750000	DEFINED
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	10980	4499999	DEFINED
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	2227	912500	DEFINED
WHEELING-PITTSBURGH CORP	COMMON SHS	963142302	783	25000	DEFINED
WHITNEY HOLDING CORP	COMMON SHS	966612103	205	4887	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	2570	29962	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	64539	752286	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	3294	38400	DEFINED
WILD OATS MARKETS INC	COMMON SHS	96808B107	620	71710	DEFINED
WILLIAMS-SONOMA INC	COMMON SHS	969904101	3350	89225	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	9357	258400	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	138	3800	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	479	13222	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	11832	661401	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	4294	240000	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	17507	978600	DEFINED
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	21771	628500	DEFINED
WIPRO LTD	AMER DEP RECPT	97651M109	1580	83630	DEFINED
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1413	44300	DEFINED
WM WRIGLEY JR CO	COMMON SHS	982526105	1811	28600	DEFINED
WYETH	COMMON SHS	983024100	739	19750	DEFINED
WYETH	COMMON SHS	983024100	174885	4676080	DEFINED
WYETH	COMMON SHS	983024100	5112	136688	DEFINED
WYETH	COMMON SHS	983024100	22440	600000	DEFINED
WYETH	COMMON SHS	983024100	10918	291920	DEFINED
WYETH	COMMON SHS	983024100	17073	456505	DEFINED
WYETH	COMMON SHS	983024100	126575	3384359	DEFINED
WYNN RESORTS LTD	COMMON SHS	983134107	15396	297847	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	361	11630	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	32018	1032171	DEFINED
XTO ENERGY INC	COMMON SHS	98385X106	26	800	DEFINED
XTO ENERGY INC	COMMON SHS	98385X106	1310	40325	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	15207	878000	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	213	12310	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	100665	5812050	DEFINED
XANSER CORP	COMMON SHS	98389J103	6860	2800000	DEFINED

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

XILINX INC	COMMON SHS	983919101	254	9390	DEFINED
XILINX INC	COMMON SHS	983919101	1081	40040	DEFINED
XILINX INC	COMMON SHS	983919101	40973	1517532	DEFINED
XEROX CORP	COMMON SHS	984121103	718	50989	DEFINED
YAHOO INC	COMMON SHS	984332106	155	4570	DEFINED
YAHOO INC	COMMON SHS	984332106	54256	1600000	DEFINED
YAHOO INC	COMMON SHS	984332106	530	15640	DEFINED
YAHOO INC	COMMON SHS	984332106	88706	2615921	DEFINED
YAMANA GOLD INC	ORDINARY SHS	98462Y100	8580	2640000	DEFINED
YORK INTERNATIONAL CORP	COMMON SHS	986670107	21860	692000	DEFINED
YUM! BRANDS INC	COMMON SHS	988498101	1144	28147	DEFINED
ZALE CORP	COMMON SHS	988858106	42954	1528600	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	2065	26132	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	5059	64000	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	54043	683739	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	34837	440756	DEFINED
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	5186	125215	DEFINED
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	317	4400	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	11700	292056	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	607874	15174099	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	212027	5292730	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	7	180	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	2776	69300	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	1524	38040	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	75	1880	DEFINED
AMDOCS LTD	COMMON SHS	G02602103	68	3115	DEFINED
AMDOCS LTD	COMMON SHS	G02602103	73853	3383100	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	487	18740	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	3901	150020	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	13	500	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	1758	64986	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	2100	77649	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	22845	844545	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	9131	337561	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	46318	1712300	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	88417	3268654	DEFINED
BUNGE LTD	COMMON SHS	G16962105	333	8340	DEFINED
BUNGE LTD	COMMON SHS	G16962105	88536	2214500	DEFINED
BUNGE LTD	COMMON SHS	G16962105	11641	291160	DEFINED
BUNGE LTD	COMMON SHS	G16962105	199626	4993139	DEFINED
CREDICORP LTD	ORDINARY SHS	G2519Y108	6934	493900	DEFINED
CREDICORP LTD	ORDINARY SHS	G2519Y108	3427	244100	DEFINED
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	4579	61599	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	1670	54500	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	353	11520	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	31743	1035646	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	292	4300	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	34053	501000	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	190	2800	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	557	8190	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	57414	1510500	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	20119	529300	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	13165	346360	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	15075	396600	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	4285	164000	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	26079	711000	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	47718	1300921	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	4451	121350	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	85310	2325800	DEFINED
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	4247	89690	DEFINED
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	3101	65500	DEFINED
NOBLE CORP	COMMON SHS	G65422100	39	876	DEFINED

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

NOBLE CORP	COMMON SHS	G65422100	336799	7492750	DEFINED
NOBLE CORP	COMMON SHS	G65422100	403	8960	DEFINED
NOBLE CORP	COMMON SHS	G65422100	2687	59773	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	176	3220	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	446	8150	DEFINED
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	713	13825	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	30584	2262100	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	231649	17133825	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	25864	1913010	DEFINED
SINA CORP	ORDINARY SHS	G81477104	2358	92500	DEFINED
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	27636	2800000	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	2057	57500	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	136	3805	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	2771	77440	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	3487	97447	DEFINED
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	114	2230	DEFINED
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	1684	33000	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	17826	33890	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	694934	1321167	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	636	1209	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	4524	8600	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E990	338780	677966	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	351426	9396418	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2878	76960	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	63629	1701300	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	4563	122000	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	174	4650	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	4058	108510	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	28479	384904	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	574645	7766529	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	186232	2516983	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	23941	323572	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	1	15	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	11853	160200	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	2032	27458	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	4520	61090	DEFINED
XOMA LTD	COMMON SHS	G9825R107	30	13000	DEFINED
ALCON INC	ORDINARY SHS	H01301102	60	750	DEFINED
ALCON INC	ORDINARY SHS	H01301102	12030	150000	DEFINED
UBS AG	ORDINARY SHS	H8920M855	1101	15654	DEFINED
UBS AG	ORDINARY SHS	H8920M855	1017	14465	DEFINED
UBS AG	ORDINARY SHS	H8920M855	21529	306117	DEFINED
UBS AG	ORDINARY SHS	H8920M855	538	7650	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	29511	1739038	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	231155	13621370	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	162745	9590145	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	12626	744030	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	23013	1356085	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	1253	73825	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	4506	265522	DEFINED
ORBOTECH LTD	ORDINARY SHS	M75253100	18269	1044540	DEFINED
RADVIEW SOFTWARE LTD	COMMON SHS	M81867109	27	143000	DEFINED
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	11159	477301	DEFINED
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	27663	1183200	DEFINED
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	560	42139	DEFINED
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	58	4400	DEFINED
ASML HOLDING NV	NEW YORK SHARES	N07059111	35149	2731100	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	51	2590	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	13909	710379	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	38054	1943500	DEFINED
CORE LABORATORIES NV	COMMON SHS	N22717107	1	30	DEFINED
CORE LABORATORIES NV	COMMON SHS	N22717107	22131	900000	DEFINED

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

BANCO LATINOAMERICANO DE EXPORTACIONES	ORDINARY SHS	P16994132	1403	91400	DEFINED
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	2650	119900	DEFINED
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	5693	257600	DEFINED
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	9572	433100	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	468	10726	DEFINED
STELMAR SHIPPING LTD	ORDINARY SHS	V8726M103	9074	240000	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1	75	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1079	81450	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1325	100000	DEFINED
OMI CORP	COMMON SHS	Y6476W104	16340	1020000	DEFINED
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	95332	2212400	DEFINED

GRAND TOTAL

98862201

*** RECORD TOTALS ***

RECS READ:	224,833
RECS SELECTED:	108,413
LINE ITEMS:	3,814