

FRANKLIN RESOURCES INC  
 Form 4  
 April 04, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROCKER CHARLES**

2. Issuer Name and Ticker or Trading Symbol  
**FRANKLIN RESOURCES INC [BEN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/31/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O BEI TECHNOLOGIES, INC., ONE POST STREET, SUITE 2500**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**SAN FRANCISCO, CA 94104**

(City) (State) (Zip)

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

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

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Deferred Director's Fees (FRI)	\$ 0	03/31/2005		A	100.1457	02/12/2014 <sup>(1)</sup>	02/12/2014 <sup>(1)</sup>	Common Stock, par value \$ .10
Deferred Director's Fees (FTCI)	\$ 0	03/31/2005		A	109.2498	02/12/2014 <sup>(3)</sup>	02/12/2014 <sup>(3)</sup>	Common Stock, par value \$ .10

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROCKER CHARLES C/O BEI TECHNOLOGIES, INC. ONE POST STREET, SUITE 2500 SAN FRANCISCO, CA 94104	X			

**Signatures**

/s/ CROCKER, CHARLES 04/04/2005  
 \*\*Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees based upon the performance of Issuer's stock (including reinvested dividends) payable in cash on the earlier of Mr. Crocker's ceasing to be a director or February 12, 2014.
  - (2) Represents the equivalent amount of Franklin Resources, Inc.'s common stock under the director's deferred compensation arrangement as of the transaction date.
  - (3) Represents a hypothetical investment account calculation of deferred Fiduciary Trust Company International director's fees based upon the performance of Issuer's stock (including reinvested dividends) payable in cash on the earlier of Mr. Crocker's ceasing to be a director or February 12, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.