

JOHNSON RUPERT H JR
Form 5
November 14, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JOHNSON RUPERT H JR

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2005

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

C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 944031906

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$.10 | 12/21/2004 | ^ | G | 45,000 D \$ 0 | 35,207,965 | D | ^ |
| Common Stock, par value \$.10 | 12/21/2004 | ^ | G | 7,250 D \$ 0 | 35,200,715 | D | ^ |
| | 12/21/2004 | ^ | G | 2,900 D \$ 0 | 35,197,815 | D | ^ |

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| | | | | | | | | | | |
|-------------------------------|------------|---|---|--------|---|------|--------------------------|---|---|------------------------|
| Common Stock, par value \$.10 | | | | | | | | | | |
| Common Stock, par value \$.10 | 12/21/2004 | Â | G | 2,900 | D | \$ 0 | 35,194,915 | D | Â | |
| Common Stock, par value \$.10 | 12/21/2004 | Â | G | 1,450 | D | \$ 0 | 35,193,465 | D | Â | |
| Common Stock, par value \$.10 | 12/21/2004 | Â | G | 1,450 | D | \$ 0 | 35,192,015 | D | Â | |
| Common Stock, par value \$.10 | 12/20/2004 | Â | G | 43,523 | D | \$ 0 | 338,211 ⁽¹⁾ | I | | By Foundation |
| Common Stock, par value \$.10 | 12/21/2004 | Â | G | 45,000 | A | \$ 0 | 383,211 | I | | By Foundation |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 2,155,245 | I | | By IRA |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 6,072.739 ⁽²⁾ | I | | By Profit Sharing Plan |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 3,372 ⁽³⁾ | I | | By Spouse |

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

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

SEC 2270 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Date | Title Amount or Number | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON RUPERT H JR C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906 | X | X | Vice Chairman | |

Signatures

/s/ JOHNSON, JR.,
RUPERT H. 11/14/2005

**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) Mr. Johnson disclaims beneficial ownership of these shares, which are held by a private foundation of which Mr. Johnson is a trustee.
- (2) Shares represent a pro-rata number of shares equivalent to Mr. Johnson's percentage of ownership of the holdings of the Franklin Resources, Inc. Profit Sharing Plan as of September 30, 2004. Mr. Johnson disclaims beneficial ownership of such shares.
- (3) Shares are held by a member of Mr. Johnson's immediate family. Mr. Johnson disclaims any beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.