

JOHNSON RUPERT H JR  
Form 4  
November 27, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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. Date of Earliest Transaction (Month/Day/Year)  
11/23/2018

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 Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |   |
| Common Stock, par value \$.10   | 11/23/2018                           |  | S                              | 323,000 D \$ 32.42  | 103,653,045   | D  |   |
| Common Stock, par value \$.10   | 11/23/2018                           |  | S                              | 193,000 D \$ 32.42  | 563,735   | I  | By IRA  |
| Common Stock, par value \$.10   |                                      |  |                                |   | 24,553.6808   | I  | By 401(k)<br><u>(1)</u> <u>(2)</u>                    |



## Edgar Filing: JOHNSON RUPERT H JR - Form 4

On December 5, 2017, pursuant to a required minimum distribution from the Franklin Templeton 401(k) Retirement Plan, the Reporting Person's plan balance was reduced by 925.9910 shares on such date per such required withdrawal.

- (3) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.

### **Remarks:**

Copy of Limited Power of Attorney included as Exhibit 24.

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.