

FRANKLIN RESOURCES INC

Form 13F-HR

August 10, 2007

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] 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: Maria Gray
Title: Secretary (Acting)
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ Maria Gray San Mateo, California August 9, 2007

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).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 16

Form 13F Information Table Entry Total: 3,992

Form 13F Information Table Value Total: \$ 185,749,544
(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.
C	28-11763	TEMPLETON ASSET MANAGEMENT LTD.
D	28-11753	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-11761	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-11855	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-11755	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
N	28-1231	FRANKLIN TEMPLETON INSTITUTIONAL, LLC
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-11744	TEMPLETON CAPITAL ADVISORS LTD.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

FORM 13F INFORMATION TABLE
FOR PERIOD ENDED 06/30/2007
REPORTING MANAGER: FRANKLIN RES

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL MENT DISCRETION
3COM CORP	COM	885535104	112	27225 SH	DEFINE
3M CO	COM	88579Y101	11873	136800 SH	DEFINE
3M CO	COM	88579Y101	1983	22847 SH	DEFINE
3M CO	COM	88579Y101	74205	855000 SH	DEFINE
3M CO	COM	88579Y101	35264	406312 SH	DEFINE
3M CO	COM	88579Y101	30312	349257 SH	DEFINE
3M CO	COM	88579Y101	786179	9058411 SH	DEFINE
3M CO	COM	88579Y101	304	3500 SH	DEFINE
3M CO	COM	88579Y101	55	630 SH	DEFINE

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

3SBIO INC	SPONSORED ADR	88575Y105	259	26900	SH	DEFINE
A.O. SMITH CORP	COM	831865209	51853	1299900	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	257	11350	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1200	53090	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	81147	1515349	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	30758	574377	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	9602	179310	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	3476	64918	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	21420	400000	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	25942	484444	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	43439	811182	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	3473	64850	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2036	38013	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2266	42313	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	16553	309120	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	120	2250	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	13	240	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	30166	9699770	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	30432	9785267	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	6531	2100100	SH	DEFINE
ABM INDUSTRIES INC	COM	000957100	89347	3461726	SH	DEFINE
ABN AMRO HOLDING NV	SPONSORED ADR	000937102	436	9497	SH	DEFINE
ABX AIR INC	COM	00080S101	14710	1825000	SH	DEFINE
ACADIA PHARMACEUTICALS INC	COM	004225108	2534	185400	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	846942	19746837	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	5710	133124	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	8544	199210	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	724	16870	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	117439	2738150	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	8286	193190	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	1323	30840	SH	DEFINE
ACCURAY INC	COM	004397105	339	15300	SH	DEFINE
ACE LTD	COM	G0070K103	728836	11657641	SH	DEFINE
ACE LTD	COM	G0070K103	384933	6156950	SH	DEFINE
ACE LTD	COM	G0070K103	4101	65592	SH	DEFINE
ACE LTD	COM	G0070K103	2207	35300	SH	DEFINE
ACE LTD	COM	G0070K103	776	12409	SH	DEFINE
ACE LTD	COM	G0070K103	2015	32222	SH	DEFINE
ACE LTD	COM	G0070K103	10043	160632	SH	DEFINE
ACE LTD	COM	G0070K103	89926	1438353	SH	DEFINE
ACE LTD	COM	G0070K103	114	1830	SH	DEFINE
ACE LTD	COM	G0070K103	162	2590	SH	DEFINE
ACTEL CORP	COM	004934105	15074	1083665	SH	DEFINE
ACTIVISION INC	COM	004930202	2666	142784	SH	DEFINE
ACTIVISION INC	COM	004930202	157	8400	SH	DEFINE
ACTIVISION INC	COM	004930202	170284	9120719	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	1071	27200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	15401	390984	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	99775	2533000	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	118	3000	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	19	490	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COM	000886309	7541	411403	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	184	4580	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	305	7600	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	28187	702051	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	93286	2323430	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	96	2400	SH	DEFINE
ADVANCE AUTO PARTS	COM	00751Y106	43902	1083195	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COM	00765H107	1507	564559	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	3100	88888	SH	DEFINE
AECOM TECHNOLOGY CORP	COM	00766T100	1409	56800	SH	DEFINE
AECOM TECHNOLOGY CORP	COM	00766T100	8949	360700	SH	DEFINE

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

AEGEAN MARINE PETROLEUM NETWORK IN	COM		Y0017S102	3043	160000	SH	DEFINE
AEGON NV	ORD AMER REG		007924103	2	97	SH	DEFINE
AEGON NV	ORD AMER REG		007924103	472	24011	SH	DEFINE
AERCAP HOLDINGS NV	COM		N00985106	1136	35500	SH	DEFINE
AES CORP	COM		00130H105	2192	100180	SH	DEFINE
AETERNA ZENTARIS INC	COM		007975204	1362	393600	SH	DEFINE
AETNA INC	COM		00817Y108	491	9944	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COM		008190100	235	4150	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM		008252108	3024	23486	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM		008252108	4545	35299	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM		008252108	181982	1413339	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM		008252108	245	1900	SH	DEFINE
AFFYMAX INC	COM		00826A109	2389	88600	SH	DEFINE
AFFYMETRIX INC	NOTE	0.750%12/1	00826TAF5	10225	10000000	PRN	DEFINE
AFLAC INC	COM		001055102	175708	3418450	SH	DEFINE
AFLAC INC	COM		001055102	1327	25815	SH	DEFINE
AFLAC INC	COM		001055102	4369	85000	SH	DEFINE
AFLAC INC	COM		001055102	4168	81090	SH	DEFINE
AFLAC INC	COM		001055102	30815	599520	SH	DEFINE
AFLAC INC	COM		001055102	60830	1183470	SH	DEFINE
AFLAC INC	COM		001055102	211	4100	SH	DEFINE
AFLAC INC	COM		001055102	32	620	SH	DEFINE
AGILE SOFTWARE CORP	COM		00846X105	14180	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COM		00846X105	23044	2859100	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM		00846U101	15376	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM		00846U101	4025	104720	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM		00846U101	46014	1197040	SH	DEFINE
AGL RESOURCES INC	COM		001204106	24	600	SH	DEFINE
AGL RESOURCES INC	COM		001204106	60720	1500000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM		008474108	47450	1300000	SH	DEFINE
AIR FRANCE-KLM	SPONSORED ADR		009119108	25570	550000	SH	DEFINE
AIR FRANCE-KLM	*W EXP 11/05/200		009119116	6705	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM		009158106	1688	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM		009158106	40185	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM		009158106	10476	130350	SH	DEFINE
AIRGAS INC	COM		009363102	47823	998400	SH	DEFINE
AIRGAS INC	COM		009363102	41	861	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM		00971T101	1505	30932	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM		00971T101	817	16800	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM		00971T101	129277	2657830	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR		010199305	44	518	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR		010199305	12957	150966	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR		010199305	2	26	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR		010199305	58	675	SH	DEFINE
ALAMO GROUP INC	COM		011311107	2646	105000	SH	DEFINE
ALASKA AIR GROUP INC	COM		011659109	37628	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM		011659109	13930	500000	SH	DEFINE
ALBERTO-CULVER CO	COM		013078100	70963	2991700	SH	DEFINE
ALCAN INC	COM		013716105	64652	743983	SH	DEFINE
ALCAN INC	COM		013716105	139977	1630282	SH	DEFINE
ALCAN INC	COM		013716105	155457	1912135	SH	DEFINE
ALCAN INC	COM		013716105	22468	258547	SH	DEFINE
ALCAN INC	COM		013716105	1850	22756	SH	DEFINE
ALCAN INC	COM		013716105	4065	50000	SH	DEFINE
ALCAN INC	COM		013716105	73	840	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR		013904305	3	189	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR		013904305	715	51043	SH	DEFINE
ALCOA INC	COM		013817101	5759	142100	SH	DEFINE
ALCOA INC	COM		013817101	60199	1485283	SH	DEFINE
ALCOA INC	COM		013817101	2032	50138	SH	DEFINE
ALCOA INC	COM		013817101	1760	43415	SH	DEFINE
ALCOA INC	COM		013817101	2527	62339	SH	DEFINE

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

ALCOA INC	COM	013817101	37887	934800	SH	DEFINE
ALCON INC	COM	H01301102	67	500	SH	DEFINE
ALCON INC	COM	H01301102	13491	100000	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	7074	133195	SH	DEFINE
ALEXANDER'S INC	COM	014752109	200436	495823	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	5443	120800	SH	DEFINE
ALKERMES INC	COM	01642T108	1667	114200	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	323646	796178	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	2	5	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	41	102	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	11395	370700	SH	DEFINE
ALLERGAN INC	COM	018490102	46112	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	10234	177550	SH	DEFINE
ALLERGAN INC	COM	018490102	16928	293684	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	136473	1765959	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	3	40	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	81	1050	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COM	018772103	40000	3980100	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	18337	210552	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1916	22000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	261	3000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	740	8500	SH	DEFINE
ALLIANCEBERNSTEIN INCOME FUND	COM	01881E101	110	13386	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	62	1600	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	173077	4455000	SH	DEFINE
ALLIED CAPITAL CORP	COM	01903Q108	545	17595	SH	DEFINE
ALLIED IRISH BANKS PLC	SPON ADR COM	019228402	5590	101705	SH	DEFINE
ALLIED IRISH BANKS PLC	SPON ADR COM	019228402	1250	22741	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	PFD CV D 6.25%	019589704	17036	48000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	150	5874	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	163028	6398280	SH	DEFINE
ALLSTATE CORP	COM	020002101	11755	191100	SH	DEFINE
ALLSTATE CORP	COM	020002101	123	2000	SH	DEFINE
ALLSTATE CORP	COM	020002101	21881	355737	SH	DEFINE
ALLSTATE CORP	COM	020002101	7127	115861	SH	DEFINE
ALLTEL CORP	COM	020039103	112146	1660195	SH	DEFINE
ALLTEL CORP	COM	020039103	592	8765	SH	DEFINE
ALLTEL CORP	COM	020039103	17482	258804	SH	DEFINE
ALLTEL CORP	COM	020039103	46079	682150	SH	DEFINE
ALLTEL CORP	COM	020039103	169	2500	SH	DEFINE
ALLTEL CORP	COM	020039103	28	410	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	777976	11091756	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	1	13	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	2665	38000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	18350	261620	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	18323	261241	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	12179	173640	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	119	1700	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	20	290	SH	DEFINE
ALZA CORP	SDCV	7/2 02261WAB5	1276875	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	6126	105330	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	4589	78900	SH	DEFINE
AMAZON.COM INC	COM	023135106	3640	53210	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	10	190	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	84	1575	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	6312	118600	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	777	14600	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	224	4200	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	3665	68872	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	8501	97500	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	131	1500	SH	DEFINE
AMDOCS LTD	COM	G02602103	4	105	SH	DEFINE

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

AMDOCS LTD	COM	G02602103	1935	48600	SH	DEFINE
AMEDISYS INC	COM	023436108	1015	27935	SH	DEFINE
AMEREN CORP	COM	023608102	2	31	SH	DEFINE
AMEREN CORP	COM	023608102	590	12030	SH	DEFINE
AMEREN CORP	COM	023608102	3483	71073	SH	DEFINE
AMEREN CORP	COM	023608102	768270	15675771	SH	DEFINE
AMEREN CORP	COM	023608102	191	3900	SH	DEFINE
AMEREN CORP	COM	023608102	28	580	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	929	15000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	254	4105	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	63183	1020226	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	169793	2741690	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	454955	7346274	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1858	30000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	867	14000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	34062	550000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COM	024061103	36285	1225000	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COM	02553E106	274	10684	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	2063	45800	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	483315	10730800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	29934	489278	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1215334	17354472	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	54728	781491	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	44651	637600	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	259698	3708377	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	285885	4082318	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	5196	74193	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2451	35000	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	32318	461493	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	118590	1693417	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	49487	706650	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2344	33470	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	14360	205058	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	149884	2140284	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	123	1760	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	16306	232841	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2000	28566	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874907	140	2000	SH	CALL DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	5903	327240	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	99096	5493110	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	NOTE 3.250% 7/0	02744MAA6	16838	15000000	PRN	DEFINE
AMERICAN NATIONAL INSURANCE CO	COM	028591105	126475	828800	SH	DEFINE
AMERICAN PACIFIC CORP	COM	028740108	10374	678500	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	1115	18900	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	327	7780	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	4830	115000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	21492	511725	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	124373	2961254	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	420	10000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	1176	28000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	35506	1026185	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	4689	73766	SH	DEFINE
AMETEK INC	COM	031100100	1415	35666	SH	DEFINE
AMETEK INC	COM	031100100	1019	25675	SH	DEFINE
AMETEK INC	COM	031100100	77472	1952430	SH	DEFINE
AMGEN INC	COM	031162100	645895	11681942	SH	DEFINE
AMGEN INC	COM	031162100	25401	459420	SH	DEFINE
AMGEN INC	COM	031162100	1	16	SH	DEFINE
AMGEN INC	COM	031162100	51530	932000	SH	DEFINE
AMGEN INC	COM	031162100	19229	347790	SH	DEFINE
AMGEN INC	COM	031162100	28613	517514	SH	DEFINE
AMGEN INC	COM	031162100	50178	907540	SH	DEFINE

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

AMGEN INC	COM	031162100	1954	35340	SH	DEFINE
AMGEN INC	COM	031162100	7011	126800	SH	DEFINE
AMGEN INC	COM	031162100	86754	1569075	SH	DEFINE
AMGEN INC	COM	031162100	21	380	SH	DEFINE
AMGEN INC	NOTE 0.375% 2/0	031162AQ3	45784	5170000	PRN	DEFINE
AMICUS THERAPEUTICS INC	COM	03152W109	1463	127200	SH	DEFINE
AMR CORP	COM	001765106	28458	1080000	SH	DEFINE
AMR CORP	COM	001765106	13	488	SH	DEFINE
AMREP CORP	COM	032159105	285	6000	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	4996	96093	SH	DEFINE
ANADIGICS INC	COM	032515108	5550	402460	SH	DEFINE
ANADIGICS INC	COM	032515108	2413	175000	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	4241	112666	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	218	5800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	29302	4121185	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	14937	2100800	SH	DEFINE
ANGLO AMERICAN PLC	ADR	03485P102	43	1480	SH	DEFINE
ANGLO AMERICAN PLC	ADR	03485P201	18952	645958	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	119	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	137066	3624173	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	51122	980100	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	1820	34895	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	4748	91037	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	37698	722730	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	45151	865620	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	256	4900	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	33	640	SH	DEFINE
ANSOFT CORP	COM	036384105	5460	185160	SH	DEFINE
ANSYS INC	COM	03662Q105	2117	79880	SH	DEFINE
ANTHRACITE CAP INC	COM	037023108	11700	1000000	SH	DEFINE
AON CORP	COM	037389103	3463	81261	SH	DEFINE
AON CORP	COM	037389103	32970	773763	SH	DEFINE
AON CORP	COM	037389103	16305	382660	SH	DEFINE
AON CORP	COM	037389103	94	2199	SH	DEFINE
AON CORP	COM	037389103	2386	55990	SH	DEFINE
AON CORP	COM	037389103	4234	99361	SH	DEFINE
AON CORP	COM	037389103	103054	2418534	SH	DEFINE
APAC CUSTOMER SERVICES INC	COM	00185E106	1143	470500	SH	DEFINE
APACHE CORP	COM	037411105	9050	110920	SH	DEFINE
APACHE CORP	COM	037411105	32402	397131	SH	DEFINE
APEX SILVER MINES LTD	COM	G04074103	4036	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	69461	2496800	SH	DEFINE
APOLLO GROUP INC	COM	037604105	69053	1181811	SH	DEFINE
APOLLO GROUP INC	COM	037604105	36	623	SH	DEFINE
APOLLO GROUP INC	COM	037604105	5549	94970	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	4304	200000	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	11	500	SH	DEFINE
APPLE INC	COM	037833100	307	2516	SH	DEFINE
APPLE INC	COM	037833100	124237	1018000	SH	DEFINE
APPLE INC	COM	037833100	215	1760	SH	DEFINE
APPLE INC	COM	037833100	57332	469779	SH	DEFINE
APPLE INC	COM	037833100	136300	1116850	SH	DEFINE
APPLE INC	COM	037833100	61	500	SH	DEFINE
APPLE INC	COM	037833100	9	70	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1606	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	770	25200	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COM	03820C105	47552	1611949	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	1788	90000	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	3068	154414	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	587	29550	SH	DEFINE
APTARGROUP INC	COM	038336103	36641	1030400	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	244	10866	SH	DEFINE

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

AQUILA INC	COM	03840P102	66715	16311838	SH	DEFINE
AQUILA INC	COM	03840P102	964	235760	SH	DEFINE
AQUILA INC	COM	03840P102	858	209710	SH	DEFINE
AQUILA INC	COM	03840P102	50	12140	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD	038496204	12056	182005	SH	DEFINE
ARBOR REALTY TRUST INC	COM	038923108	22145	858000	SH	DEFINE
ARCELOR MITTAL	NY REG SH CL A	03937E101	1804	28906	SH	DEFINE
ARCH COAL INC	COM	039380100	22550	648000	SH	DEFINE
ARCH COAL INC	COM	039380100	320	9200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	7258	219327	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	2298	38875	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	1371	23200	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	414	7000	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	7669	129741	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	148	8800	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	4176	247829	SH	DEFINE
ARGON ST INC	COM	040149106	11281	486024	SH	DEFINE
ARGON ST INC	COM	040149106	16229	699220	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	2767	504000	SH	DEFINE
ARIBA INC	COM	04033V203	2	227	SH	DEFINE
ARIBA INC	COM	04033V203	1088	109800	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	COM	G0474B105	4670	480000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	2897	101000	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	10518	209738	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	61422	1224769	SH	DEFINE
ARQULE INC	COM	04269E107	4673	662800	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	3	157	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	9242	525400	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	19867	1129426	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	241	13700	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	1001	26050	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3452	1297636	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	75188	2696830	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	10	366	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	16498	1402900	SH	DEFINE
ASHLAND INC	COM	044209104	15725	245894	SH	DEFINE
ASHLAND INC	COM	044209104	363	5669	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	71667	2553150	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	10965	390643	SH	DEFINE
ASSURANT INC	COM	04621X108	51048	866400	SH	DEFINE
ASSURANT INC	COM	04621X108	119	2019	SH	DEFINE
ASSURANT INC	COM	04621X108	18194	308800	SH	DEFINE
ASTEC INDUSTRIES INC	COM	046224101	7774	184131	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1	22	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	725	13548	SH	DEFINE
AT&T INC	COM	00206R102	12418	299220	SH	DEFINE
AT&T INC	COM	00206R102	3533	85127	SH	DEFINE
AT&T INC	COM	00206R102	3320	80000	SH	DEFINE
AT&T INC	COM	00206R102	26069	628178	SH	DEFINE
AT&T INC	COM	00206R102	55955	1348306	SH	DEFINE
AT&T INC	COM	00206R102	1834480	44204332	SH	DEFINE
AT&T INC	COM	00206R102	1546	37255	SH	DEFINE
AT&T INC	COM	00206R102	35718	860671	SH	DEFINE
AT&T INC	COM	00206R102	168	4050	SH	DEFINE
AT&T INC	COM	00206R102	21	516	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	82	2669	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	36071	1169620	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COM	049079205	14635	511000	SH	DEFINE
ATMI INC	COM	00207R101	1919	63970	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	45094	1500148	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	19	641	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	170140	5660000	SH	DEFINE

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

ATWOOD OCEANICS INC	COM	050095108	24676	359600	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	2	22	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	14	200	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	SPONSORED ADR	052528304	2961	24050	SH	DEFINE
AUTODESK INC	COM	052769106	167	3556	SH	DEFINE
AUTODESK INC	COM	052769106	5498	116780	SH	DEFINE
AUTODESK INC	COM	052769106	49336	1047910	SH	DEFINE
AUTODESK INC	COM	052769106	282	6000	SH	DEFINE
AUTODESK INC	COM	052769106	706	15000	SH	DEFINE
AUTOLIV INC	COM	052800109	1377	24213	SH	DEFINE
AUTOLIV INC	COM	052800109	2059	36200	SH	DEFINE
AUTOLIV INC	COM	052800109	822	14450	SH	DEFINE
AUTOLIV INC	COM	052800109	14854	261200	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	38776	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	11393	235053	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	13	110	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	349	2935	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	273	2300	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	1629	13700	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	606	5100	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	10263	86328	SH	DEFINE
AVAYA INC	COM	053499109	60753	3607648	SH	DEFINE
AVAYA INC	COM	053499109	11405	677240	SH	DEFINE
AVAYA INC	COM	053499109	1246	74000	SH	DEFINE
AVAYA INC	COM	053499109	86	5130	SH	DEFINE
AVAYA INC	COM	053499109	14202	843359	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1947	29290	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	30714	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1028	15470	SH	DEFINE
AVOCENT CORP	COM	053893103	55186	1902300	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	866	23554	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	677	18430	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	19181	521941	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	35497	824749	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	461	10710	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	946	21980	SH	DEFINE
AXCAN PHARMA INC	COM	054923107	40166	1945068	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	1397	34370	SH	DEFINE
BAIDU.COM	SPON ADR REP A	056752108	17	100	SH	DEFINE
BAIDU.COM	SPON ADR REP A	056752108	3578	21300	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1511	17955	SH	DEFINE
BAKER HUGHES INC	COM	057224107	4375	52000	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	2149	43600	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	25	500	SH	DEFINE
BALDWIN & LYONS INC	COM	057755209	5930	228264	SH	DEFINE
BALL CORPORATION	COM	058498106	548	10300	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	SPONSORED ADR	05946K101	7056	289435	SH	DEFINE
BANCO BRADESCO SA	SPON ADR PFD	059460303	17278	716636	SH	DEFINE
BANCO BRADESCO SA	SPON ADR PFD	059460303	488014	20241148	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	COM	P16994132	51474	2737983	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	3997	121600	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	16772	912533	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	697	37940	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	28331	579489	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	32598	666759	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	15465	316327	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	3412	69786	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	4400	90000	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	23352	477638	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	57818	1182609	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	905786	18527020	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1662	33990	SH	DEFINE

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

BANK OF AMERICA CORP	COM	060505104	6896	141042	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	122087	2497180	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	12399	253615	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1127	23050	SH	DEFINE
BANK OF HAWAII CORP	COM	062540109	681	13178	SH	DEFINE
BANK OF IRELAND	SPONSORED ADR	46267Q103	223	2750	SH	DEFINE
BANK OF MONTREAL	COM	063671101	306651	4483209	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	454552	10968910	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	15293	369043	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	218140	5264000	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	22425	541134	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	18713	451575	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	632	15260	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	9165	221153	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	64528	1557137	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	10153	245001	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	1143	27575	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	413739	7973393	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	749	15332	SH	DEFINE
BANKUNITED FINANCIAL CORP	COM	06652B103	379	18900	SH	DEFINE
BANKUNITED FINANCIAL CORP	COM	06652B103	8355	416300	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	4392	78717	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	172	3075	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	3	94	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	11201	328000	SH	DEFINE
BARNES & NOBLES INC	COM	067774109	273	7100	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	567	18310	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	30371	980341	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	22378	722338	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	434	14927	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	286214	9845689	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	10056	76935	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	1304	9980	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	12241	896800	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	14	1000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	22536	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2671	47413	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2738	48600	SH	DEFINE
BBVA BANCO FRANCES SA	SPONSORED ADR	07329M100	20606	1920450	SH	DEFINE
BCE INC	COM	05534B760	253719	6289524	SH	DEFINE
BCE INC	COM	05534B760	94003	2333020	SH	DEFINE
BCE INC	COM	05534B760	42042	1042200	SH	DEFINE
BCE INC	COM	05534B760	9076	240167	SH	DEFINE
BCE INC	COM	05534B760	94247	2336325	SH	DEFINE
BCE INC	COM	05534B760	1685	44597	SH	DEFINE
BCE INC	COM	05534B760	1581	41008	SH	DEFINE
BCE INC	COM	05534B760	0	1	SH	DEFINE
BCE INC	COM	05534B760	81074	2011173	SH	DEFINE
BCE INC	COM	05534B760	4400	109074	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	150733	1076665	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	1381	9862	SH	DEFINE
BEARINGPOINT INC	COM	074002106	8343	1141250	SH	DEFINE
BEARINGPOINT INC	COM	074002106	2402	328586	SH	DEFINE
BEARINGPOINT INC	COM	074002106	23303	3187870	SH	DEFINE
BEARINGPOINT INC	COM	074002106	13599	1860300	SH	DEFINE
BEARINGPOINT INC	COM	074002106	9901	1354424	SH	DEFINE
BEAZER HOMES USA INC	COM	07556Q105	76130	3085915	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	433	6700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	108912	1461912	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1810	24300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1108	14877	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	2966	82407	SH	DEFINE

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

BEMIS COMPANY INC	COM	081437105	129375	3899189	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	12156	366373	SH	DEFINE
BENCHMARK ELECTRONICS INC	COM	08160H101	38353	1695550	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1344	41297	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	446986	4083	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	5474	50	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	25179	230	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1286621	356899	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	18	5	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	19680	5459	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1485	412	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	1298	27807	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	24005	514363	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	51674	1107219	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250% 1/1	086516AF8	41155	37895000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	6796	869088	SH	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	8	1000	SH	DEFINE
BG GROUP PLC	ADR FIN INST N	055434203	7669	93770	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	8052	134765	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	20182	791447	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	14341	562400	SH	DEFINE
BIG LOTS INC	COM	089302103	45601	1550000	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	6144	166828	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	29	775	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	166942	4532770	SH	DEFINE
BIODEL INC	COM	09064M105	2665	134600	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	21400	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6768	126500	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	33199	620544	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	5719	318760	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	4587	255700	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/2	09061GAD3	20473	19000000	PRN	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	156	6200	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	24788	986800	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	716	28500	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	394	15700	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	6486	258192	SH	DEFINE
BIOMET INC	COM	090613100	1120	24500	SH	DEFINE
BIOVAIL CORP	COM	09067J109	536	21100	SH	DEFINE
BISYS GROUP INC	COM	055472104	123	10400	SH	DEFINE
BJ SERVICES CO	COM	055482103	9472	333062	SH	DEFINE
BJ'S RESTAURANT INC	COM	09180C106	10462	530000	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	5339	60456	SH	DEFINE
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	604	21300	SH	DEFINE
BLACKROCK INC	COM	09247X101	16	100	SH	DEFINE
BLACKROCK INC	COM	09247X101	30028	191760	SH	DEFINE
BLACKROCK MUNIHOLDINGS INSURED FUN	COM	09254A101	163	13000	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	COM	09249U105	526	36750	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	6931	1608230	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	0	79	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	3125	725007	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	8126	268190	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	14865	490580	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	335	11060	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	21274	577300	SH	DEFINE
BOEING CO	COM	097023105	1	12	SH	DEFINE
BOEING CO	COM	097023105	100487	1045000	SH	DEFINE
BOEING CO	COM	097023105	323	3360	SH	DEFINE
BOEING CO	COM	097023105	16243	168914	SH	DEFINE
BOEING CO	COM	097023105	32379	336720	SH	DEFINE
BOEING CO	COM	097023105	106	1100	SH	DEFINE
BOEING CO	COM	097023105	16	170	SH	DEFINE

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

BORG WARNER INC	COM	099724106	2102	24427	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2655	26000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	276	2700	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	1491	14600	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	480	4700	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	7305	71526	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	775530	50556067	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	38135	2485974	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	113045	7369309	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2459	160279	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	22611	1474020	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1867	121693	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	819	53400	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	991	64630	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	6764	440940	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	81068	5284761	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	40	2600	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2139	139440	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	74	4840	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	16011	1296454	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	669	54130	SH	DEFINE
BOWATER INC	COM	102183100	20726	830720	SH	DEFINE
BOWATER INC	COM	102183100	70791	2837300	SH	DEFINE
BOWATER INC	COM	102183100	27145	1087988	SH	DEFINE
BOWATER INC	COM	102183100	2	85	SH	DEFINE
BOWATER INC	COM	102183100	3095	124050	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30525	423140	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3571	49500	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	31829	441210	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	29435	408021	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	25263	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8931	123807	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	77203	1070180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	484059	6710000	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COM	055630107	4349	60265	SH	DEFINE
BRADY CORP	COM	104674106	280902	7563322	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	11	390	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	14376	503000	SH	DEFINE
BRE PROPERTIES INC	COM	05564E106	1246	21007	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	38112	1207600	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	12	365	SH	DEFINE
BRINKS COMPANY	COM	109696104	244	3950	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	752228	23834840	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	46567	1475521	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	180053	5705086	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2811	89078	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	28137	891541	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	19194	608185	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	457620	14500000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2612	82760	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	4356	138021	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	141925	4496994	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	103	3270	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	2450	49440	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	15033	303390	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	84109	1697450	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	711	14355	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	5596	112940	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	8708	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	21	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	22823	442485	SH	DEFINE

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

BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	3	51	SH	DEFINE
BROADCOM CORP	COM	111320107	796	27227	SH	DEFINE
BROADCOM CORP	COM	111320107	1770	60500	SH	DEFINE
BROADRIDGE FINANCIAL SOLUTIONS LLC	COM	11133T103	3824	200000	SH	DEFINE
BROADRIDGE FINANCIAL SOLUTIONS LLC	COM	11133T103	773	40453	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	155	3400	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	1736	38100	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	10	240	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	96986	2276141	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	41	1035	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	4950	124050	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	6	232	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	1882	77400	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	24690	1015650	SH	DEFINE
BROWN & BROWN INC	COM	115236101	13472	535870	SH	DEFINE
BROWN FORMAN CORP	COM	115637100	50963	671720	SH	DEFINE
BROWN FORMAN CORP	COM	115637209	113792	1557087	SH	DEFINE
BROWN FORMAN CORP	COM	115637209	222	3040	SH	DEFINE
BROWN SHOE CO INC	COM	115736100	40862	1680181	SH	DEFINE
BRUNSWICK CORP	COM	117043109	34509	1057600	SH	DEFINE
BUCKEYE PARTNERS LP	UNIT LTD PARTN	118230101	332	6460	SH	DEFINE
BUNGE LTD	COM	G16962105	160736	1902200	SH	DEFINE
BUNGE LTD	COM	G16962105	6	73	SH	DEFINE
BUNGE LTD	COM	G16962105	1690	20000	SH	DEFINE
BUNGE LTD	COM	G16962105	16935	200413	SH	DEFINE
BUNGE LTD	COM	G16962105	15276	180779	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	48530	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	43567	511706	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	1898	36134	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	1302	24800	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	168081	3200327	SH	DEFINE
C R BARD INC	COM	067383109	2339	28303	SH	DEFINE
C R BARD INC	COM	067383109	1388	16800	SH	DEFINE
C R BARD INC	COM	067383109	132542	1604045	SH	DEFINE
CA, INC.	COM	12673P105	316	12237	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	134203	3708276	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	29	800	SH	DEFINE
CABOT CORP	COM	127055101	46159	968100	SH	DEFINE
CABOT CORP	COM	127055101	14720	308717	SH	DEFINE
CABOT CORP	COM	127055101	523	10970	SH	DEFINE
CABOT CORP	COM	127055101	4	83	SH	DEFINE
CADBURY SCHWEPPEES PLC	ADR	127209302	95	1750	SH	DEFINE
CADBURY SCHWEPPEES PLC	ADR	127209302	21119	388926	SH	DEFINE
CADBURY SCHWEPPEES PLC	ADR	127209302	285	5240	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	502547	22884647	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	21036	957909	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	4268	194353	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1885	85830	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	22	1000	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2435	110886	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	5098	232129	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	74816	3406944	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2740	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1446	65852	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	10366	854600	SH	DEFINE
CAE INC	COM	124765108	2949	207673	SH	DEFINE
CAE INC	COM	124765108	31324	2348111	SH	DEFINE
CAE INC	COM	124765108	9709	683745	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	21464	999249	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COM	130788102	14996	400000	SH	DEFINE
CAMECO CORP	COM	13321L108	918	17000	SH	DEFINE
CAMECO CORP	COM	13321L108	54	1000	SH	DEFINE

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

CAMECO CORP	COM	13321L108	21620	424690	SH	DEFINE
CAMECO CORP	COM	13321L108	1218	24000	SH	DEFINE
CAMECO CORP	COM	13321L108	1416	26500	SH	DEFINE
CAMECO CORP	COM	13321L108	609	12000	SH	DEFINE
CAMECO CORP	COM	13321L108	24300	450000	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	978	25187	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	270582	2818857	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	267	2982	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	151	2969	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	363519	6706992	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	9642	189327	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	32258	633380	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	256324	3621417	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	13	200	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	123401	1677326	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	91	1318	SH	DEFINE
CANON INC	ADR	138006309	7236	123405	SH	DEFINE
CANON INC	ADR	138006309	17235	293919	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	2	24	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	2353	30000	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	630	8030	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	11331	144455	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	67597	861768	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	243	3100	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	32	410	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	12	351	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	14370	420900	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	3631	147652	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	2211	89896	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	6542	266040	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	225244	9159975	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	164	6687	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	26	1052	SH	DEFINE
CAPITALSOURCE INC	BCV 4.000% 7/1	14055XAE2	2347500	20000000	PRN	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	21192	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1415	20030	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1787	25295	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	499	7060	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	5212	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	1119	114700	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	4779	518928	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	529	15650	SH	DEFINE
CARLISLE COMPANIES INC	COM	142339100	314688	6766024	SH	DEFINE
CARNIVAL CORP	COM	143658300	15449	316770	SH	DEFINE
CARNIVAL CORP	COM	143658300	2743	56246	SH	DEFINE
CARNIVAL CORP	COM	143658300	27555	565000	SH	DEFINE
CARNIVAL CORP	COM	143658300	2893	59325	SH	DEFINE
CARNIVAL CORP	COM	143658300	1495	30655	SH	DEFINE
CARNIVAL CORP	COM	143658300	96757	1983946	SH	DEFINE
CARNIVAL CORP	COM	143658300	5363	109970	SH	DEFINE
CARNIVAL CORP	COM	143658300	107552	2205280	SH	DEFINE
CARNIVAL CORP	BCV 2.000% 4/1	143658AN2	44071	34770000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COM	147448104	15202	1410161	SH	DEFINE
CASEYS GENERAL STORES INC	COM	147528103	54564	2001600	SH	DEFINE
CATERPILLAR INC	COM	149123101	2071	26445	SH	DEFINE
CATERPILLAR INC	COM	149123101	1845	23560	SH	DEFINE
CATERPILLAR INC	COM	149123101	15774	201456	SH	DEFINE
CATERPILLAR INC	COM	149123101	60094	767480	SH	DEFINE
CATERPILLAR INC	COM	149123101	86	1100	SH	DEFINE
CATERPILLAR INC	COM	149123101	14	180	SH	DEFINE
CATO CORP	COM	149205106	9873	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	2112	432000	SH	DEFINE

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

CB RICHARD ELLIS GROUP INC	COM	12497T101	329	9000	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COM	124830100	6284	174300	SH	DEFINE
CBS CORP	COM	124857103	3333	100000	SH	DEFINE
CBS CORP	COM	124857103	257	7709	SH	DEFINE
CBS CORP	COM	124857202	1666	50000	SH	DEFINE
CBS CORP	COM	124857202	32	970	SH	DEFINE
CBS CORP	COM	124857202	3143	94317	SH	DEFINE
CDW CORP	COM	12512N105	540	6350	SH	DEFINE
CE FRANKLIN LTD	COM	125151100	338	27400	SH	DEFINE
CEDAR FAIR LP	DEPOSITRY UNIT	150185106	1137	40275	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	7	495	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	27700	1930300	SH	DEFINE
CELANESE CORP	COM	150870103	2346	60500	SH	DEFINE
CELANESE CORP	PFD 4.25% CONV	150870202	18938	375000	SH	DEFINE
CELESTICA INC	COM	15101Q108	2149	343812	SH	DEFINE
CELESTICA INC	COM	15101Q108	14175	2109377	SH	DEFINE
CELGENE CORP	COM	151020104	157	2736	SH	DEFINE
CELGENE CORP	COM	151020104	1433	25000	SH	DEFINE
CELGENE CORP	COM	151020104	45385	791640	SH	DEFINE
CELGENE CORP	COM	151020104	113654	1982450	SH	DEFINE
CELGENE CORP	COM	151020104	287	5000	SH	DEFINE
CELGENE CORP	COM	151020104	860	15000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6/0	151020AC8	14213	3000000	PRN	DEFINE
CELLCOM ISRAEL LTD	COM	M2196U109	2258	85300	SH	DEFINE
CEMEX SAB	SPON ADR 5 COM	151290889	2266	61400	SH	DEFINE
CEMEX SAB	SPON ADR 5 COM	151290889	3510	95117	SH	DEFINE
CEMEX SAB	SPON ADR 5 COM	151290889	25029	678283	SH	DEFINE
CEMEX SAB	SPON ADR 5 COM	151290889	68278	1850346	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COM	151345303	84201	9941070	SH	DEFINE
CENTERLINE HOLDING CO	SH BEN INT	15188T108	18	1000	SH	DEFINE
CENTERLINE HOLDING CO	SH BEN INT	15188T108	20090	1116100	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	71	4100	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	144013	8276600	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750% 5/1	15189TAM9	15588	10000000	PRN	DEFINE
CENTEX CORP	COM	152312104	148	3700	SH	DEFINE
CENTEX CORP	COM	152312104	8108	202200	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527106	1723	140500	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527205	3883	331000	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527205	102	8700	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	995	26400	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	75	2000	SH	DEFINE
CENTURYTEL INC	COM	156700106	740	15093	SH	DEFINE
CENVEO INC	COM	15670S105	1602	69100	SH	DEFINE
CEPHALON INC	COM	156708109	5812	72300	SH	DEFINE
CERIDIAN CORP	COM	156779100	3836	109589	SH	DEFINE
CERIDIAN CORP	COM	156779100	186	5300	SH	DEFINE
CERNER CORP	COM	156782104	1688	30426	SH	DEFINE
CERNER CORP	COM	156782104	46392	836350	SH	DEFINE
CGI GROUP INC	COM	39945C109	18885	1580300	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COM	158787101	4370	920000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	62886	875000	SH	DEFINE
CHARLES SCHWAB CORP	COM	808513105	1119	54516	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	47923	4425000	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	392393	17202674	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	287939	12623385	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	23455	1028262	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	37184	1630150	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	59	2600	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	4880	213956	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	6298	276110	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	3884	170260	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	5646	247503	SH	DEFINE

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

CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	136	5960	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	4204	184300	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	919	40310	SH	DEFINE
CHECKPOINT SYSTEMS INC	COM	162825103	268	10600	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	17165	663509	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1925	55650	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1452	41968	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	470	13570	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3613	104434	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	39512	1141975	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	152	4400	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	25	720	SH	DEFINE
CHESAPEAKE ENERGY CORP	6.25% PFD CONV	165167818	269672	947800	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	217193	2578260	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	6125	72710	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	4246	50398	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	29234	347035	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	49780	590933	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	783967	9306349	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	542	6430	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	10171	120740	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	137995	1638112	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	12360	146720	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	2044	24260	SH	DEFINE
CHICO'S FAS INC	COM	168615102	590890	24276491	SH	DEFINE
CHICO'S FAS INC	COM	168615102	38134	1566721	SH	DEFINE
CHICO'S FAS INC	COM	168615102	1701	69871	SH	DEFINE
CHICO'S FAS INC	COM	168615102	4457	183110	SH	DEFINE
CHICO'S FAS INC	COM	168615102	88	3600	SH	DEFINE
CHICO'S FAS INC	COM	168615102	3012	123730	SH	DEFINE
CHICO'S FAS INC	COM	168615102	1338	54990	SH	DEFINE
CHICO'S FAS INC	COM	168615102	46025	1890917	SH	DEFINE
CHICO'S FAS INC	COM	168615102	7408	304340	SH	DEFINE
CHICO'S FAS INC	COM	168615102	775	31860	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	SPON ADR REP H	16939P106	1931	35971	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	5	93	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	4635	86000	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	19711	365700	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	SPON ADR CL H	169409109	3127	89050	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	8853	149644	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656105	14563	170765	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	2073	26369	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	70	895	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	132101	1680030	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COM	170032809	15358	810000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	6792	160000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	89	2097	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	29584	1725000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	12988	757300	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	1498	200000	SH	DEFINE
CHUBB CORP	COM	171232101	8132	150200	SH	DEFINE
CHUBB CORP	COM	171232101	14797	273304	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	380001	20148515	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	185147	9816900	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	180999	9597001	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	5597	296766	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	34993	1855396	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	2566	136054	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	5043	267369	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	264	14020	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	64	3419	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	123	6502	SH	DEFINE

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

CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	192	10200	SH	DEFINE
CHURCH & DWIGHT CO INC	COM	171340102	1267	26140	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	SPON ADR PFD	204409601	5703	270300	SH	DEFINE
CIA SANEAMENTO BASICO DO ESADO DE	SPONSORED ADR	20441A102	29712	674050	SH	DEFINE
CIA SANEAMENTO BASICO DO ESADO DE	SPONSORED ADR	20441A102	15	350	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	258622	6860004	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	93037	2467831	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	12	306	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	137272	3641168	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	75	2000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6032	160000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	889993	23607234	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	3192	84670	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	10201	270578	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1211	32126	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	40686	913270	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	7555	169590	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2343	52600	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	358	8025	SH	DEFINE
CIGNA CORP	COM	125509109	4521	86580	SH	DEFINE
CIGNA CORP	COM	125509109	4935	94500	SH	DEFINE
CIGNA CORP	COM	125509109	2489	47673	SH	DEFINE
CIGNA CORP	COM	125509109	839	16065	SH	DEFINE
CINCINNATI FINANCIAL CORP	COM	172062101	460	10600	SH	DEFINE
CINTAS CORP	COM	172908105	103558	2626378	SH	DEFINE
CINTAS CORP	COM	172908105	706	17900	SH	DEFINE
CIRCOR INTERNATIONAL INC	COM	17273K109	43798	1083310	SH	DEFINE
CIRCUIT CITY STORE INC	COM	172737108	22183	1471000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	46927	1685000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	364	13056	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	43028	1545000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	935	33580	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	84198	3023278	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	172449	6192050	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	309	11100	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	223	8000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	49	1770	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	641	23000	SH	DEFINE
CIT GROUP INC	COM	125581108	121607	2217900	SH	DEFINE
CIT GROUP INC	COM	125581108	1628	29700	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	2	248	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	560	86779	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	4	563	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	3617	560732	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	475	73607	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	0	32	SH	DEFINE
CITIGROUP INC	COM	172967101	15678	305669	SH	DEFINE
CITIGROUP INC	COM	172967101	504756	9841212	SH	DEFINE
CITIGROUP INC	COM	172967101	3733	72789	SH	DEFINE
CITIGROUP INC	COM	172967101	3590	70000	SH	DEFINE
CITIGROUP INC	COM	172967101	18317	357124	SH	DEFINE
CITIGROUP INC	COM	172967101	96202	1875654	SH	DEFINE
CITIGROUP INC	COM	172967101	276573	5392330	SH	DEFINE
CITIGROUP INC	COM	172967101	344	6700	SH	DEFINE
CITIGROUP INC	COM	172967101	47	910	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	7636	500051	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	451	13400	SH	DEFINE
CLARCOR INC	COM	179895107	12535	334885	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	14004	1229535	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	17842	1566461	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	8206	166050	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	262	5300	SH	DEFINE

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

CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	140272	3708927	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	1	19	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	18910	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	34	912	SH	DEFINE
CLEARWIRE CORP	COM	185385309	12	500	SH	DEFINE
CLEARWIRE CORP	COM	185385309	1825	74700	SH	DEFINE
CLECO CORP	COM	12561W105	24500	1000000	SH	DEFINE
CLOROX CO	COM	189054109	4827	77723	SH	DEFINE
CME GROUP INC	COM	12572Q105	273	511	SH	DEFINE
CME GROUP INC	COM	12572Q105	868	1625	SH	DEFINE
CME GROUP INC	COM	12572Q105	60228	112710	SH	DEFINE
CMS ENERGY CORP	COM	125896100	1258	73150	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/0	125896AW0	7895	6000000	PRN	DEFINE
CNH GLOBAL NV	COM	N20935206	101112	1979100	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	1613	14190	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	21	185	SH	DEFINE
COACH INC	COM	189754104	29084	613715	SH	DEFINE
COACH INC	COM	189754104	1327	28000	SH	DEFINE
COACH INC	COM	189754104	213	4500	SH	DEFINE
COACH INC	COM	189754104	758	16000	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COM	190345108	478	66800	SH	DEFINE
COAST FINANCIAL HOLDINGS INC	COM	190354100	1779	527780	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	2746	284811	SH	DEFINE
COCA-COLA CO	COM	191216100	60209	1151000	SH	DEFINE
COCA-COLA CO	COM	191216100	1656	31657	SH	DEFINE
COCA-COLA CO	COM	191216100	2053	39239	SH	DEFINE
COCA-COLA CO	COM	191216100	25692	491147	SH	DEFINE
COCA-COLA CO	COM	191216100	41438	792160	SH	DEFINE
COCA-COLA CO	COM	191216100	131	2500	SH	DEFINE
COCA-COLA CO	COM	191216100	22	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	315293	13137224	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	13	540	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	1969	26225	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	13809	183900	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	188274	2507311	SH	DEFINE
COGNOS INC	COM	19244C109	322	7590	SH	DEFINE
COGNOS INC	COM	19244C109	1567	39500	SH	DEFINE
COHERENT INC	COM	192479103	13511	442825	SH	DEFINE
COHERENT INC	COM	192479103	18	600	SH	DEFINE
COHU INC	COM	192576106	47597	2139200	SH	DEFINE
COINSTAR INC	COM	19259P300	2	61	SH	DEFINE
COINSTAR INC	COM	19259P300	14616	464280	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COM	19388P106	3529	974800	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	393	6064	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	14400	222052	SH	DEFINE
COMCAST CORP	COM	20030N101	7874	280000	SH	DEFINE
COMCAST CORP	COM	20030N101	2514	89401	SH	DEFINE
COMCAST CORP	COM	20030N101	3490	124100	SH	DEFINE
COMCAST CORP	COM	20030N200	884877	31647969	SH	DEFINE
COMCAST CORP	COM	20030N200	41754	1493338	SH	DEFINE
COMCAST CORP	COM	20030N200	333621	11932072	SH	DEFINE
COMCAST CORP	COM	20030N200	1526	54574	SH	DEFINE
COMCAST CORP	COM	20030N200	1617	57829	SH	DEFINE
COMCAST CORP	COM	20030N200	8388	300000	SH	DEFINE
COMCAST CORP	COM	20030N200	1838	65720	SH	DEFINE
COMCAST CORP	COM	20030N200	35417	1266693	SH	DEFINE
COMCAST CORP	COM	20030N200	108	3870	SH	DEFINE
COMERICA INC	COM	200340107	332	5583	SH	DEFINE
COMMERCE BANCORP INC	COM	200519106	3888	105110	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COM	202608105	2947	158180	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	147330	3642269	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	3	80	SH	DEFINE

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

COMMUNITY HEALTH SYSTEMS INC	COM	203668108	285	7050	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	25312	625751	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	SPON ADR PFD	20441B407	100451	5864029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	1293	25000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	7895	152650	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	1810	35000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	36204	700000	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	48285	1288986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	30642	817982	SH	DEFINE
COMPASS BANCSHARES INC	COM	20449H109	517	7500	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	11575	373616	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	59150	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	2452	41458	SH	DEFINE
CON-WAY INC	COM	205944101	3736	74364	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	383	14245	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	9095	398050	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	5157	65700	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2942	37483	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2748	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	17684	225278	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	50820	647386	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	638616	8135240	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	165	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	27	350	SH	DEFINE
CONSECO INC	COM	208464883	235114	11254875	SH	DEFINE
CONSECO INC	COM	208464883	12878	616455	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	32056	695200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1687	37386	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	493838	10945000	SH	DEFINE
CONSTELLATION BRANDS INC	COM	21036P108	4858	200097	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	586870	6732478	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	3	33	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	700	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	57096	655000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	16935	500000	SH	DEFINE
CONTINENTAL MATERIAL CORP	COM	211615307	3177	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	15762	650230	SH	DEFINE
CONVERGYS CORP	COM	212485106	20671	852770	SH	DEFINE
COOPER COMPANIES INC	COM	216648402	23838	447070	SH	DEFINE
COOPER COMPANIES INC	COM	216648402	1297	24330	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	29405	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	4019	246741	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	126242	2777600	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	1477	32496	SH	DEFINE
CORNING INC	COM	219350105	68665	2687495	SH	DEFINE
CORNING INC	COM	219350105	8247	322790	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	21	520	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	32718	797800	SH	DEFINE
COSI INC	COM	22122P101	3500	767450	SH	DEFINE
COST PLUS INC	COM	221485105	16811	1982480	SH	DEFINE
COST PLUS INC	COM	221485105	1	60	SH	DEFINE
COSTAR GROUP INC	COM	22160N109	12702	240200	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	29867	510365	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	1981	54485	SH	DEFINE
COURIER CORP	COM	222660102	8000	200000	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	7	241	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	218	7500	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	949	32700	SH	DEFINE
COVANCE INC	COM	222816100	814	11878	SH	DEFINE
COVANCE INC	COM	222816100	7705	112390	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1089	18898	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1062	18426	SH	DEFINE

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

COVENTRY HEALTH CARE INC	COM	222862104	85922	1490406	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	35078	813867	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	14932	244100	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	28261	462000	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	2	27	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	9139	128790	SH	DEFINE
CREE INC	COM	225447101	579	22400	SH	DEFINE
CRITICAL THERAPEUTICS INC	COM	22674T105	1170	536795	SH	DEFINE
CROCS INC	COM	227046109	10671	247980	SH	DEFINE
CROCS INC	COM	227046109	759	17628	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	21605	752000	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	422	14700	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	1624	44777	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	97385	2684988	SH	DEFINE
CSX CORP	COM	126408103	815	18086	SH	DEFINE
CTC MEDIA INC	COM	12642X106	44323	1633121	SH	DEFINE
CTRIP.COM INTERNATIONAL LTD	ADR	22943F100	489	6220	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	1	26	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	355	6632	SH	DEFINE
CUMMINS INC	COM	231021106	202	2000	SH	DEFINE
CURRENCYSHARES EURO TRUST	COM	23130C108	1123	8275	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	589390	16169815	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	211	5790	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	4603	126293	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	537	14740	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	17131	469979	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	79278	2174989	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	168	4600	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	28	760	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	8631	135344	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	573	8990	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	2287	35870	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	672	10540	SH	DEFINE
CYTRX CORP	COM	232828301	1918	614800	SH	DEFINE
CYTYC CORP	COM	232946103	5	105	SH	DEFINE
CYTYC CORP	COM	232946103	82344	1910100	SH	DEFINE
D R HORTON INC	COM	23331A109	51057	2561800	SH	DEFINE
D R HORTON INC	COM	23331A109	3890	195202	SH	DEFINE
D R HORTON INC	COM	23331A109	3388	170000	SH	DEFINE
D R HORTON INC	COM	23331A109	1827	91668	SH	DEFINE
D R HORTON INC	COM	23331A109	95774	4805500	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	166676	2442140	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	2	24	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	4146	45091	SH	DEFINE
DANAHER CORP	COM	235851102	157	2086	SH	DEFINE
DANAHER CORP	COM	235851102	36156	478883	SH	DEFINE
DANAHER CORP	COM	235851102	50158	664350	SH	DEFINE
DANAHER CORP	COM	235851102	302	4000	SH	DEFINE
DANAHER CORP	COM	235851102	906	12000	SH	DEFINE
DAVITA INC	COM	23918K108	2484	46100	SH	DEFINE
DEALERTRACK HOLDINGS INC	COM	242309102	4292	116500	SH	DEFINE
DEAN FOODS INC	COM	242370104	3063	96100	SH	DEFINE
DEAN FOODS INC	COM	242370104	353	11077	SH	DEFINE
DEERE & CO	COM	244199105	2513	20816	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	843	69320	SH	DEFINE
DELL INC	COM	24702R101	608614	21317466	SH	DEFINE
DELL INC	COM	24702R101	1	36	SH	DEFINE
DELL INC	COM	24702R101	14275	500000	SH	DEFINE
DELL INC	COM	24702R101	572	20040	SH	DEFINE
DELL INC	COM	24702R101	4877	170831	SH	DEFINE
DELL INC	COM	24702R101	38700	1355530	SH	DEFINE
DELL INC	COM	24702R101	157	5500	SH	DEFINE

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

DELL INC	COM	24702R101	27	960	SH	DEFINE
DELTA APPAREL INC	COM	247368103	12342	680000	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	24229	646100	SH	DEFINE
DENISON MINES CORP	COM	248356107	1521	119300	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	134	3500	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	2062	53900	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	1045	9752	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	653	4550	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	16221	151315	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	75	955	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	3915	50000	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	457	5840	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	20772	265320	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	78527	1003030	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	164	2100	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	28	360	SH	DEFINE
DEVON ENERGY CORP	DEB	4.900% 8/1 25179MAA1	88	56000	PRN	DEFINE
DEXCOM INC	COM	252131107	10215	1247300	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	1307	15692	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	12039	144504	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	16103	193288	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	16704	200500	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	498	4900	SH	DEFINE
DIAMONDS TRUST	COM	252787106	217	1620	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	1953	33572	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	6462	111095	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	119954	2062130	SH	DEFINE
DIEBOLD INC	COM	253651103	12418	237900	SH	DEFINE
DIEBOLD INC	COM	253651103	347	6650	SH	DEFINE
DIGENE CORP	COM	253752109	1513	25200	SH	DEFINE
DIGI INTERNATIONAL INC	COM	253798102	783	53087	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	18	467	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	1730	45900	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	47940	1272300	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	2849	75600	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	622	16500	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	13574	360254	SH	DEFINE
DILLARDS INC	COM	254067101	31119	866100	SH	DEFINE
DILLARDS INC	COM	254067101	117	3269	SH	DEFINE
DIME BANCORP INC	*W EXP 99/99/999	25429Q110	6	23510	SH	DEFINE
DIODES INC	COM	254543101	5752	137700	SH	DEFINE
DIONEX CORP	COM	254546104	17748	250000	SH	DEFINE
DIONEX CORP	COM	254546104	213	3000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	114181	4940750	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	48822	2112590	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3449	149263	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	6509	281650	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	619	26805	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2095	90673	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5793	250670	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	24529	1061395	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	132	5710	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	9052	391691	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1569	67909	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	287	10085	SH	DEFINE
DISCOVERY HOLDING CO	COM	25468Y107	1119	48664	SH	DEFINE
DIVX INC	COM	255413106	2439	162600	SH	DEFINE
DIXIE GROUP INC	COM	255519100	5063	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	COM	23325P104	218	20000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	452	12775	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3541	100000	SH	DEFINE
DOLLAR GENERAL CORP	COM	256669102	601	27400	SH	DEFINE

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

DOLLAR GENERAL CORP	COM	256669102	277047	12639025	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COM	256743105	92730	2270567	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	1475	17089	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	341	3950	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	8307	96247	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	1131500	13109720	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	121	1400	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	21	240	SH	DEFINE
DOMTAR CORP	COM	257559104	1230	103970	SH	DEFINE
DOMTAR CORP	COM	257559104	36399	3076830	SH	DEFINE
DOMTAR CORP	COM	257559104	238630	21382585	SH	DEFINE
DOMTAR CORP	COM	257559104	44339	3748000	SH	DEFINE
DOMTAR CORP	COM	257559104	45	4000	SH	DEFINE
DOMTAR CORP	COM	257559104	7655	647069	SH	DEFINE
DONALDSON CO INC	COM	257651109	25272	710900	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y21110104	1559	100000	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	34488	1394000	SH	DEFINE
DOVER CORP	COM	260003108	263981	5160916	SH	DEFINE
DOVER CORP	COM	260003108	7783	152170	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	9106	205922	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	23429	529833	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	5979	135200	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	1846	41736	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	12916	292082	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	16479	372665	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	389667	8812000	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	1846	41755	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	3285	74282	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	55074	1245450	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	100	2270	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2513	56840	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	971	21960	SH	DEFINE
DOW JONES & CO INC	COM	260561105	296308	5157670	SH	DEFINE
DOW JONES & CO INC	COM	260561105	317	5510	SH	DEFINE
DREW INDS INC	COM	26168L205	21644	653100	SH	DEFINE
DRIL-QUIP INC	COM	262037104	957	21280	SH	DEFINE
DRIL-QUIP INC	COM	262037104	6832	152000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	33416	693000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	3035	62950	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	1136	23557	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	305035	6325900	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	7679	159240	SH	DEFINE
DTF TAX FREE INCOME INC	COM	23334J107	243	16860	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	72178	1419700	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	7577	149040	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	53290	1048192	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	618	12150	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	52285	1028430	SH	DEFINE
DUCKWALL ALCO STORES INC	COM	264142100	8486	227500	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	5027	274713	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	567318	31001000	SH	DEFINE
DUKE ENERGY CORP	COM	26441C905	183	10000	SH	CALL DEFINE
DUN & BRADSTREET CORP	COM	26483E100	12564	122000	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	364	3538	SH	DEFINE
DYAX CORP	COM	26746E103	1433	342112	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	1501	67930	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	9	400	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	123188	5576660	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	7441	133740	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	35903	645266	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	5013	90100	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	133	2385	SH	DEFINE

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

EAGLE HOSPITALITY PROPERTIES	COM	26959T102	11752	893000	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	1330	34195	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	80844	2079310	SH	DEFINE
EASTERN CO (THE)	COM	276317104	218	7500	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	561	8715	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	670276	24084649	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	12396	445420	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	18480	664030	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	1231	44221	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	3276	117712	SH	DEFINE
EATON CORP	COM	278058102	5002	53781	SH	DEFINE
EBAY INC	COM	278642103	15701	487927	SH	DEFINE
EBAY INC	COM	278642103	3540	110010	SH	DEFINE
EBAY INC	COM	278642103	290	9000	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	144068	3321838	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	25662	591689	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	35	800	SH	DEFINE
ECOLAB INC	COM	278865100	150	3514	SH	DEFINE
ECOLAB INC	COM	278865100	886	20750	SH	DEFINE
ECOLAB INC	COM	278865100	31781	744280	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COM	278878103	2596	202000	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	39	700	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	301280	5368500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2467	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	152	3073	SH	DEFINE
EHEALTH INC	COM	28238P109	699	36600	SH	DEFINE
EL PASO CORP	COM	28336L109	815177	47311498	SH	DEFINE
EL PASO CORP	COM	28336L109	31835	1847676	SH	DEFINE
EL PASO CORP	COM	28336L109	3030	175877	SH	DEFINE
EL PASO CORP	COM	28336L109	28865	1675300	SH	DEFINE
EL PASO CORP	COM	28336L109	386	22397	SH	DEFINE
EL PASO CORP	COM	28336L109	6380	370260	SH	DEFINE
EL PASO CORP	COM	28336L109	625	36300	SH	DEFINE
EL PASO CORP	COM	28336L109	75927	4406703	SH	DEFINE
EL PASO CORP	COM	28336L109	11206	650349	SH	DEFINE
EL PASO CORP	COM	28336L109	1242	72083	SH	DEFINE
ELBIT SYSTEMS LTD	COM	M3760D101	9539	53349	SH	DEFINE
ELDORADO GOLD CORP	COM	284902103	16505	2645000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COM	285229100	32459	1560516	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1	23	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	329	6960	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	3421	72300	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	34445	727920	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	123	2600	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	20	430	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	576854	20802510	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	22352	806057	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	26401	952060	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2395	86352	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	1494	53891	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2777	100128	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	58977	2126827	SH	DEFINE
ELI LILLY & CO	COM	532457108	69	1227	SH	DEFINE
ELI LILLY & CO	COM	532457108	22352	400000	SH	DEFINE
ELI LILLY & CO	COM	532457108	396	7094	SH	DEFINE
ELI LILLY & CO	COM	532457108	5439	97326	SH	DEFINE
ELI LILLY & CO	COM	532457108	11735	210000	SH	DEFINE
EMAGEON INC	COM	29076V109	492	54500	SH	DEFINE
EMBARQ CORP	COM	29078E105	136699	2157155	SH	DEFINE
EMBARQ CORP	COM	29078E105	2233	35244	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	13219	274192	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	179161	3716267	SH	DEFINE

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

EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	2179	45200	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	40897	848311	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	11152	231330	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	166028	3443848	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	10872	225517	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	86	1780	SH	DEFINE
EMC CORP	COM	268648102	18100	1000000	SH	DEFINE
EMC CORP	COM	268648102	31872	1760902	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	16432	225400	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	5310	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	83	3885	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	46800	1000000	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	1	25	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	22659	484167	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	982	20990	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	12147	571900	SH	DEFINE
EMULEX CORP	COM	292475209	4705	215450	SH	DEFINE
ENBRIDGE INC	COM	29250N105	34834	970299	SH	DEFINE
ENCANA CORP	COM	292505104	236478	3609247	SH	DEFINE
ENCANA CORP	COM	292505104	7059	114746	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	893	16915	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1424	41600	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	5	151	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	70387	2056310	SH	DEFINE
ENERGEN CORP	COM	29265N108	42661	776500	SH	DEFINE
ENERGEN CORP	COM	29265N108	214	3900	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	3430	34436	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	230	8826	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	135538	5195000	SH	DEFINE
ENERGY PARTNERS LTD	COM	29270U105	646	38716	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	13051	260651	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	1292	27445	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	7482	103410	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	34266	473612	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	10544	145730	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	41987	580332	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	6220	101950	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2786	45662	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2806	46000	SH	DEFINE
ENTEGRIS INC	COM	29362U104	4471	376307	SH	DEFINE
ENTEGRIS INC	COM	29362U104	11	900	SH	DEFINE
ENERGY CORP	COM	29364G103	80126	746400	SH	DEFINE
ENERGY CORP	COM	29364G103	19	175	SH	DEFINE
ENERGY CORP	COM	29364G103	2845	26501	SH	DEFINE
ENERGY CORP	COM	29364G103	193284	1800500	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	COM	293792107	3592	112918	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	11	205	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	9869	183500	SH	DEFINE
ENTRUST INC	COM	293848107	6269	1544090	SH	DEFINE
ENTRUST INC	COM	293848107	11225	2764800	SH	DEFINE
EOG RESOURCES INC	COM	26875P101	550	7525	SH	DEFINE
EQUIFAX INC	COM	294429105	17768	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	227	5116	SH	DEFINE
EQUINIX INC	COM	29444U502	1707	18658	SH	DEFINE
EQUINIX INC	COM	29444U502	8461	92500	SH	DEFINE
EQUINIX INC	COM	29444U502	67676	739870	SH	DEFINE
EQUITY INNS INC	COM	294703103	1066	47600	SH	DEFINE
EQUITY INNS INC	COM	294703103	1079	48165	SH	DEFINE
EQUITY INNS INC	COM	294703103	338	15100	SH	DEFINE
EQUITY INNS INC	COM	294703103	4739	211567	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	15	325	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	2904	63651	SH	DEFINE

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

ERICSSON (LM) TELEPHONE CO	ADR B SEK 10	294821608	11854	297170	SH	DEFINE
ERIE INDY CO	COM	29530P102	186549	3452046	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	44846	1236800	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COM	296650104	3758	156000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	9022	198238	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	31407	917000	SH	DEFINE
EUROBANCSHARES INC	COM	298716101	168	18568	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	589	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	1691	15565	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	6993	401000	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	221	12700	SH	DEFINE
EXELIXIS INC	COM	30161Q104	2448	202300	SH	DEFINE
EXELON CORP	COM	30161N101	1	12	SH	DEFINE
EXELON CORP	COM	30161N101	3630	50000	SH	DEFINE
EXELON CORP	COM	30161N101	293	4040	SH	DEFINE
EXELON CORP	COM	30161N101	10833	149212	SH	DEFINE
EXELON CORP	COM	30161N101	179541	2473010	SH	DEFINE
EXELON CORP	COM	30161N101	94	1300	SH	DEFINE
EXELON CORP	COM	30161N101	16	220	SH	DEFINE
EXFO ELECTRO-OPTICAL ENGINEERING I	COM	302043104	594	78200	SH	DEFINE
EXPEDIA INC	COM	30212P105	438079	14956620	SH	DEFINE
EXPEDIA INC	COM	30212P105	26451	903060	SH	DEFINE
EXPEDIA INC	COM	30212P105	8790	300100	SH	DEFINE
EXPEDIA INC	COM	30212P105	27275	931190	SH	DEFINE
EXPEDIA INC	COM	30212P105	15	500	SH	DEFINE
EXPEDIA INC	COM	30212P105	2739	93530	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	1174	28437	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	3304	80000	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	3631	87925	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	108899	2636770	SH	DEFINE
EXPONENT INC	COM	30214U102	3132	140000	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	2039	40778	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	547	10940	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1358	27150	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	129748	2594446	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	170	3400	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	27	540	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	21399	1296900	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	16801	200300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	4369	52089	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	5872	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	25666	305985	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	390197	4651853	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	91775	1094118	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	445	5300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	56	670	SH	DEFINE
F5 NETWORKS INC	COM	315616102	1671	20730	SH	DEFINE
F5 NETWORKS INC	COM	315616102	121519	1507680	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	1955	28603	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	2204	32250	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	136857	2002290	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	249	14000	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	270517	7882200	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	112	3260	SH	DEFINE
FANNIE MAE	COM	313586109	60211	921643	SH	DEFINE
FANNIE MAE	COM	313586109	70615	1080900	SH	DEFINE
FANNIE MAE	COM	313586109	1543	23614	SH	DEFINE
FANNIE MAE	COM	313586109	6698	102522	SH	DEFINE
FANNIE MAE	COM	313586109	32253	493700	SH	DEFINE
FANNIE MAE	COM	313586109	6549	100244	SH	DEFINE
FANNIE MAE	COM	313586109	7189	110037	SH	DEFINE
FARMER BROS CO	COM	307675108	47377	2093533	SH	DEFINE

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

FARO TECHNOLOGIES INC	COM	311642102	26888	843943	SH	DEFINE
FASTENAL CO	COM	311900104	951	22726	SH	DEFINE
FASTENAL CO	COM	311900104	1988	47500	SH	DEFINE
FASTENAL CO	COM	311900104	65910	1574540	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	20643	525000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	70577	4449970	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	16	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	169	10678	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	2	61	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	1779	46410	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	111	2900	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	18	470	SH	DEFINE
FEDEX CORP	COM	31428X106	6547	59000	SH	DEFINE
FEDEX CORP	COM	31428X106	10780	97140	SH	DEFINE
FEDEX CORP	COM	31428X106	2	14	SH	DEFINE
FEDEX CORP	COM	31428X106	4439	40000	SH	DEFINE
FEDEX CORP	COM	31428X106	1006	9070	SH	DEFINE
FEDEX CORP	COM	31428X106	5862	52823	SH	DEFINE
FEDEX CORP	COM	31428X106	40196	362224	SH	DEFINE
FEDEX CORP	COM	31428X106	178	1600	SH	DEFINE
FEDEX CORP	COM	31428X106	27	240	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	1295	49760	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	186	7150	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	68104	2616360	SH	DEFINE
FELCOR LODGING TRUST INC	PFD CV A \$1.95	31430F200	81280	3200000	SH	DEFINE
FERRO ALLOYS CORP LTD	COM	315405100	278	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	31620R105	13794	582028	SH	DEFINE
FIDELITY NATIONAL INFORMATION SVCS	COM	31620M106	396	7293	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	1	14	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	353	8881	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	329693	8290000	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	8373	280789	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	1	50	SH	DEFINE
FIRST COMMUNITY BANCORP	COM	31983B101	55442	969103	SH	DEFINE
FIRST DATA CORP	COM	319963104	286535	8770592	SH	DEFINE
FIRST DATA CORP	COM	319963104	3235	99022	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COM	32006W106	7008	235000	SH	DEFINE
FIRST INDIANA CORP	COM	32054R108	9842	444916	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	1310	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	7448	568576	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COM	33610F109	4896	210200	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	3869	358200	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	150	13900	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	3582	55330	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1059861	16373568	SH	DEFINE
FIRSTSERVICE CORP	COM	33761N109	1194	30800	SH	DEFINE
FISERV INC	COM	337738108	1521	26786	SH	DEFINE
FLAMEL TECHNOLOGIES SA	SPONSORED ADR	338488109	822	39200	SH	DEFINE
FLAMEL TECHNOLOGIES SA	SPONSORED ADR	338488109	3840	183100	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COM	339382103	3260	225000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	180980	16757417	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	141828	13132180	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	16971	1571430	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	97544	9031880	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	84	7800	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	304	28138	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	27901	2583460	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	2373	219720	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	626	57930	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	33907	733116	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	239014	5167870	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	79	1700	SH	DEFINE

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

FLIR SYSTEMS INC	COM	302445101	21	450	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	39046	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	957950	12054340	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	285	3434	SH	DEFINE
FLOTEK INDUSTRIES INC	COM	343389102	7194	120000	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	15987	223284	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	31540	440500	SH	DEFINE
FLUOR CORP	COM	343412102	1065	9560	SH	DEFINE
FMC CORP	COM	302491303	12366	138342	SH	DEFINE
FMC CORP	COM	302491303	18897	211400	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	2082	26281	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	71	900	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	120521	1521341	SH	DEFINE
FOCUS MEDIA HOLDING LTD	SPONSORED ADR	34415V109	20096	397932	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPON ADR UNITS	344419106	143383	3646572	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPON ADR UNITS	344419106	1018	25900	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPON ADR UNITS	344419106	38660	983218	SH	DEFINE
FORCE PROTECTION INC	COM	345203202	4330	209810	SH	DEFINE
FORD MOTOR CO	COM	345370860	10362	1100000	SH	DEFINE
FORD MOTOR CO	COM	345370860	99	10553	SH	DEFINE
FCOM MTR CO CAP TR II	PFD TR CV6.5%	345395206	228	5900	SH	DEFINE
FCOM MTR CO CAP TR II	PFD TR CV6.5%	345395206	17352	450000	SH	DEFINE
FORDING CANADIAN COAL TR	COM	345425102	8994	273186	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	19	315	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	76899	1250800	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	687	15040	SH	DEFINE
FORMFACTOR INC	COM	346375108	1777	46405	SH	DEFINE
FORMFACTOR INC	COM	346375108	5710	149090	SH	DEFINE
FORMFACTOR INC	COM	346375108	109198	2851119	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	1091	45781	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	1397	58650	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	23111	970230	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	3254	39500	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	127	1544	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	964	11700	SH	DEFINE
FOSSIL INC	COM	349882100	341	11550	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COM	35039W100	3	65	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COM	35039W100	8534	210000	SH	DEFINE
FPL GROUP INC	COM	302571104	12537	220959	SH	DEFINE
FPL GROUP INC	COM	302571104	506456	8925900	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	10275	373925	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	27702	1008096	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	1368	49784	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COM	352451108	17880	1199979	SH	DEFINE
FRANKLIN ELECTRIC CO INC	COM	353514102	8558	181385	SH	DEFINE
FRANKLIN ELECTRIC CO INC	COM	353514102	24	500	SH	DEFINE
FRANKLIN RESOURCES INC	COM	354613101	67836	512085	SH	DEFINE
FRED'S INC	COM	356108100	5352	400000	SH	DEFINE
FREDDIE MAC	COM	313400301	320534	5280620	SH	DEFINE
FREDDIE MAC	COM	313400301	2	28	SH	DEFINE
FREDDIE MAC	COM	313400301	1821	30000	SH	DEFINE
FREDDIE MAC	COM	313400301	2721	44830	SH	DEFINE
FREDDIE MAC	COM	313400301	54143	891972	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	PFD CONV	35671D782	209	1625	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	PFD CONV	35671D782	228203	1775900	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COM	35671D857	1038	12535	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COM	35671D857	9763	117884	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	1793	39036	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	36	777	SH	DEFINE
FSI INTERNATIONAL INC	COM	302633102	1914	600000	SH	DEFINE
FUEL SYSTEMS SOLUTIONS INC	COM	35952W103	1649	99459	SH	DEFINE
FUJIFILM HOLDINGS CORP	ADR 2 COM	35958N107	31767	711941	SH	DEFINE

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

FURMANITE CORP	COM	361086101	21672	2800000	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	42600	3000000	SH	DEFINE
GAIAM INC	COM	36268Q103	11514	631610	SH	DEFINE
GAMESTOP CORP	COM	36467W109	3481	89026	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	78302	5834700	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	31866	2374500	SH	DEFINE
GANNETT CO INC	COM	364730101	43226	786650	SH	DEFINE
GANNETT CO INC	COM	364730101	2	29	SH	DEFINE
GANNETT CO INC	COM	364730101	432	7860	SH	DEFINE
GANNETT CO INC	COM	364730101	3229	58770	SH	DEFINE
GANNETT CO INC	COM	364730101	14398	262020	SH	DEFINE
GANNETT CO INC	COM	364730101	154	2800	SH	DEFINE
GANNETT CO INC	COM	364730101	18	320	SH	DEFINE
GAP INC	COM	364760108	102229	5352281	SH	DEFINE
GAP INC	COM	364760108	4486	234859	SH	DEFINE
GAP INC	COM	364760108	1213	63514	SH	DEFINE
GAP INC	COM	364760108	2152	112670	SH	DEFINE
GAP INC	COM	364760108	1196	62643	SH	DEFINE
GAP INC	COM	364760108	17425	912300	SH	DEFINE
GARMIN LTD	COM	G37260109	2605	35217	SH	DEFINE
GARMIN LTD	COM	G37260109	4858	65675	SH	DEFINE
GARMIN LTD	COM	G37260109	181021	2447222	SH	DEFINE
GATEWAY INC	COM	367626108	16	10000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COM	367905106	4	67	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COM	367905106	15851	295500	SH	DEFINE
GEHL CO	COM	368483103	9108	300000	SH	DEFINE
GEN-PROBE INC	COM	36866T103	1130	18697	SH	DEFINE
GEN-PROBE INC	COM	36866T103	26631	440770	SH	DEFINE
GENCORP INC	COM	368682100	36430	2787317	SH	DEFINE
GENENTECH INC	COM	368710406	215	2836	SH	DEFINE
GENENTECH INC	COM	368710406	75660	1000000	SH	DEFINE
GENENTECH INC	COM	368710406	452	5970	SH	DEFINE
GENENTECH INC	COM	368710406	25253	333776	SH	DEFINE
GENENTECH INC	COM	368710406	117893	1558200	SH	DEFINE
GENENTECH INC	COM	368710406	113	1500	SH	DEFINE
GENENTECH INC	COM	368710406	26	340	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2777	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	78220	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	16	200	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	723	9238	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1538246	40184071	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	22270	581760	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	52555	1372900	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	281480	7353200	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5653	147679	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2680	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	54918	1434641	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	291057	7603367	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	461351	12052000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2201	57500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	10980	286830	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	155259	4055875	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	10042	262320	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1146	29930	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	22	415	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	3744	70712	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	20814	393090	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	1843	34800	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	715	13500	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	10858	205066	SH	DEFINE
GENERAL MILLS INC	COM	370334104	79827	1366441	SH	DEFINE
GENERAL MILLS INC	COM	370334104	20783	355748	SH	DEFINE

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

GENERAL MILLS INC	COM	370334104	2725	46643	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	591032	15635765	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	15120	400000	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	107	2827	SH	DEFINE
GENERAL MOTORS CORP	DEB SR CV C 33	370442717	11558	461200	SH	DEFINE
GENESE & WYOMING INC	COM	371559105	46247	1549841	SH	DEFINE
GENESE & WYOMING INC	COM	371559105	2	66	SH	DEFINE
GENLYTE GROUP INC	COM	372302109	27560	350900	SH	DEFINE
GENTEX CORP	COM	371901109	13260	673443	SH	DEFINE
GENTEX CORP	COM	371901109	110	5600	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	3630	220000	SH	DEFINE
GENUINE PARTS CO	COM	372460105	18620	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	18958	382210	SH	DEFINE
GENUINE PARTS CO	COM	372460105	174	3501	SH	DEFINE
GENUINE PARTS CO	COM	372460105	12075	243441	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	55040	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	176	5102	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	1010	15678	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	41937	651200	SH	DEFINE
GEOMET INC	COM	37250U201	4213	550000	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	54867	3750300	SH	DEFINE
GFI GROUP INC	COM	361652209	5897	81360	SH	DEFINE
GFI GROUP INC	COM	361652209	12481	172200	SH	DEFINE
GFI GROUP INC	COM	361652209	254	3500	SH	DEFINE
GIBALTAR INDUSTRIES INC	COM	374689107	65132	2940499	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	180208	4954857	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	296	7626	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	23309	601220	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	132587	3419824	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	155	4000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	698	18000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558903	78	2000	SH	CALL DEFINE
GLATFELTER	COM	377316104	32091	2361342	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	838	16000	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	34347	655855	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	6752	128931	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2338	44644	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	22074	421500	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	8	300	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	6005	240200	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	19487	726600	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	54	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	2682	100000	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	1678	42330	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	23	582	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	116440	2936700	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	2312	32000	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	643	8900	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	3468	48000	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	11	1090	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	20280	2092900	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	13416	854528	SH	DEFINE
GOLDCORP INC	COM	380956409	1064	42080	SH	SOLE
GOLDCORP INC	COM	380956409	15	600	SH	DEFINE
GOLDCORP INC	COM	380956409	31	1300	SH	DEFINE
GOLDCORP INC	COM	380956409	87076	3590490	SH	DEFINE
GOLDEN STAR RESOURCES LTD	COM	38119T104	5515	1450000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	293	1350	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	3251	15000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	412	1900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	38918	179551	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	91661	422890	SH	DEFINE

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

GOLDMAN SACHS GROUP INC	COM	38141G104	108	500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	17	80	SH	DEFINE
GOODRICH CORP	COM	382388106	1277	21445	SH	DEFINE
GOODRICH CORP	COM	382388106	14632	245675	SH	DEFINE
GOOGLE INC	COM	38259P508	359	685	SH	DEFINE
GOOGLE INC	COM	38259P508	9421	18000	SH	DEFINE
GOOGLE INC	COM	38259P508	4867	9299	SH	DEFINE
GOOGLE INC	COM	38259P508	157857	301610	SH	DEFINE
GRACO INC	COM	384109104	95225	2364083	SH	DEFINE
GRACO INC	COM	384109104	1835	45545	SH	DEFINE
GRAINGER W W INC	COM	384802104	530	5700	SH	DEFINE
GRAINGER W W INC	COM	384802104	51178	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	447	4800	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	23664	439600	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	781	14515	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	4845	90000	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	5400	2000000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	1159	39798	SH	DEFINE
GREATBATCH INC	COM	39153L106	27820	858639	SH	DEFINE
GREATBATCH INC	COM	39153L106	1422	43900	SH	DEFINE
GREENHILL & CO INC	COM	395259104	5143	74850	SH	DEFINE
GREENHILL & CO INC	COM	395259104	179	2600	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COM	398231100	6245	173000	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	SPON ADR SER B	40051E202	325	6170	SH	DEFINE
GRUPO TELEVISA S A	SP ADR REP COM	40049J206	33	1200	SH	DEFINE
GRUPO TELEVISA S A	SP ADR REP COM	40049J206	10754	389500	SH	DEFINE
GSI GROUP INC	COM	36229U102	22595	2308010	SH	DEFINE
GSI GROUP INC	COM	36229U102	7791	795796	SH	DEFINE
GSI GROUP INC	COM	36229U102	4075	416230	SH	DEFINE
GSI GROUP INC	COM	36229U102	2335	238526	SH	DEFINE
GTSI CORP	COM	36238K103	4083	316249	SH	DEFINE
GUANGSHEN RAILWAY CO LTD	SPONSORED ADR	40065W107	1735	42900	SH	DEFINE
GUESS? INC	COM	401617105	2057	42817	SH	DEFINE
GUESS? INC	COM	401617105	19	400	SH	DEFINE
GUESS? INC	COM	401617105	74407	1548860	SH	DEFINE
GUITAR CENTER INC	COM	402040109	4758	79560	SH	DEFINE
GYMBOREE CORP	COM	403777105	15078	382600	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	COM	404052102	2579	150000	SH	DEFINE
H & R BLOCK INC	COM	093671105	2617	112000	SH	DEFINE
H & R BLOCK INC	COM	093671105	73423	3141777	SH	DEFINE
H & R BLOCK INC	COM	093671105	1105	47300	SH	DEFINE
H J HEINZ CO	COM	423074103	11909	250873	SH	DEFINE
HALLIBURTON CO	COM	406216101	1	37	SH	DEFINE
HALLIBURTON CO	COM	406216101	357	10360	SH	DEFINE
HALLIBURTON CO	COM	406216101	1379	39962	SH	DEFINE
HALLIBURTON CO	COM	406216101	95352	2763830	SH	DEFINE
HALLIBURTON CO	COM	406216101	114	3300	SH	DEFINE
HALLIBURTON CO	COM	406216101	18	530	SH	DEFINE
HANCOCK HOLDING CO	COM	410120109	2658	70788	SH	DEFINE
HANCOCK HOLDING CO	COM	410120109	8805	234500	SH	DEFINE
HANDLEMAN CO	COM	410252100	11339	1820000	SH	DEFINE
HANESBRANDS INC	COM	410345102	3	100	SH	DEFINE
HANESBRANDS INC	COM	410345102	233	8626	SH	DEFINE
HANOVER COMPRESSOR CO	COM	410768105	35775	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE 4.750% 3/1	410768AC9	117215	119000000	PRN	DEFINE
HANSEN NATURAL CORP	COM	411310105	2487	57875	SH	DEFINE
HANSEN NATURAL CORP	COM	411310105	19257	448050	SH	DEFINE
HANSEN NATURAL CORP	COM	411310105	180212	4192920	SH	DEFINE
HARDINGE INC	COM	412324303	27564	810000	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	309178	5186680	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	29805	500000	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	1056	17717	SH	DEFINE

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

HARLEY-DAVIDSON INC	COM	412822108	8380	140582	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	5	46	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	392	3360	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	350	3000	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	20414	174777	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	128	1100	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	20	170	SH	DEFINE
HARMONY GOLD MINING CO LTD	SPONSORED ADR	413216300	8562	600000	SH	DEFINE
HARRIS CORP	COM	413875105	3032	55573	SH	DEFINE
HARRIS CORP	COM	413875105	29264	536458	SH	DEFINE
HARRIS CORP	COM	413875105	291028	5335068	SH	DEFINE
HARTE HANKS INC	COM	416196103	1226	47750	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	258614	2625252	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	18458	187375	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	6409	65055	SH	DEFINE
HASBRO INC	COM	418056107	51286	1632800	SH	DEFINE
HAVERTY FURNITURE COS INC	COM	419596101	13477	1154800	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM	419870100	38	1625	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM	419870100	55435	2340000	SH	DEFINE
HEADWATERS INC	COM	42210P102	17	1000	SH	DEFINE
HEADWATERS INC	COM	42210P102	1900	110000	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/0	42210PAB8	11060	12120000	PRN	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	1211	106610	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	163	14387	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	2039	179490	SH	DEFINE
HEALTH NET INC	COM	42222G108	388	7340	SH	DEFINE
HEALTH NET INC	COM	42222G108	26	500	SH	DEFINE
HEALTH NET INC	COM	42222G108	8080	153030	SH	DEFINE
HEALTH NET INC	COM	42222G108	20	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM	421906108	11557	391750	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM	421906108	13207	447695	SH	DEFINE
HEALTHSOUTH CORP	COM	421924309	6431	355109	SH	DEFINE
HEALTHWAYS INC	COM	422245100	6149	129800	SH	DEFINE
HEALTHWAYS INC	COM	422245100	15608	329500	SH	DEFINE
HEALTHWAYS INC	COM	422245100	152	3200	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	6661	227105	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	16478	561800	SH	DEFINE
HELEN OF TROY LTD	COM	G4388N106	243	9000	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	8282	914100	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	127914AB5	14488	10000000	PRN	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	49466	1239445	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	12842	321770	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	109973	2755529	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	269	5040	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	56846	1063940	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	3	94	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	5234	161650	SH	DEFINE
HERMAN MILLER INC	COM	600544100	923	29219	SH	DEFINE
HERMAN MILLER INC	COM	600544100	46	1450	SH	DEFINE
HERMAN MILLER INC	COM	600544100	15073	477000	SH	DEFINE
HESS CORP	COM	42809H107	1398	23705	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3998	89600	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	311	6974	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	51592	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	22442	502967	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	78776	1765490	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	15757	575500	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	208475	3207314	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	205595	3163004	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	1677	25800	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	2037	60870	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	172	5150	SH	DEFINE

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

HILTON HOTELS CORP	COM	432848109	81873	2446158	SH	DEFINE
HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	15868	10500000	PRN	DEFINE
HITTITE MICROWAVE	COM	43365Y104	15068	352630	SH	DEFINE
HLTH CORP	COM	40422Y101	1164	83116	SH	DEFINE
HLTH CORP	COM	40422Y101	27	1948	SH	DEFINE
HLTH CORP	COM	40422Y101	29210	2084970	SH	DEFINE
HOME DEPOT INC	COM	437076102	1434	36450	SH	DEFINE
HOME DEPOT INC	COM	437076102	590438	15004782	SH	DEFINE
HOME DEPOT INC	COM	437076102	1728	43909	SH	DEFINE
HOME DEPOT INC	COM	437076102	2153	54705	SH	DEFINE
HOME DEPOT INC	COM	437076102	33424	849415	SH	DEFINE
HOME DEPOT INC	COM	437076102	57193	1453440	SH	DEFINE
HOME DEPOT INC	COM	437076102	193	4900	SH	DEFINE
HOME DEPOT INC	COM	437076102	37	930	SH	DEFINE
HONDA MOTOR CO LTD	AMERN SHS	438128308	2270	62560	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	1294	22986	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	472	8382	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	29547	524994	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	32704	581100	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	45762	2039306	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	5694	146893	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	7612	196400	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	2326	60000	SH	DEFINE
HOSPIRA INC	COM	441060100	1562	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	1236	31666	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM	44106M102	803	19350	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	15	645	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	5197	224766	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	44937	1943650	SH	DEFINE
HOT TOPIC INC	COM	441339108	22356	2056700	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	4648	163600	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COM	442487203	5888	356200	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	1949	21235	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	30598	333424	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	1407	15333	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	18508	201680	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	7800	84990	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	SPON ADR H SHS	443304100	395	8500	SH	DEFINE
HUB GROUP INC	COM	443320106	8478	241120	SH	DEFINE
HUB GROUP INC	COM	443320106	320	9100	SH	DEFINE
HUBBELL INC	COM	443510201	1071	19745	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	10998	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	376010	30770042	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	643	52624	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	71	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	3101	347700	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	10687	364500	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	4	132	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	67440	2300127	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	25408	515900	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	6106	83632	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	25685	351800	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	10386	300100	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	121	3500	SH	DEFINE
IAMGOLD CORP	COM	450913108	10512	1282000	SH	DEFINE
IBERIABANK CORP	COM	450828108	211	4243	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	43601	887096	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	9308	189377	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	14708	299240	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	49	989	SH	DEFINE
IDACORP INC	COM	451107106	5607	175000	SH	DEFINE
IDACORP INC	COM	451107106	10	300	SH	DEFINE

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

IDEARC INC	COM	451663108	0	10	SH	DEFINE
IDEARC INC	COM	451663108	641	18151	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	11239	207400	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	54190	1000000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	5739	105907	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	35368	713216	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	738	15900	SH	DEFINE
IMS HEALTH INC	COM	449934108	16065	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1869	58161	SH	DEFINE
IMS HEALTH INC	COM	449934108	18181	565850	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	6198	920950	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	8659	1286600	SH	DEFINE
INDIA FUND INC	COM	454089103	1938	44410	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	14046	849724	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	42919	2596443	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	1	72	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	5015	99535	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	8503	168770	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1851	42095	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	33017	750904	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	5719	130074	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	3001	68260	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	433	7900	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	54930	1002000	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	2302	41983	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	2518	161320	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	17541	1123680	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	16	1000	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	4475	286660	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	4501	288357	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	5177	819161	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	2242	124560	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	COM	45809F104	171	13000	SH	DEFINE
INTEL CORP	COM	458140100	1901	80000	SH	DEFINE
INTEL CORP	COM	458140100	3377	142138	SH	DEFINE
INTEL CORP	COM	458140100	23047	970000	SH	DEFINE
INTEL CORP	COM	458140100	3217	135380	SH	DEFINE
INTEL CORP	COM	458140100	85654	3604974	SH	DEFINE
INTEL CORP	COM	458140100	668577	28138760	SH	DEFINE
INTEL CORP	COM	458140100	371	15600	SH	DEFINE
INTEL CORP	COM	458140100	59	2470	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	26642	27750000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	4308	29140	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	355	2400	SH	DEFINE
INTERMEC INC.	COM	458786100	11806	466453	SH	DEFINE
INTERMEC INC.	COM	458786100	26	1041	SH	DEFINE
INTERMUNE INC	COM	45884X103	1686	65000	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	67	4663	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	1884	130625	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	72010	4993748	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	14153	134470	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	163489	1553335	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	1297	12320	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	61045	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	6660	63280	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	144125	1369360	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	27966	265710	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	274	2600	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	46	440	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	7462	187964	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	27210	685380	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	278	7000	SH	DEFINE

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

INTERNATIONAL GAME TECHNOLOGY	COM	459902102	873	22000	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	497792	12747553	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	6425	164530	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	634766	16255199	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	1	21	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	1209	30961	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	435	11130	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	9530	244042	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	93	2390	SH	DEFINE
INTERNATIONAL POWER PLC	SPONSORED ADR	46018M104	1742	20446	SH	DEFINE
INTERNATIONAL POWER PLC	SPONSORED ADR	46018M104	2	27	SH	DEFINE
INTERNATIONAL ROYALTY CORP	COM	460277106	17018	2477100	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COM	460321201	9562	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	577091	50621974	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	22712	1992304	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	1185	103990	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	655	57428	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	1167	102410	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	5621	493100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	60919	5343768	SH	DEFINE
INTERSIL CORP	COM	46069S109	1020	32428	SH	DEFINE
INTERSIL CORP	COM	46069S109	68676	2182955	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	1125	250000	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	4461	933182	SH	DEFINE
INTERVOICE INC	COM	461142101	18769	2253165	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COM	459506101	240	4600	SH	DEFINE
INTUIT INC	COM	461202103	2497	83000	SH	DEFINE
INTUITIVE SURGICAL INC	COM	46120E602	839	6047	SH	DEFINE
INTUITIVE SURGICAL INC	COM	46120E602	1146	8260	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	2	40	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	8646	199540	SH	DEFINE
INVESTTOOLS INC	COM	46145P103	4488	450600	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COM	461915100	202803	3288518	SH	DEFINE
INVITROGEN CORP	COM	46185R100	920	12480	SH	DEFINE
INVITROGEN CORP	COM	46185R100	2223	30139	SH	DEFINE
INVITROGEN CORP	COM	46185R100	1556	21100	SH	DEFINE
INVITROGEN CORP	NOTE 3.250% 6/1	46185RAM2	317	310000	PRN	DEFINE
IOMAI CORP	COM	46202P103	629	345400	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	115847	3587700	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	20529	635770	SH	DEFINE
IPSCO INC	COM	462622101	8926	53000	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	8324	318564	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	12609	842260	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	2772	185165	SH	DEFINE
ISHARES TR COM	COHEN&ST RLTY	464287564	669	7392	SH	DEFINE
ISHARES COMEX GOLD TRUST	ISHARES	464285105	232	3600	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	3693	28658	SH	DEFINE
ISHARES TR	1-3 YR TRS BD	464287457	282	3524	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	550	5588	SH	DEFINE
ISHARES TR	7-10 YR TRS BD	464287440	497	6135	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	28400	351612	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	42210	320625	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	1305	76300	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	1283	88454	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	260	3000	SH	DEFINE
ISHARES TR	S&P EURO PLUS	464287861	244	2100	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	11987	79648	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	2029	22735	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	568	7983	SH	DEFINE
ISHARES TR	S&P/TOPIX 150	464287382	230	1800	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287630	2528	30700	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	4434	61694	SH	DEFINE

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

ISHARES TR	RUSSELL 2000	464287655	416	5018	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	508	5275	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2756	27849	SH	DEFINE
ISTA PHARMACEUTICALS INC	COM	45031X204	2542	344400	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	2200	49622	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	487	10980	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	117465	2649780	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	2797	63100	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	762	17200	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	12350	278594	SH	DEFINE
ITLA CAPITAL CORP	COM	450565106	23235	445796	SH	DEFINE
ITRON INC	COM	465741106	10170	130480	SH	DEFINE
ITT CORP	COM	450911102	2374	34774	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	1137	75300	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	7399	490000	SH	DEFINE
IVAX CORP	NOTE 4.500% 5/1	465823AG7	5106	5000000	PRN	DEFINE
IXIA	COM	45071R109	21202	2289605	SH	DEFINE
IXIA	COM	45071R109	26600	2872620	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	2398	41700	SH	DEFINE
JARDEN CORP	COM	471109108	9593	223050	SH	DEFINE
JARDEN CORP	COM	471109108	280	6500	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	6838	455880	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	848	56500	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	1625	108300	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	483	32200	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	7332	488769	SH	DEFINE
JETBLUE AIRWAYS CORP	DBC 3.750% 3/1	477143AC5	14794	15000000	PRN	DEFINE
JOHN B SANFILIPPO & SON INC	COM	800422107	2145	195000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	COM	409735107	14966	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	104834	1701300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3255	52830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2499	40557	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	66611	1081000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	35916	582864	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	134818	2187890	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	676717	10982108	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	511	8300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	80	1300	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	3494	30180	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	2	17	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	46308	400000	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	32	275	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	405	3500	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	18710	161610	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	185	1600	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	27	230	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	2006	17678	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	1137	10020	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	159042	1401248	SH	DEFINE
JOY GLOBAL INC	COM	481165108	1717	29429	SH	DEFINE
JOY GLOBAL INC	COM	481165108	2646	45365	SH	DEFINE
JOY GLOBAL INC	COM	481165108	99449	1704940	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	6778	139896	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	11983	247319	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2913	60117	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	24094	497287	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	47468	979735	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	497893	10276430	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1173	24202	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	71400	1473677	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	27	560	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1825	72510	SH	DEFINE

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

JUNIPER NETWORKS INC	COM	48203R104	828	32900	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	3711	147418	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	197881	7861780	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	234	9300	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	35	1390	SH	DEFINE
JUNIPER NETWORKS INC	NOTE	6/1 48203RAC8	2201500	17000000	PRN	DEFINE
K-SWISS INC	COM	482686102	1685	59490	SH	DEFINE
K2 INC	COM	482732104	18320	1206030	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	13915	299112	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	93	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	46133	1228900	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	3	80	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	23	600	SH	DEFINE
KAYDON CORP	COM	486587108	6666	127900	SH	DEFINE
KB HOME	COM	48666K109	29	725	SH	DEFINE
KB HOME	COM	48666K109	1404	35670	SH	DEFINE
KB HOME	COM	48666K109	56319	1430500	SH	DEFINE
KBR INC	COM	48242W106	530	20196	SH	DEFINE
KELLOGG CO	COM	487836108	984	19000	SH	DEFINE
KELLWOOD CO	COM	488044108	22102	786000	SH	DEFINE
KELLWOOD CO	COM	488044108	28489	1013110	SH	DEFINE
KELLY SERVICES INC	COM	488152208	59115	2152750	SH	DEFINE
KENEXA CORPORATION	COM	488879107	20556	545100	SH	DEFINE
KENNAMETAL INC	COM	489170100	59029	719600	SH	DEFINE
KENNAMETAL INC	COM	489170100	6	76	SH	DEFINE
KENNAMETAL INC	COM	489170100	6339	77275	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	5018	513627	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	34809	3562830	SH	DEFINE
KEYCORP	COM	493267108	406	11833	SH	DEFINE
KEYSPAN CORP	COM	49337W100	249605	5945798	SH	DEFINE
KEYSPAN CORP	COM	49337W100	369	8789	SH	DEFINE
KEYSTONE AUTOMOTIVE INDUSTRIES INC	COM	49338N109	10384	251009	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	7773	116200	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	4194	62704	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	13	335	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	1694	44500	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	30030	788800	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	9447	171168	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	8198	266856	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580903	1175	40250	SH	CALL DEFINE
KINDRED HEALTHCARE INC	COM	494580103	220612	7559334	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	COM	496904103	104765	5248753	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	146	12500	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	43526	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	7	390	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	31663	1664700	SH	DEFINE
KKR FINANCIAL HOLDINGS LLC	COM	48248A306	80	3200	SH	DEFINE
KKR FINANCIAL HOLDINGS LLC	COM	48248A306	712	28600	SH	DEFINE
KKR FINANCIAL HOLDINGS LLC	COM	48248A306	110	4400	SH	DEFINE
KKR FINANCIAL HOLDINGS LLC	COM	48248A306	3277	131543	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1	13	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1923	35000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	486	8838	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	44937	817780	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	19	340	SH	DEFINE
KNIGHT TRANSPORTATION INC	COM	499064103	14715	759300	SH	DEFINE
KNOT INC	COM	499184109	4386	217260	SH	DEFINE
KNOT INC	COM	499184109	143	7100	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	6	1100	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	4350	750000	SH	DEFINE
KOHL'S CORP	COM	500255104	2810	39563	SH	DEFINE
KOHL'S CORP	COM	500255104	9894	139291	SH	DEFINE

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

KOHLBERG CAPITAL CORP	COM	500233101	9275	500000	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6359	342786	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	12899	695339	SH	DEFINE
KONGZHONG CORP	SPONSORED ADR	50047P104	1224	235795	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	18464	436294	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	36063	852162	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	3	68	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	734	17355	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	13633	322134	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	84961	968550	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	213183	2430261	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	23648	269585	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	15595	177780	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	526	6000	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	943	10747	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1669	19027	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	7352	83807	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	5788	65979	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1480	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	4194	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	12434	567743	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	10659	486730	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	16	735	SH	DEFINE
KORN/FERRY INTERNATIONAL	COM	500643200	7278	277166	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	6065	1161791	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	3631	103000	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	134319	3810469	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	17868	506885	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	6281	178182	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	0	1	SH	DEFINE
KROGER CO	COM	501044101	33470	1189850	SH	DEFINE
KROGER CO	COM	501044101	5564	197800	SH	DEFINE
KROGER CO	COM	501044101	194964	6930834	SH	DEFINE
KROGER CO	COM	501044101	28179	1001757	SH	DEFINE
KROGER CO	COM	501044101	405	14400	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	638105	27199694	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	73346	3126415	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6438	274405	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	33113	1411452	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	3161	134732	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6530	278361	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	27	1160	SH	DEFINE
L-3 COMMUNICATIONS CORP	COM	502424104	10482	107630	SH	DEFINE
LA-Z-BOY INC	COM	505336107	28966	2527600	SH	DEFINE
LABOPHARM INC	COM	504905100	1185	389900	SH	DEFINE
LABOPHARM INC	COM	504905100	1240	407900	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	119	1526	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	619	7915	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	24249	309850	SH	DEFINE
LABRANCHE & CO INC	COM	505447102	86	11600	SH	DEFINE
LADISH CO INC	COM	505754200	2279	53000	SH	DEFINE
LAIDLAW INTL INC	COM	50730R102	38811	1123320	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	197	3833	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	57	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	101719	1978960	SH	DEFINE
LAMAR ADVERTISING CO	COM	512815101	990	15770	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	4939	117900	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	74	1700	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	25110	578300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	825	19000	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	213	4900	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	3589	82664	SH	DEFINE

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

LATIN AMERICA EQUITY FUND INC	COM	51827Q106	11478	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	80	1547	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	10238	250000	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	123	3000	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	9996	118300	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	2134	208240	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	24114	2352630	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	15643	1526160	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	3253	317360	SH	DEFINE
LEAR CORP	COM	521865105	60836	1708388	SH	DEFINE
LEAR CORP	COM	521865105	831	23330	SH	DEFINE
LEAR CORP	COM	521865105	848	23800	SH	DEFINE
LEAR CORP	COM	521865105	11	300	SH	DEFINE
LEAR CORP	COM	521865105	3181	89326	SH	DEFINE
LECG CORP	COM	523234102	16788	1111031	SH	DEFINE
LECG CORP	COM	523234102	12573	832100	SH	DEFINE
LEGG MASON INC	COM	524901105	321608	3269043	SH	DEFINE
LEGG MASON INC	COM	524901105	4209	42785	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	99902	4530700	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	1716	77810	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	10100	458049	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	6412	86050	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	8948	120070	SH	DEFINE
LENNAR CORP	COM	526057104	17779	486300	SH	DEFINE
LENNAR CORP	COM	526057104	27	730	SH	DEFINE
LENNAR CORP	COM	526057104	19	512	SH	DEFINE
LENNAR CORP	COM	526057104	56010	1532000	SH	DEFINE
LENNAR CORP	COM	526057302	1688	48000	SH	DEFINE
LENNAR CORP	COM	526057302	8	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COM	526107107	29814	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COM	527288104	700	19859	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE	3.750% 4/1 527288AX2	6017	3600000	PRN	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	65	11100	SH	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	3631	620700	SH	DEFINE
LEXINGTON REALTY TRUST	COM	529043101	8	370	SH	DEFINE
LEXINGTON REALTY TRUST	COM	529043101	14974	719900	SH	DEFINE
LEXINGTON REALTY TRUST	PFD	CONV SER C 529043309	68694	1450000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	205136	4160121	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	192	3900	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	243	4930	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	11	220	SH	DEFINE
LIBERTY GLOBAL INC	COM	530555101	3532	86060	SH	DEFINE
LIBERTY MEDIA CORP	DEB	3.250% 3/1 530715AR2	8656	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP- INTERACTI	COM	53071M104	1109	49656	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	334815	2845131	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	1043	8859	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB	3.500% 1/1 530715AN1	6660	8000000	PRN	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	15	335	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	8392	191022	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	27764	632000	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	2659	49960	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	511	13200	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1010	26100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	3	66	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	16207	419010	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	5805	150070	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	151	3900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	23	600	SH	DEFINE
LIMELIGHT NETWORKS INC	COM	53261M104	15259	771440	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	441	16050	SH	DEFINE
LINCOLN NATIONAL CORP	COM	534187109	23728	334431	SH	DEFINE

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

LINEAR TECHNOLOGY CORP	COM	535678106	1592	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	1393	38490	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	22239	3775646	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	6706	608000	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	13132	1190600	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	244	22100	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	2758	73950	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	2173	58250	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1156	31000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	423	11346	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	4446	119190	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	9055	202480	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	47065	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	8752	92982	SH	DEFINE
LOEWS CORP	COM	540424108	26510	520000	SH	DEFINE
LOEWS CORP	COM	540424108	578	11344	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1241	47028	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	3959	150000	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1254	47500	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	65111	2467277	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	7264	236680	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	19132	623410	SH	DEFINE
LOWE'S COMPANIES INC	NOTE	2/1 548661CF2	1314070	13000000	PRN	DEFINE
LSI CORP	COM	502161102	343276	45709152	SH	DEFINE
LSI CORP	COM	502161102	4	499	SH	DEFINE
LUNDIN MINING CORP	COM	550372106	8560	665600	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1159	30000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	6963	180200	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1468	38000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	19320	500000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	1	22	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	74	2000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	297042	8002220	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	134	3600	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	16	430	SH	DEFINE
M & T BANK CORP	COM	55261F104	1701	15915	SH	DEFINE
M/I HOMES INC	COM	55305B101	48622	1827900	SH	DEFINE
MACERICH CO	COM	554382101	30	365	SH	DEFINE
MACERICH CO	COM	554382101	1385	16800	SH	DEFINE
MACERICH CO	COM	554382101	55963	679000	SH	DEFINE
MACY'S INC	COM	55616P104	12645	317861	SH	DEFINE
MAGNA INTERNATIONAL INC	COM	559222401	22465	230410	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	137	4000	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	1682	49000	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	378	11000	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	7067	205868	SH	DEFINE
MAINE & MARITIMES CORP	COM	560377103	760	28300	SH	DEFINE
MANITOWOC CO INC	COM	563571108	18	220	SH	DEFINE
MANITOWOC CO INC	COM	563571108	20666	257100	SH	DEFINE
MANNKIND CORP	COM	56400P201	12	1000	SH	DEFINE
MANNKIND CORP	COM	56400P201	30537	2476650	SH	DEFINE
MANNKIND CORP	NOTE	3.750%12/1 56400PAA0	1403	1500000	PRN	DEFINE
MANPOWER INC	COM	56418H100	3288	35650	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	37320	1000000	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	328435	8243850	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	401	10758	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2997	49986	SH	DEFINE
MARATHON OIL CORP	COM	565849106	9594	160000	SH	DEFINE
MARCHEX INC	COM	56624R108	27029	1656200	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	16579	683683	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	252	10380	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	83672	3450403	SH	DEFINE

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

MARKETAXESS HOLDINGS INC	COM	57060D108	6230	346300	SH	DEFINE
MARKETAXESS HOLDINGS INC	COM	57060D108	295	16400	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COM	571903202	1697	39240	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	878	28439	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	242	7825	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	390	12643	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	26389	854550	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	117	3800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	17	540	SH	DEFINE
MARSHALL & ILSLEY CORP	COM	571834100	1663	34914	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COM	573284106	3413	21067	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	1447	79466	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	692	38000	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	5100	280070	SH	DEFINE
MASCO CORP	COM	574599106	3419	120100	SH	DEFINE
MASCO CORP	COM	574599106	1871	65731	SH	DEFINE
MASCO CORP	COM	574599106	1751	61500	SH	DEFINE
MASCO CORP	COM	574599106	536	18830	SH	DEFINE
MASCO CORP	COM	574599106	32112	1127930	SH	DEFINE
MATTEL INC	COM	577081102	754	29831	SH	DEFINE
MATTEL INC	COM	577081102	277667	10979302	SH	DEFINE
MATTEL INC	COM	577081102	25296	1000247	SH	DEFINE
MATTEL INC	COM	577081102	47	1865	SH	DEFINE
MATTEL INC	COM	577081102	3805	150436	SH	DEFINE
MAX CAPITAL GROUP LIMITED	COM	G6052F103	6491	229350	SH	DEFINE
MAX CAPITAL GROUP LIMITED	COM	G6052F103	156	5500	SH	DEFINE
MB FINANCIAL INC	COM	55264U108	27602	794540	SH	DEFINE
MBIA INC	COM	55262C100	12444	200000	SH	DEFINE
MBIA INC	COM	55262C100	1320	21208	SH	DEFINE
MBIA INC	COM	55262C100	1238	19900	SH	DEFINE
MBIA INC	COM	55262C100	37811	607700	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	97454	2552495	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	302	7909	SH	DEFINE
MCDERMOTT INTERNATIONAL INC	COM	580037109	344	4140	SH	DEFINE
MCDONALD'S CORP	COM	580135101	6320	124500	SH	DEFINE
MCDONALD'S CORP	COM	580135101	3459	68150	SH	DEFINE
MCDONALD'S CORP	COM	580135101	17113	337137	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	26790	393510	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	54922	1135691	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	39	815	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	122336	2529700	SH	DEFINE
MDS INC	COM	55269P302	42266	1947751	SH	DEFINE
MDS INC	COM	55269P302	98590	4543312	SH	DEFINE
MDS INC	COM	55269P302	16681	768703	SH	DEFINE
MDS INC	COM	55269P302	8175	376719	SH	DEFINE
MDS INC	COM	55269P302	9662	445251	SH	DEFINE
MDU RESOURCES GROUP INC	COM	552690109	783	27928	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	56713	1605700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	215309	6095943	SH	DEFINE
MEADWESTVACO CORP	COM	583334907	14208	402258	SH	CALL DEFINE
MEDAREX INC	COM	583916101	5330	373000	SH	DEFINE
MEDAREX INC	COM	583916101	2494	174500	SH	DEFINE
MEDAREX INC	COM	583916101	147	10300	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3762	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	13983	179293	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	944	12100	SH	DEFINE
MEDICINES CO	COM	584688105	42	2410	SH	DEFINE
MEDICINES CO	COM	584688105	37161	2109023	SH	DEFINE
MEDICURE INC	COM	58469E101	916	636400	SH	DEFINE
MEDTRONIC INC	COM	585055106	1543	29750	SH	DEFINE
MEDTRONIC INC	COM	585055106	1	25	SH	DEFINE
MEDTRONIC INC	COM	585055106	3112	60000	SH	DEFINE

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

MEDTRONIC INC	COM	585055106	5666	109250	SH	DEFINE
MEDTRONIC INC	COM	585055106	45405	875523	SH	DEFINE
MEDTRONIC INC	COM	585055106	28742	554220	SH	DEFINE
MEDTRONIC INC	COM	585055106	171	3300	SH	DEFINE
MEDTRONIC INC	COM	585055106	13	250	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	7713	175300	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	954	21693	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	32123	629000	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	1448	28362	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	86890	1701397	SH	DEFINE
MENTOR CORP	COM	587188103	830	20400	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	498	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COM	588056101	25900	2539200	SH	DEFINE
MERCK & CO INC	COM	589331107	846210	16992173	SH	DEFINE
MERCK & CO INC	COM	589331107	54227	1088902	SH	DEFINE
MERCK & CO INC	COM	589331107	2375	47700	SH	DEFINE
MERCK & CO INC	COM	589331107	8102	162700	SH	DEFINE
MERCK & CO INC	COM	589331107	24900	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	30043	603270	SH	DEFINE
MERCK & CO INC	COM	589331107	127411	2558462	SH	DEFINE
MERCK & CO INC	COM	589331107	1140167	22894910	SH	DEFINE
MERCK & CO INC	COM	589331107	2925	58735	SH	DEFINE
MERCK & CO INC	COM	589331107	8051	161660	SH	DEFINE
MERCK & CO INC	COM	589331107	161381	3240575	SH	DEFINE
MERCK & CO INC	COM	589331107	9064	182014	SH	DEFINE
MERCK & CO INC	COM	589331107	1432	28749	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	31254	567119	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	14	500	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	42735	1520260	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	13	495	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	19	700	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	8450	315900	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	216658	2592219	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1657	19821	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1317	15759	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	4597	55000	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1763	21090	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	15975	191140	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	56075	670910	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	52507	628228	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	5175	61911	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1149	13747	SH	DEFINE
MERRILL LYNCH & CO INC	NOTE	3/1 590188W46	2217420	18000000	PRN	DEFINE
MESA AIR GROUP INC	COM	590479101	2975	450000	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	71	10750	SH	DEFINE
METAL MANAGEMENT INC	COM	591097209	4896	111095	SH	DEFINE
METALLICA RESOURCES INC	COM	59125J104	2036	413900	SH	DEFINE
METALLICA RESOURCES INC	COM	59125J104	2460	500000	SH	DEFINE
METHANEX CORP	COM	59151K108	11342	428973	SH	DEFINE
METHODE ELECTRONICS INC	COM	591520200	14598	932796	SH	DEFINE
METLIFE INC	COM	59156R108	29977	464900	SH	DEFINE
METLIFE INC	COM	59156R108	2375	36835	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM	591708102	1092	33050	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM	591708102	54692	1655340	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	45873	480300	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	30307	317317	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	4776	50000	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	114315	1196890	SH	DEFINE
MEXICO FUND INC	COM	592835102	26067	620800	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	30635	538785	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	68	1200	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	3479	93919	SH	DEFINE

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

MICROCHIP TECHNOLOGY INC	COM	595017104	2001	54025	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	7774	209885	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	158996	4292541	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	50	4000	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	8907	710870	SH	DEFINE
MICRON TECHNOLOGY INC	NOTE 1.875% 6/0	595112AH6	21450	20000000	PRN	DEFINE
MICROS SYSTEMS INC	COM	594901100	2	33	SH	DEFINE
MICROS SYSTEMS INC	COM	594901100	18420	338600	SH	DEFINE
MICROSEMI CORP	COM	595137100	23346	974768	SH	DEFINE
MICROSEMI CORP	COM	595137100	5291	220900	SH	DEFINE
MICROSEMI CORP	COM	595137100	215901	9014662	SH	DEFINE
MICROSEMI CORP	COM	595137100	201	8400	SH	DEFINE
MICROSEMI CORP	COM	595137100	40	1690	SH	DEFINE
MICROSOFT CORP	COM	594918104	1793066	60843767	SH	DEFINE
MICROSOFT CORP	COM	594918104	47399	1608396	SH	DEFINE
MICROSOFT CORP	COM	594918104	4804	163000	SH	DEFINE
MICROSOFT CORP	COM	594918104	837412	28415742	SH	DEFINE
MICROSOFT CORP	COM	594918104	6329	214747	SH	DEFINE
MICROSOFT CORP	COM	594918104	34627	1175000	SH	DEFINE
MICROSOFT CORP	COM	594918104	29937	1015837	SH	DEFINE
MICROSOFT CORP	COM	594918104	96812	3285096	SH	DEFINE
MICROSOFT CORP	COM	594918104	127471	4325460	SH	DEFINE
MICROSOFT CORP	COM	594918104	2900	98400	SH	DEFINE
MICROSOFT CORP	COM	594918104	13568	460400	SH	DEFINE
MICROSOFT CORP	COM	594918104	187990	6379043	SH	DEFINE
MICROSOFT CORP	COM	594918104	53	1800	SH	DEFINE
MICROSOFT CORP	COM	594918104	17161	582330	SH	DEFINE
MICROSOFT CORP	COM	594918104	2123	72030	SH	DEFINE
MICROTUNE INC	COM	59514P109	5373	1027300	SH	DEFINE
MICROTUNE INC	COM	59514P109	12063	2306530	SH	DEFINE
MIDCAP SPDR TRUST	UNIT SER 1	595635103	5277	32384	SH	DEFINE
MIDLAND CO	COM	597486109	18072	385000	SH	DEFINE
MILLIPORE CORP	COM	601073109	16075	214076	SH	DEFINE
MILLIPORE CORP	COM	601073109	30036	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	13337	177610	SH	DEFINE
MILLIPORE CORP	COM	601073109	445	5929	SH	DEFINE
MILLIPORE CORP	COM	601073109	6826	90900	SH	DEFINE
MILLIPORE CORP	COM	601073109	98	1310	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	675	22100	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	59321	1355600	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14824	221423	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	15941	238100	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	5196	1127100	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	6131	1330000	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	11379	1032560	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	14261	1294094	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	2	157	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	44	4000	SH	DEFINE
MOBILE MINI INC	COM	60740F105	2	64	SH	DEFINE
MOBILE MINI INC	COM	60740F105	13312	455900	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	202644	3345620	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	40664	671350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	528	8720	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	61	1000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	149657	2470810	SH	DEFINE
MOLEX INC	COM	608554101	4396	146483	SH	DEFINE
MOLEX INC	COM	608554101	227	7566	SH	DEFINE
MOLEX INC	COM	608554200	3889	146483	SH	DEFINE
MOLEX INC	COM	608554200	76	2859	SH	DEFINE
MONACO COACH CORP	COM	60886R103	36730	2559600	SH	DEFINE
MONSANTO CO	COM	61166W101	84425	1250000	SH	DEFINE
MONSANTO CO	COM	61166W101	1104	16346	SH	DEFINE

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

MONSANTO CO	COM	61166W101	1351	20000	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	51372	2770900	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	3	179	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	113	6100	SH	DEFINE
MOODY'S CORP	COM	615369105	176	2825	SH	DEFINE
MOODY'S CORP	COM	615369105	33464	538000	SH	DEFINE
MOODY'S CORP	COM	615369105	581	9340	SH	DEFINE
MOODY'S CORP	COM	615369105	2085	33528	SH	DEFINE
MOODY'S CORP	COM	615369105	71205	1144780	SH	DEFINE
MOODY'S CORP	COM	615369105	149	2400	SH	DEFINE
MOODY'S CORP	COM	615369105	24	380	SH	DEFINE
MORGAN STANLEY	COM	617446448	2978	35499	SH	DEFINE
MORGAN STANLEY	COM	617446448	13728	163657	SH	DEFINE
MORGAN STANLEY	COM	617446448	5301	63200	SH	DEFINE
MORGAN STANLEY	COM	617446448	4578	54580	SH	DEFINE
MORGAN STANLEY	COM	617446448	3476	41445	SH	DEFINE
MORGAN STANLEY	COM	617446448	30803	367232	SH	DEFINE
MORGAN STANLEY	COM	617446448	45035	536900	SH	DEFINE
MORGAN STANLEY	COM	617446448	1458	17384	SH	DEFINE
MORGAN STANLEY	COM	617446448	7697	91757	SH	DEFINE
MORGAN STANLEY	COM	617446448	69595	829703	SH	DEFINE
MORGAN STANLEY	COM	617446448	3990	47569	SH	DEFINE
MORGAN STANLEY	COM	617446448	1153	13749	SH	DEFINE
MOSYS INC.	COM	619718109	88	10000	SH	DEFINE
MOTOROLA INC	COM	620076109	513805	29028520	SH	DEFINE
MOTOROLA INC	COM	620076109	4624	261254	SH	DEFINE
MOTOROLA INC	COM	620076109	3540	200000	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	80662	2342100	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	344	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	2	31	SH	DEFINE
MURPHY OIL CORP	COM	626717102	898	15108	SH	DEFINE
MURPHY OIL CORP	COM	626717102	4755	80000	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	4573	114635	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	333	18295	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	0	1	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	64167	1725380	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	1	16	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	333	9990	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	4459	133590	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	19473	583380	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	97	2900	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	16	480	SH	DEFINE
NACCO INDUSTRIES INC	COM	629579103	47577	305984	SH	DEFINE
NASDAQ STOCK MARKET INC	COM	631103108	664	22341	SH	SOLE
NASH FINCH CO	COM	631158102	297	6000	SH	DEFINE
NASHUA CORP	COM	631226107	5157	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	19886	115279	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	1869	10837	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	2736	238725	SH	DEFINE
NATIONAL CINEMEDIA INC	COM	635309107	2	67	SH	DEFINE
NATIONAL CINEMEDIA INC	COM	635309107	366	13050	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	539	16181	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	11433	246870	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	6295	135925	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	11202	241900	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	162	3500	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	10541	323637	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	8	255	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	17459	536052	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	35770	343151	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1872	17955	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	6410	61490	SH	DEFINE

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

NATIONAL OILWELL VARCO INC	COM	637071101	174524	1674253	SH	DEFINE
NATIONAL RV HOLDINGS INC	COM	637277104	431	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COM	638522102	37938	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	141720	2241689	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	67	1052	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	2519	92600	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	1991	73200	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	647	23800	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	9113	335040	SH	DEFINE
NAVTEQ CORP	COM	63936L100	235657	5565830	SH	DEFINE
NAVTEQ CORP	COM	63936L100	7614	179840	SH	DEFINE
NAVTEQ CORP	COM	63936L100	1059	25000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	5551	131100	SH	DEFINE
NAVTEQ CORP	COM	63936L100	169	4000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	593	14000	SH	DEFINE
NEC CORP	ADR	629050204	75	14625	SH	DEFINE
NEKTAR THERAPEUTIC	COM	640268108	2304	242800	SH	DEFINE
NETFLIX COM INC	COM	64110L106	1192	61500	SH	DEFINE
NETGEAR INC	COM	64111Q104	77	2123	SH	DEFINE
NETGEAR INC	COM	64111Q104	14939	412100	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	7020	220469	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	36300	1140060	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	1181	40461	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	6302	215810	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	144414	4945682	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	17	580	SH	DEFINE
NEUSTAR INC	COM	64126X201	5	169	SH	DEFINE
NEUSTAR INC	COM	64126X201	12611	435300	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	2333	877000	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	22	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	4093	135000	SH	DEFINE
NEW JERSEY RESOURCES CORP	COM	646025106	309	6050	SH	DEFINE
NEW ORIENTAL EDUCATION & TECH GROU	SPON ADR	647581107	1117	20800	SH	DEFINE
NEW YORK TIMES CO	COM	650111107	3797	149480	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	14	560	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	201	8000	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	38736	1545100	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	2068	82500	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	562	22400	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	9126	364025	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	312	10617	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	4	93	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	305	6700	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	5903	129600	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1278	32731	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	28151	720714	SH	DEFINE
NEWPARK RESOURCES INC	COM	651718504	2273	293230	SH	DEFINE
NEWS CORP INC	COM	65248E104	1527239	72005622	SH	DEFINE
NEWS CORP INC	COM	65248E104	112580	5307857	SH	DEFINE
NEWS CORP INC	COM	65248E104	724246	34146448	SH	DEFINE
NEWS CORP INC	COM	65248E104	3933	185413	SH	DEFINE
NEWS CORP INC	COM	65248E104	22993	1084080	SH	DEFINE
NEWS CORP INC	COM	65248E104	8993	423993	SH	DEFINE
NEWS CORP INC	COM	65248E104	10479	494080	SH	DEFINE
NEWS CORP INC	COM	65248E104	2962	139635	SH	DEFINE
NEWS CORP INC	COM	65248E104	125197	5902727	SH	DEFINE
NEWS CORP INC	COM	65248E104	84	3980	SH	DEFINE
NEWS CORP INC	COM	65248E104	15902	749726	SH	DEFINE
NEWS CORP INC	COM	65248E104	1944	91674	SH	DEFINE
NEWS CORP INC	COM	65248E203	4114	179336	SH	DEFINE
NEWS CORP INC	COM	65248E203	270	11775	SH	DEFINE
NEWS CORP INC	COM	65248E203	11930	520042	SH	DEFINE

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

NEWS CORP INC	COM	65248E203	9739	424560	SH	DEFINE
NEWSTAR FINANCIAL INC	COM	65251F105	16800	1180600	SH	DEFINE
NEXEN INC	COM	65334H102	151016	4576235	SH	DEFINE
NEXEN INC	COM	65334H102	5280	160000	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	4573	253366	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	762	42200	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	3132	38792	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	2747	34025	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	360431	4464090	SH	DEFINE
NIKE INC	COM	654106103	3218	55200	SH	DEFINE
NIKE INC	COM	654106103	5963	102300	SH	DEFINE
NIKE INC	COM	654106103	15087	258821	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	275	12383	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	155	7000	SH	DEFINE
NISOURCE INC	COM	65473P105	310	14953	SH	DEFINE
NISOURCE INC	COM	65473P105	105621	5100000	SH	DEFINE
NISSAN MOTOR CO LTD	SPONSORED ADR	654744408	4974	231979	SH	DEFINE
NISSAN MOTOR CO LTD	SPONSORED ADR	654744408	49	2300	SH	DEFINE
NOBLE CORP	COM	G65422100	24072	246840	SH	DEFINE
NOBLE CORP	COM	G65422100	1089	11166	SH	DEFINE
NOBLE CORP	COM	G65422100	847	8684	SH	DEFINE
NOBLE CORP	COM	G65422100	3082	31600	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	518	8300	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	8111	130000	SH	DEFINE
NOBLE ENERGY INC	COM	655044905	125	2000	SH	CALL DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1887	67137	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	696	24745	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	17637	627431	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	91994	3272650	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	219	7800	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	35	1250	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	7387	380383	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	558	28759	SH	DEFINE
NORDSON CORP	COM	655663102	62872	1253422	SH	DEFINE
NORDSTROM INC	COM	655664100	3851	75325	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	72925	1387200	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7638	145291	SH	DEFINE
NORSK HYDRO ASA	SPONSORED ADR	656531605	1217	31800	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.250% 9/0	656568AB8	570545	576266000	PRN	DEFINE
NORTH AMERICAN ENERGY PARTNERS INC	COM	656844107	1823	90000	SH	DEFINE
NORTH EUROPEAN OIL ROYALTY TRUST	COM	659310106	237	6000	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	44599	1572600	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	96	3400	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	28360	1000000	SH	DEFINE
NORTHERN ORION RES INC	COM	665575106	3699	650000	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	275	4281	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	77870	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	10156	130421	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	736	63300	SH	DEFINE
NORTHWEST AIRLINES CORP	COM	667280408	148860	6705396	SH	DEFINE
NORTHWEST PIPE COMPANY	COM	667746101	11027	310000	SH	DEFINE
NORTHWESTERN CORP	*W EXP 11/01/200	668074115	1001	106864	SH	DEFINE
NORTHWESTERN CORP	COM	668074305	67305	2115834	SH	DEFINE
NOVAGOLD RES INC	COM	66987E206	3006	200000	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	11591	206720	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	24489	436749	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	6452	115075	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5334	95125	SH	DEFINE
NOVELLUS SYS INC	COM	670008101	19774	697000	SH	DEFINE
NOVO-NORDISK AS	ADR	670100205	2	18	SH	DEFINE
NOVO-NORDISK AS	ADR	670100205	1451	13355	SH	DEFINE
NOVO-NORDISK AS	ADR	670100205	3609	33210	SH	DEFINE

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

NSTAR	COM	67019E107	437	13480	SH	DEFINE
NSTAR	COM	67019E107	1227	37800	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1719	102746	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	6161	368250	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	110648	6613745	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	341	20400	SH	DEFINE
NUCOR CORP	COM	670346105	259575	4425839	SH	DEFINE
NUCOR CORP	COM	670346105	13704	233650	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	COM	670656107	530	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	6	103	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	6631	106695	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	COM	6706K4105	306	25000	SH	DEFINE
NVIDIA CORP	COM	67066G104	228	5525	SH	DEFINE
NVIDIA CORP	COM	67066G104	68057	1647480	SH	DEFINE
NVR INC	COM	62944T105	1074	1580	SH	DEFINE
NVR INC	COM	62944T105	77852	114530	SH	DEFINE
OAKLEY INC	COM	673662102	393	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	8393	145000	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	316	5464	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	22191	383400	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1153	38057	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	3352	110617	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	60217	1987350	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	5568	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	4995	127100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	240	6100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	8876	225863	SH	DEFINE
OGE ENERGY CORP	COM	670837103	220	6000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	28401	687000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	41108	994400	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	4961	120000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	268809	12643883	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	349754	16451254	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	3	157	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	177	11200	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	1037	65500	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	237	15000	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	3764	237774	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	9282	1002400	SH	DEFINE
OMNICARE INC	COM	681904108	900	24950	SH	DEFINE
OMNICARE INC	COM	681904108	1349	37420	SH	DEFINE
OMNICARE INC	COM	681904108	39565	1097210	SH	DEFINE
OMNICARE INC	COM	681904108	2	67	SH	DEFINE
OMNICARE INC	COM	681904108	356	9880	SH	DEFINE
OMNICARE INC	COM	681904108	16154	447988	SH	DEFINE
OMNICARE INC	COM	681904108	5560	154200	SH	DEFINE
OMNICARE INC	COM	681904108	11956	331561	SH	DEFINE
OMNICARE INC	COM	681904108	18	500	SH	DEFINE
OMNICARE INC	BCV 3.250%12/1	681904AL2	13460	16000000	PRN	DEFINE
OMNICELL INC	COM	68213N109	6560	315700	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	3363	63540	SH	DEFINE
OMNITURE INC	COM	68212S109	97	4232	SH	DEFINE
OMNITURE INC	COM	68212S109	39093	1705630	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	30992	1711300	SH	DEFINE
ONEBEACON INSURANCE GROUP LTD	COM	G67742109	18927	747200	SH	DEFINE
ONEOK INC	COM	682680103	227	4500	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	101	3750	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	17116	636300	SH	DEFINE
OPEN TEXT CORP	COM	683715106	34776	1489955	SH	DEFINE
OPEN TEXT CORP	COM	683715106	25620	1097688	SH	DEFINE
OPEN TEXT CORP	COM	683715106	6821	292256	SH	DEFINE
OPEN TEXT CORP	COM	683715106	5431	232672	SH	DEFINE

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

OPNEXT INC	COM	68375V105	9223	696600	SH	DEFINE
OPSWARE INC	COM	68383A101	6535	687139	SH	DEFINE
OPSWARE INC	COM	68383A101	1371	144200	SH	DEFINE
OPTION CARE INC	COM	683948103	8643	561221	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	7430	289547	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	7051	274773	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	101721	3964172	SH	DEFINE
ORACLE CORP	COM	68389X105	1374149	69718347	SH	DEFINE
ORACLE CORP	COM	68389X105	45716	2319457	SH	DEFINE
ORACLE CORP	COM	68389X105	3439	174475	SH	DEFINE
ORACLE CORP	COM	68389X105	9855	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	1801	91360	SH	DEFINE
ORACLE CORP	COM	68389X105	9315	472624	SH	DEFINE
ORACLE CORP	COM	68389X105	54485	2764340	SH	DEFINE
ORACLE CORP	COM	68389X105	1434	72740	SH	DEFINE
ORACLE CORP	COM	68389X105	9945	504580	SH	DEFINE
ORACLE CORP	COM	68389X105	78878	4001920	SH	DEFINE
ORACLE CORP	COM	68389X105	16616	843040	SH	DEFINE
ORACLE CORP	COM	68389X105	1789	90750	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	2	87	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	5587	265931	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	26844	1277700	SH	DEFINE
ORBOTECH LTD	COM	M75253100	14144	633700	SH	DEFINE
ORBOTECH LTD	COM	M75253100	455	20400	SH	DEFINE
ORBOTECH LTD	COM	M75253100	2214	99200	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	5274	351100	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	1	26	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	72705	1361510	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	62939	1000300	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	1643	26110	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COM	690027206	2615	232000	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	112308	1379700	SH	DEFINE
OWENS & MINOR INC	COM	690732102	13855	396546	SH	DEFINE
OWENS CORNING NEW	COM	690742101	248566	7391209	SH	DEFINE
OWENS CORNING NEW	COM	690742901	78055	2320988	SH	CALL DEFINE
P.A.M. TRANSPORTATION SVCS INC	COM	693149106	1138	62263	SH	DEFINE
PACER INTERNATIONAL INC	COM	69373H106	18932	804939	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	DBCV	3.000%10/1 695112AG7	7425	2000000	PRN	DEFINE
PALL CORP	COM	696429307	22995	500000	SH	DEFINE
PALL CORP	COM	696429307	916	19915	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	7926	285100	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	0	9	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	2532	783900	SH	DEFINE
PANERA BREAD CO	COM	69840W108	1261	27383	SH	DEFINE
PANERA BREAD CO	COM	69840W108	1700	36900	SH	DEFINE
PANERA BREAD CO	COM	69840W108	95837	2080690	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COM	69888P106	13599	481738	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM	699173209	1716	79400	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COM	699462107	28647	681100	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	230	2350	SH	DEFINE
PARKWAY PROPERTIES INC	COM	70159Q104	5	110	SH	DEFINE
PARKWAY PROPERTIES INC	COM	70159Q104	15331	319200	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	351	4525	SH	DEFINE
PATTERSON COS INC	COM	703395103	1386	37175	SH	DEFINE
PAYCHEX INC	COM	704326107	2130	54456	SH	DEFINE
PAYCHEX INC	COM	704326107	1956	50000	SH	DEFINE
PAYCHEX INC	COM	704326107	18452	471681	SH	DEFINE
PAYCHEX INC	COM	704326107	104417	2669140	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	1319	56598	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	76342	3276460	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	17	730	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE	2.750% 8/1 74369LAD5	27420	21990000	PRN	DEFINE

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

PEABODY ENERGY CORP	COM	704549104	95899	1982200	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	2	40	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	4596	95000	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	769	15890	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	18069	373475	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	57819	1195105	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	247	5100	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	42	870	SH	DEFINE
PENN NATIONAL GAMING INC	COM	707569109	2	25	SH	DEFINE
PENN NATIONAL GAMING INC	COM	707569109	38416	639300	SH	DEFINE
PENN VIRGINIA CORP	COM	707882106	201	5000	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	COM	707884102	236	7600	SH	DEFINE
PENN WEST ENERGY TRUST	TR UNIT	707885109	26930	756025	SH	DEFINE
PENN WEST ENERGY TRUST	COM	707885109	60	1800	SH	DEFINE
PENNEY JC CO INC	COM	708160106	2503	34581	SH	DEFINE
PENTAIR INC	COM	709631105	1173	30400	SH	DEFINE
PENTAIR INC	COM	709631105	451	11700	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	6171	494898	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	18224	1461436	SH	DEFINE
PEOPLE'S UNITED FINANCIAL INC	COM	712704105	35576	2006560	SH	DEFINE
PEOPLE'S UNITED FINANCIAL INC	COM	712704105	84	4725	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	28306	1045647	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	109	3856	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	39480	1400000	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	555	22600	SH	DEFINE
PEPSICO INC	COM	713448108	2075	32000	SH	DEFINE
PEPSICO INC	COM	713448108	193	2981	SH	DEFINE
PEPSICO INC	COM	713448108	6573	101350	SH	DEFINE
PEPSICO INC	COM	713448108	78353	1208214	SH	DEFINE
PEPSICO INC	COM	713448108	57484	886410	SH	DEFINE
PEPSICO INC	COM	713448108	117	1800	SH	DEFINE
PERKINELMER INC	COM	714046109	468	17968	SH	DEFINE
PETRO-CANADA	COM	71644E102	300946	5303022	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	6697	45044	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	2	118	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	4871	307108	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	185	11680	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	2444	22910	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	29	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	3200	30000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	914008	8567754	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	24	200	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	5215	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	5793	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	24	623	SH	DEFINE
PETSMART INC	COM	716768106	1793	55260	SH	DEFINE
PETSMART INC	COM	716768106	17477	538568	SH	DEFINE
PETSMART INC	COM	716768106	117318	3615350	SH	DEFINE
PFIZER INC	COM	717081103	1371760	53647256	SH	DEFINE
PFIZER INC	COM	717081103	72424	2832394	SH	DEFINE
PFIZER INC	COM	717081103	33325	1303300	SH	DEFINE
PFIZER INC	COM	717081103	186414	7290330	SH	DEFINE
PFIZER INC	COM	717081103	686344	26841779	SH	DEFINE
PFIZER INC	COM	717081103	5985	234047	SH	DEFINE
PFIZER INC	COM	717081103	55487	2170000	SH	DEFINE
PFIZER INC	COM	717081103	64161	2509215	SH	DEFINE
PFIZER INC	COM	717081103	73994	2893766	SH	DEFINE
PFIZER INC	COM	717081103	1539021	60188560	SH	DEFINE
PFIZER INC	COM	717081103	3748	146566	SH	DEFINE
PFIZER INC	COM	717081103	11839	462996	SH	DEFINE
PFIZER INC	COM	717081103	168539	6591298	SH	DEFINE
PFIZER INC	COM	717081103	175	6830	SH	DEFINE

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

PFIZER INC	COM	717081103	15454	604389	SH	DEFINE
PFIZER INC	COM	717081103	271	10611	SH	DEFINE
PG&E CORP	COM	69331C108	25	562	SH	DEFINE
PG&E CORP	COM	69331C108	709172	15655000	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	14508	379100	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	16596	433658	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	157	4100	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	113447	2964392	SH	DEFINE
PHARMION CORP	COM	71715B409	5199	179600	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	8314	494000	SH	DEFINE
PHI INC	COM	69336T106	2948	95100	SH	DEFINE
PHI INC	COM	69336T205	20826	699099	SH	DEFINE
PHI INC	COM	69336T205	2383	80000	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	706	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	8602	150381	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	14778	258359	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	748	12349	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	25295	2979440	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	13308	1567500	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	31060	3658460	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	3906	460101	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	84	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	279787	7021000	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	1789	120000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	4730	97100	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	146	3000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	253674	5418060	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2647	56530	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1751	37391	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1669	35643	SH	DEFINE
PITNEY BOWES INC	COM	724479100	26355	562900	SH	DEFINE
PITNEY BOWES INC	COM	724479100	68293	1458639	SH	DEFINE
PITNEY BOWES INC	COM	724479100	7148	152680	SH	DEFINE
PITNEY BOWES INC	COM	724479100	755	16120	SH	DEFINE
PLATINUM UNDERWRITER HLDGS LTD	COM	G7127P100	4173	120078	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	71116	1707069	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	12073	289797	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10771	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	65013	1455400	SH	DEFINE
PMI GROUP INC	COM	69344M101	6971	156060	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	30457	425495	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	5819	81289	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	51781	1863300	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	229	8250	SH	DEFINE
POGO PRODUCING CO	COM	730448107	44003	866366	SH	DEFINE
POGO PRODUCING CO	COM	730448107	787	15500	SH	DEFINE
POLYONE CORP	COM	73179P106	9886	1375000	SH	DEFINE
PORTLAND GENERAL ELECTRIC CO	COM	736508847	164640	6000000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	99	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	25941	1867617	SH	DEFINE
POSCO	SPONSORED ADR	693483109	46466	387216	SH	DEFINE
POSCO	SPONSORED ADR	693483109	3640	30330	SH	DEFINE
POSCO	SPONSORED ADR	693483109	479	3989	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	118	1413	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	468	6000	SH	DEFINE
POTLATCH CORP	COM	737630103	143401	3331030	SH	DEFINE
POWELL INDUSTRIES INC	COM	739128106	11538	363300	SH	DEFINE
POWERSHARES QQQ NASDAQ 100	UNIT SER 1	73935A104	3813	80155	SH	DEFINE
POZEN INC	COM	73941U102	4152	229790	SH	DEFINE
POZEN INC	COM	73941U102	9204	509357	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	11	150	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	2618	34403	SH	DEFINE

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

PPL CORP	COM	69351T106	568	12147	SH	DEFINE
PPL CORP	COM	69351T106	205876	4400000	SH	DEFINE
PRAXAIR INC	COM	74005P104	251927	3499478	SH	DEFINE
PRAXAIR INC	COM	74005P104	250	3473	SH	DEFINE
PRAXAIR INC	COM	74005P104	19860	275873	SH	DEFINE
PRAXAIR INC	COM	74005P104	48881	679000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	2460	20270	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	171207	1410735	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	9972	507200	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	13115	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	13	225	SH	DEFINE
PRINTRONIX INC	COM	742578107	1690	130000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	257243	4204000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	149	2429	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2142	35000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	29724	485760	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	90934	1486093	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	80346	1313050	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	269	4400	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	37	610	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3298	72336	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	513790	11269800	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	82589	3451270	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	14246	595300	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	1067	44570	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	714	29850	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	28295	1182402	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COM	74340R104	2554	823800	SH	DEFINE
PROLOGIS	COM	743410102	22	380	SH	DEFINE
PROLOGIS	COM	743410102	1840	32339	SH	DEFINE
PROLOGIS	COM	743410102	69363	1219034	SH	DEFINE
PROTECTION ONE INC	COM	743663403	11365	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	33008	690400	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	43	900	SH	DEFINE
PROVIDENCE & WORCESTER RAILROAD CO	COM	743737108	3965	205000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE 4.000% 5/1	74406AAC6	13028	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	138261	1422000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	273239	2810229	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	1945	20000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	2754	28326	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	15	235	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	43022	678904	SH	DEFINE
PSS WORLD MEDICAL INC	COM	69366A100	1489	81700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	6037	166500	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	19700	543300	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	4	50	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	4389	50000	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	373	4250	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	9917	112979	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	1633650	18610729	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	184	2100	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	32	370	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	13	165	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	1587	20662	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	42412	552100	SH	DEFINE
PUGET ENERGY INC	COM	745310102	24	1000	SH	DEFINE
PUGET ENERGY INC	COM	745310102	268188	11091300	SH	DEFINE
PULTE HOMES INC	COM	745867101	58969	2626700	SH	DEFINE
PULTE HOMES INC	COM	745867101	3	115	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	COM	746922103	356	30000	SH	DEFINE
QLOGIC CORP	COM	747277101	2802	168304	SH	DEFINE
QUALCOMM INC	COM	747525103	311	7174	SH	DEFINE

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

QUALCOMM INC	COM	747525103	4773	110000	SH	DEFINE
QUALCOMM INC	COM	747525103	568	13080	SH	DEFINE
QUALCOMM INC	COM	747525103	58019	1337143	SH	DEFINE
QUALCOMM INC	COM	747525103	136534	3146670	SH	DEFINE
QUALCOMM INC	COM	747525103	139	3200	SH	DEFINE
QUALCOMM INC	COM	747525103	304	7000	SH	DEFINE
QUALCOMM INC	COM	747525103	24	550	SH	DEFINE
QUALCOMM INC	COM	747525103	651	15000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	33737	1100000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	13	435	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	18655	1431725	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	23222	1782191	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	7847	645848	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	42436	3256796	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	4288	329124	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	2546	195383	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	7078	543229	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	9	59916	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	893	293600	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	14979	290000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	22752	440510	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	367315	7111614	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	25825	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	19956	386370	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	9154	177226	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	38348	742466	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	17712	1094001	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	24713	1526446	SH	DEFINE
QUESTAR CORP	COM	748356102	2924	55326	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	216959	4986420	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	10059	231195	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	463	10637	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	31044	713500	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	6896	158500	SH	DEFINE
RADIAN GROUP INC	COM	750236101	50069	927200	SH	DEFINE
RADIOSHACK CORP	COM	750438103	1145	34550	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	7805	299975	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	30495	1171999	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	10	285	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	43	1200	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	4445	123700	SH	DEFINE
RANDGOLD RESOURCES LTD	ADR	752344309	47211	2127600	SH	DEFINE
RAYTHEON CO	COM	755111507	432896	8032957	SH	DEFINE
RAYTHEON CO	COM	755111507	5902	109520	SH	DEFINE
RAYTHEON CO	COM	755111507	5645	104755	SH	DEFINE
RAYTHEON CO	COM	755111507	32334	600000	SH	DEFINE
RAYTHEON CO	COM	755111507	1887	35019	SH	DEFINE
RAYTHEON CO	COM	755111507	5153	95621	SH	DEFINE
RAYTHEON CO	COM	755111507	27134	503500	SH	DEFINE
RAYTHEON CO	COM	755111507	1607	29825	SH	DEFINE
RC2 CORP	COM	749388104	11699	292400	SH	DEFINE
REALNETWORKS INC	COM	75605L104	117	14262	SH	DEFINE
RED LION HOTELS CORP	COM	756764106	7097	552300	SH	DEFINE
REDDY ICE HOLDING INC	COM	75734R105	1047	36700	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	2177	45000	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	4	75	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	15985	330400	SH	DEFINE
REED ELSEVIER NV	ADR	758204101	29958	790020	SH	DEFINE
REED ELSEVIER NV	ADR	758204101	887	23400	SH	DEFINE
REED ELSEVIER NV	ADR	758204101	9	250	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COM	758766109	7069	322360	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	11	150	SH	DEFINE

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

REGENCY CENTERS CORP	COM	758849103	1361	19300	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	33135	470000	SH	DEFINE
REGIONS FINANCIAL CORP	COM	7591EP100	1196	36125	SH	DEFINE
REGIS CORP	COM	758932107	64210	1678700	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	7663	538097	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	175931	3127100	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	124224	4609430	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	104	3871	SH	DEFINE
RENAISSANCE HOLDINGS LTD	COM	G7496G103	580	9360	SH	DEFINE
RENOVIS INC	COM	759885106	3343	928500	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	23	1800	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	5454	436300	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	33863	875019	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	24021	620688	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	297	7675	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	126471	589885	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	257	1285	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	2758	13790	SH	DEFINE
RESMED INC	COM	761152107	71	1720	SH	DEFINE
RESMED INC	COM	761152107	14895	361000	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	1066	14279	SH	DEFINE
REVLON INC	COM	761525500	23	16666	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	592211	9082992	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	557	8550	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	10188	620853	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	17629	1074300	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	15901	51944	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	8562	195400	SH	DEFINE
RLI CORPORATION	COM	749607107	113036	2020295	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	1247	34165	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	10950	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	256	7000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	90486	2479080	SH	DEFINE
ROCKFORD CORP	COM	77316P101	1343	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	516	7435	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1575	22299	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	7064	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	727	10285	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	98223	1390473	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	242821	5346119	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	42	1000	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	57013	1255700	SH	DEFINE
ROHM & HAAS CO	COM	775371107	1355	24783	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	308969	5411024	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	4	76	SH	DEFINE
ROSS STORES INC	COM	778296103	424	13750	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	27297	666100	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	2	56	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	20	500	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	3278	80000	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	463847	8192282	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	459	8640	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	599	13947	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	223175	2677570	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	31315	375701	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	9484	113782	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	418	5013	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	16692	205570	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	12960	159600	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	22736	280000	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	1	16	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	39478	486179	SH	DEFINE

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

ROYAL DUTCH SHELL	SPONS ADR A	780259206	355088	4373000	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	51065	2209666	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	10168	439981	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	14019	186000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	23	300	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	50855	674740	SH	DEFINE
RUSS BERRIE & CO INC	COM	782233100	46467	2494200	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	11168	657314	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	5381	316700	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	155	9100	SH	DEFINE
RYLAND GROUP INC	COM	783764103	42146	1127800	SH	DEFINE
SAFECO CORP	COM	786429100	283	4550	SH	DEFINE
SAFETY INSURANCE GROUP INC	COM	78648T100	2111	51000	SH	DEFINE
SAFeway INC	COM	786514208	492	14455	SH	DEFINE
SAIC INC	COM	78390X101	2210	122300	SH	DEFINE
SAKS INC	COM	79377W108	37363	1750000	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	118	2758	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	105	2450	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	53134	1239710	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	17006	1889500	SH	DEFINE
SANDISK CORP	COM	80004C101	6627	135405	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	274	6813	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	26053	646955	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	635	15779	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	1898	47133	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	10163	199001	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	16155	316329	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	2554	50000	SH	DEFINE
SAPIENT CORP	COM	803062108	171	22100	SH	DEFINE
SAPIENT CORP	COM	803062108	36821	4763400	SH	DEFINE
SARA LEE CORP	COM	803111103	14	800	SH	DEFINE
SARA LEE CORP	COM	803111103	1204	69201	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1084	28869	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	1946	78594	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	10824	437140	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	8	320	SH	DEFINE
SAUL CENTERS INC	COM	804395101	454	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1798	53542	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	132669	3949670	SH	DEFINE
SCANA CORP	COM	80589M102	1008	26325	SH	DEFINE
SCANA CORP	COM	80589M102	45948	1200000	SH	DEFINE
SCANSOURCE INC	COM	806037107	12058	376942	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	373	12239	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	3653	120000	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	613	20150	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	5284	173583	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	124242	4081523	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	186	6100	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	24	790	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	1120	16285	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	3971	57725	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	618526	8990200	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	122	1431	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	3398	40000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	421	4960	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	107472	1265265	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	63566	748360	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	127	1500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	212	2500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	21	250	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	764	9000	SH	DEFINE
SCHLUMBERGER LTD	DBCV 1.500% 6/0	806857AC2	30566	13000000	PRN	DEFINE

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

SCHOLASTIC CORP	COM	807066105	13073	363740	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	469	13050	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	1076	34724	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	4	134	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	2125	60797	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	104816	2999016	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	1100443	50548579	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	37233	1710297	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	15725	722320	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	4935	226674	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	2731	125440	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	5777	265345	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	90285	4147209	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	113	5180	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	3869	177705	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	655	30077	SH	DEFINE
SEALED AIR CORP	COM	81211K100	201	6494	SH	DEFINE
SEALY CORP	COM	812139301	5254	318010	SH	DEFINE
SEARS HOLDING CORP	COM	812350106	482	2843	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	1551	158100	SH	DEFINE
SECURITY CAPITAL ASSURANCE LTD	COM	G8018D107	5813	188320	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	1475	50777	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	30	1020	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	106111	3653958	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	1148	70780	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	8110	500000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	34944	1300000	SH	DEFINE
SEMCO ENERGY INC	COM	78412D109	1010	130000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	348	5875	SH	DEFINE
SEMPRA ENERGY	COM	816851109	185094	3125000	SH	DEFINE
SEMTECH CORP	COM	816850101	17221	993706	SH	DEFINE
SENECA FOODS CORP	COM	817070105	3308	121500	SH	DEFINE
SENECA FOODS CORP	COM	817070501	6774	256600	SH	DEFINE
SEPRACOR INC	COM	817315104	6	155	SH	DEFINE
SEPRACOR INC	COM	817315104	10251	249900	SH	DEFINE
SEQUENOM INC	COM	817337405	4520	1000000	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1178	92210	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	31228	2443500	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1019	79700	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	2718	212693	SH	DEFINE
SERVICEMASTER CO	COM	81760N109	202	13087	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	10677	937400	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	10253	900219	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	2378	208800	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	368	5533	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPN ADR RESTRD	824596100	22982	187626	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPN ADR RESTRD	824596100	441	3597	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	8	110	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	16	220	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	2535	34200	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	76325	533520	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	46585	325632	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	2	16	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	687	4800	SH	DEFINE
SIERRA HEALTH SERVICES INC	DCV 2.250% 3/1	826322AB5	9103	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	112342	6397600	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	42	2407	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	52680	3000000	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	2812	106200	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	1071	25100	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	17068	400000	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	2537	59466	SH	DEFINE

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

SIGMA-ALDRICH CORP	COM	826552101	11268	264070	SH	DEFINE
SIGMATEL INC	COM	82661W107	826	284690	SH	DEFINE
SIGNATURE BANK	COM	82669G104	4590	134600	SH	DEFINE
SIGNATURE BANK	COM	82669G104	13972	409747	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	677	19550	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	114379	3304790	SH	DEFINE
SILVER STANDARD RESOURCES INC	COM	82823L106	1103	30100	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	34	370	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	9388	100899	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	53201	571808	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	2531	27200	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	735	7900	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	12889	138535	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	538	7075	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	15198	200000	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	14144	419200	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	6	185	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	1539	74200	SH	DEFINE
SIRTRIS PHARMACEUTICALS INC	COM	82968A105	1208	122400	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	11721	10000000	PRN	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	254993	9323309	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	124461	4550691	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	16606	607152	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	29976	1096000	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	12385	452825	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	5679	207629	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	2613	95550	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	62	2260	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	2236	81740	SH	DEFINE
SKILLED HEALTHCARE GROUP INC	COM	83066R107	2810	181200	SH	DEFINE
SKYWEST INC	COM	830879102	31856	1336800	SH	DEFINE
SKYWEST INC	COM	830879102	19	800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	112	900	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	1957	15800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	595	4800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	9426	76086	SH	DEFINE
SLM CORP	COM	78442P106	504972	8769913	SH	DEFINE
SLM CORP	COM	78442P106	535	9300	SH	DEFINE
SLM CORP	COM	78442P106	1828	31740	SH	DEFINE
SLM CORP	COM	78442P106	13	230	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	958	15445	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	257	4385	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	520	8874	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	46640	795360	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	54504	1770170	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	2008	79147	SH	DEFINE
SMUCKER J M CO (THE)	COM	832696405	2098	32960	SH	DEFINE
SOHU.COM INC	COM	83408W103	4440	138800	SH	DEFINE
SOLETRON CORP	COM	834182107	674	183050	SH	DEFINE
SOLETRON CORP	COM	834182107	210	57000	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	4894	402500	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	7233	849000	SH	DEFINE
SONY CORP	ADR NEW	835699307	25462	495667	SH	DEFINE
SONY CORP	ADR NEW	835699307	31712	617322	SH	DEFINE
SONY CORP	ADR NEW	835699307	106	2055	SH	DEFINE
SONY CORP	ADR NEW	835699307	2093	40745	SH	DEFINE
SONY CORP	ADR NEW	835699307	7690	149700	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	8350	1978721	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	9333	2211500	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COM	838518108	353	9984	SH	DEFINE
SOUTHERN CO	COM	842587107	599	17460	SH	DEFINE
SOUTHERN CO	COM	842587107	952995	27792200	SH	DEFINE

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

SOUTHERN COPPER CORPORATION	COM	84265V105	165	1750	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	4242	45000	SH	DEFINE
SOUTHERN NATL BANCORP OF VA IN	COM	843395104	4072	290840	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2842	190600	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2	105	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	972	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	374	25080	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2018	135344	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	17304	1160570	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	133	8900	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	22	1480	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	3927	88257	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	325	7300	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	181977	4089371	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	256973	12155787	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	15	708	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	520	10800	SH	DEFINE
SPANSION INC	COM	84649R101	28860	2600000	SH	DEFINE
SPARTON CORP	COM	847235108	1903	264364	SH	DEFINE
SPDR TRUST SERIES 1	UNIT SER 1	78462F103	5065	33673	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	45836	1765657	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	3001	115598	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	414271	15958050	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	710908	34326780	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1	58	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	612	29575	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1595	77003	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	23788	1148643	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	2621	126545	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	34	1623	SH	DEFINE
SPSS INC	COM	78462K102	16809	380809	SH	DEFINE
SPX CORP	COM	784635104	335	3820	SH	DEFINE
ST JOE COMPANY	COM	790148100	65604	1415700	SH	DEFINE
ST JOE COMPANY	COM	790148100	100370	2165937	SH	DEFINE
ST JOE COMPANY	COM	790148100	99	2130	SH	DEFINE
ST JUDE MEDICAL INC	COM	790849103	294	7091	SH	DEFINE
STAMPS.COM INC	COM	852857200	5170	375183	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	87762	1672300	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	12936	376700	SH	DEFINE
STANDARD PACIFIC CORP	COM	85375C101	7896	450400	SH	DEFINE
STANDARD REGISTER CO	COM	853887107	399	35000	SH	DEFINE
STANLEY WORKS	COM	854616109	341	5625	SH	DEFINE
STANTEC INC	COM	85472N109	19963	567119	SH	DEFINE
STAPLES INC	COM	855030102	74	3134	SH	DEFINE
STAPLES INC	COM	855030102	8869	373758	SH	DEFINE
STAPLES INC	COM	855030102	24805	1045310	SH	DEFINE
STARBUCKS CORP	COM	855244109	144	5505	SH	DEFINE
STARBUCKS CORP	COM	855244109	471	17940	SH	DEFINE
STARBUCKS CORP	COM	855244109	7952	303031	SH	DEFINE
STARBUCKS CORP	COM	855244109	36570	1393690	SH	DEFINE
STARBUCKS CORP	COM	855244109	129	4900	SH	DEFINE
STARBUCKS CORP	COM	855244109	21	790	SH	DEFINE
STARENT NETWORKS CORP	COM	85528P108	426	29000	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	1294	19300	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	22336	333030	SH	DEFINE
STATE STREET CORP	COM	857477103	201869	2951300	SH	DEFINE
STATE STREET CORP	COM	857477103	21315	311620	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	94289	2249800	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	2345	55950	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	27139	552499	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	21274	433100	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	4339	88340	SH	DEFINE

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

STEINER LEISURE LTD	COM	P8744Y102	1715	34910	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	19442	1488680	SH	DEFINE
STERICYCLE INC	COM	858912108	241	5428	SH	DEFINE
STERICYCLE INC	COM	858912108	49822	1120600	SH	DEFINE
STERIS CORP	COM	859152100	40820	1334000	SH	DEFINE
STERIS CORP	COM	859152100	174	5700	SH	DEFINE
STEVEN MADDEN LTD	COM	556269108	202	6168	SH	DEFINE
STILLWATER MINING CO	COM	86074Q102	2788	253246	SH	DEFINE
STORA ENSO OYJ	SPON ADR REP R	86210M106	34751	1855383	SH	DEFINE
STORA ENSO OYJ	SPON ADR REP R	86210M106	149	7966	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	8369	372100	SH	DEFINE
STRAYER EDUCATION INC	COM	863236105	18716	142100	SH	DEFINE
STREETTRACKS GOLD TRUST	GOLD SHS	863307104	2872	44680	SH	DEFINE
STRYKER CORP	COM	863667101	13411	212575	SH	DEFINE
STRYKER CORP	COM	863667101	16463	260940	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	5497	95900	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	24816	432933	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	271789	5354397	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	249	5217	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	8416	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	698	132668	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	8226	1563860	SH	DEFINE
SUN-TIMES MEDIA GROUP INC	COM	86688Q100	29973	5709141	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	196170	2044289	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	1049	11661	SH	DEFINE
SUNOCO INC	COM	86764P109	800	10046	SH	DEFINE
SUNOCO INC	COM	86764P109	25689	322400	SH	DEFINE
SUNOPTA INC	COM	8676EP108	22592	2026144	SH	DEFINE
SUNPOWER CORP	COM	867652109	136	2151	SH	DEFINE
SUNPOWER CORP	COM	867652109	95	1500	SH	DEFINE
SUNPOWER CORP	COM	867652109	54783	868881	SH	DEFINE
SUNTECH POWER HOLDINGS CO LTD	ADR	86800C104	1181	32395	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	104192	1215209	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	2164	25235	SH	DEFINE
SUPER MICRO COMPUTER INC	COM	86800U104	6379	637300	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	17419	436349	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	45756	1146200	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	20112	924276	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COM	868358102	6020	461300	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	7717	1919726	SH	DEFINE
SYMANTEC CORP	COM	871503108	1366	67640	SH	DEFINE
SYMS CORP	COM	871551107	28214	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	6295	161694	SH	DEFINE
SYNOPSIS INC	COM	871607107	4335	164000	SH	DEFINE
SYSCO CORP	COM	871829107	2078	63000	SH	DEFINE
SYSCO CORP	COM	871829107	14143	428714	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	282	5442	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	1283	24732	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	54725	1054630	SH	DEFINE
T-3 ENERGY SERVICES INC	COM	87306E107	3345	100000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	3356	301500	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	15874	1426214	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	283	25405	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	189521	9200046	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	10052	520000	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	6902	545200	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	7	200	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	16785	448200	SH	DEFINE
TARGET CORP	COM	87612E106	506	7950	SH	DEFINE
TARGET CORP	COM	87612E106	32702	514181	SH	DEFINE
TARGET CORP	COM	87612E106	2207	34700	SH	DEFINE
TARGET CORP	COM	87612E106	4142	65132	SH	DEFINE

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

TARGET CORP	COM	87612E106	2223	34945	SH	DEFINE
TARGET CORP	COM	87612E106	18763	295011	SH	DEFINE
TARGET CORP	COM	87612E106	69504	1092835	SH	DEFINE
TARGET CORP	COM	87612E106	1089	17119	SH	DEFINE
TARGET CORP	COM	87612E106	65588	1031250	SH	DEFINE
TARGET CORP	COM	87612E106	173	2720	SH	DEFINE
TARGET CORP	COM	87612E106	22	350	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	1357	82618	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	14136	860890	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1454	29300	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1042	21000	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	318	6400	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	6007	121081	SH	DEFINE
TDK CORP	AMERN DEP SH	872351408	281	2900	SH	DEFINE
TECK COMINCO LTD	COM	878742204	56917	1259222	SH	DEFINE
TECO ENERGY INC	COM	872375100	103867	6045790	SH	DEFINE
TECO ENERGY INC	COM	872375100	214	12433	SH	DEFINE
TECO ENERGY INC	COM	872375100	172745	10055000	SH	DEFINE
TECO ENERGY INC	COM	872375100	4735	275617	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895101	4797	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895200	20659	1315000	SH	DEFINE
TEEKAY CORP	COM	Y8564W103	114181	1971699	SH	DEFINE
TEEKAY CORP	COM	Y8564W103	39	681	SH	DEFINE
TEKTRONIX INC	COM	879131100	37078	1098944	SH	DEFINE
TEKTRONIX INC	COM	879131100	206	6098	SH	DEFINE
TEKTRONIX INC	COM	879131100	108742	3222938	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	978	51570	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	28438	1499100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	76	4000	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	9998	217580	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	207	4500	SH	DEFINE
TELEFLEX INC	COM	879369106	133321	1630241	SH	DEFINE
TELEFLEX INC	COM	879369106	40890	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	245	3000	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	3544	53088	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	286302	4288530	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	34933	523261	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	133649	2001931	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	8624	129184	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	41	612	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4721	70714	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	327640	8647147	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	254346	6712745	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	14909	393490	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	114588	3024228	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	2628	69354	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	203155	5361692	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	1694	44702	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPON ADR ORD L	879403780	151	3990	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433100	451	7200	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433860	299	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	7363	226700	SH	DEFINE
TELLABS INC	COM	879664100	83399	7750800	SH	DEFINE
TELLABS INC	COM	879664100	8185	760680	SH	DEFINE
TELLABS INC	COM	879664100	2	160	SH	DEFINE
TELUS CORP	COM	87971M202	290883	4635580	SH	DEFINE
TELUS CORP	COM	87971M202	3482	59100	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	464655	7551682	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	3593	58390	SH	DEFINE
TEMPLETON DRAGON FUND INC	COM	88018T101	288	10935	SH	SOLE
TEMPLETON DRAGON FUND INC	COM	88018T101	21	800	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	COM	880191101	314	16138	SH	DEFINE

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

TEMPLETON EMERGING MARKETS INCOME	COM	880192109	208	14279	SH	SOLE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	41	2800	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND	COM	880198106	312	33401	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	COM	88022F105	738	11042	SH	SOLE
TENARIS SA	SPONSORED ADR	88031M109	91853	1876076	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	480030	73737276	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	25569	3927612	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	295897	45452740	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2354	361579	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	17793	2733240	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	294	45150	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1435	220362	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2531	388829	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	11863	1822235	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	85	13090	SH	DEFINE
TENNECO INC	COM	880349105	17330	494582	SH	DEFINE
TEPPCO PARTNERS L.P.	UT LTD PARTNER	872384102	217	4900	SH	DEFINE
TEREX CORP	COM	880779103	1693	20825	SH	DEFINE
TEREX CORP	COM	880779103	112	1380	SH	DEFINE
TEREX CORP	COM	880779103	106783	1313441	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	58181	1920796	SH	DEFINE
TESSERA TECHNOLOGIES INC	COM	88164L100	7222	178100	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	2	37	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	1	25	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	39773	964205	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	55091	1335540	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	7067	171320	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	128	3100	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	27	660	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	62728	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	76	974	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	178	4735	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	19379	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	732	19450	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	38388	1020136	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	63128	1677610	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	282	7500	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	37	970	SH	DEFINE
TEXTRON INC	COM	883203101	57808	525000	SH	DEFINE
TEXTRON INC	COM	883203101	418	3800	SH	DEFINE
THE HERSHEY CO	COM	427866108	2235	44150	SH	DEFINE
THE HERSHEY CO	COM	427866108	28671	566400	SH	DEFINE
THE HERSHEY CO	COM	427866108	1684	33271	SH	DEFINE
THERAVANCE INC	COM	88338T104	4816	150500	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	616	11908	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6811	131684	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	29000	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COM	884481102	4157	249670	SH	DEFINE
THOMSON CORP	COM	884903105	211478	4861564	SH	DEFINE
THOMSON CORP	COM	884903105	82	1994	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	2780	149970	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	18038	972938	SH	DEFINE
THOR INDUSTRIES INC	COM	885160101	63611	1409200	SH	DEFINE
THQ INC	COM	872443403	14369	470800	SH	DEFINE
TIDEWATER INC	COM	886423102	20187	284800	SH	DEFINE
TIDEWATER INC	COM	886423102	14	200	SH	DEFINE
TIFFANY & CO	COM	886547108	3162	59598	SH	DEFINE
TIM HORTONS INC	COM	88706M103	85068	2589597	SH	DEFINE
TIM HORTONS INC	COM	88706M103	300	9746	SH	DEFINE
TIMBERLAND COMPANY	COM	887100105	24789	984100	SH	DEFINE
TIMBERLAND COMPANY	COM	887100105	5	210	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J108	248557	6345586	SH	DEFINE

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

TIME WARNER CABLE INC	COM	88732J108	580	14800	SH	DEFINE
TIME WARNER INC	COM	887317105	1188106	56468914	SH	DEFINE
TIME WARNER INC	COM	887317105	52425	2491704	SH	DEFINE
TIME WARNER INC	COM	887317105	854232	40600373	SH	DEFINE
TIME WARNER INC	COM	887317105	3566	169499	SH	DEFINE
TIME WARNER INC	COM	887317105	28404	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	19097	907675	SH	DEFINE
TIME WARNER INC	COM	887317105	14908	708547	SH	DEFINE
TIME WARNER INC	COM	887317105	2187	103960	SH	DEFINE
TIME WARNER INC	COM	887317105	3398	161500	SH	DEFINE
TIME WARNER INC	COM	887317105	113643	5401287	SH	DEFINE
TIME WARNER INC	COM	887317105	113	5390	SH	DEFINE
TIME WARNER INC	COM	887317105	14198	674810	SH	DEFINE
TIME WARNER INC	COM	887317105	1369	65060	SH	DEFINE
TIME WARNER TELECOM INC	COM	887319101	5162	256800	SH	DEFINE
TIMKEN CO	COM	887389104	48218	1335300	SH	DEFINE
TJX COMPANIES INC	COM	872540109	43	1550	SH	DEFINE
TJX COMPANIES INC	COM	872540109	879	31971	SH	DEFINE
TNT NV	SPONSORED ADR	87260W101	1974	43800	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	687	27495	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	576	26300	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	2565	117000	SH	DEFINE
TORCHMARK CORP	COM	891027104	449562	6709884	SH	DEFINE
TORCHMARK CORP	COM	891027104	19096	285010	SH	DEFINE
TORCHMARK CORP	COM	891027104	1255	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	677	10100	SH	DEFINE
TORCHMARK CORP	COM	891027104	4338	64750	SH	DEFINE
TORCHMARK CORP	COM	891027104	1483	22130	SH	DEFINE
TORCHMARK CORP	COM	891027104	6646	99190	SH	DEFINE
TORCHMARK CORP	COM	891027104	90667	1353239	SH	DEFINE
TORCHMARK CORP	COM	891027104	16558	247130	SH	DEFINE
TORCHMARK CORP	COM	891027104	2063	30790	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	389057	5339792	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	541	7903	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	4744	58580	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	35359	436636	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	34055	420541	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	16526	204075	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	7308	90246	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	9799	121000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1813	14400	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1279	10162	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1363	26178	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	42	800	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	68550	1316998	SH	DEFINE
TRANSALTA CORP	COM	89346D107	202	7569	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COM	893521104	1076	15128	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	66629	1818483	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	14966	419105	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	19419	530000	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	420843	3970962	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	28146	265580	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	7949	75000	SH	DEFINE
TRANSOCEAN INC	COM	G90078909	212	2000	SH	CALL DEFINE
TRAVELERS COS INC	COM	89417E109	30763	575000	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	115145	2152238	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	4	70	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	2728	50994	SH	DEFINE
TREDEGAR CORP	COM	894650100	18623	874320	SH	DEFINE
TRIAD HOSPITALS INC	COM	89579K109	316143	5880634	SH	DEFINE
TRIAD HOSPITALS INC	COM	89579K109	1	15	SH	DEFINE
TRIBUNE CO	COM	896047107	499	16959	SH	DEFINE

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

TRIDENT MICROSYSTEMS INC	COM	895919108	2	119	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	4885	266200	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	191	10400	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	3190	99083	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	8087	251149	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	294157	9135302	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	129179	2966900	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	2233	51291	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	5851	134377	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	159661	3667000	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	18886	975500	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COM	89816T103	64684	5141843	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COM	89816T103	1	99	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	43540	4406889	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	COM	G9108L108	5588	79925	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	37387	3024860	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CORP	COM	899690101	3674	1440700	SH	DEFINE
TUPPERWARE BRANDS CORP	COM	899896104	329	11449	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	48696	2924667	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	39271	2358620	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	10019	601768	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	2121	127390	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	1736	104270	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	66720	4007191	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	38	2300	SH	DEFINE
TXU CORP	COM	873168108	363445	5400373	SH	DEFINE
TXU CORP	COM	873168108	834	12394	SH	DEFINE
TXU CORP	COM	873168108	2737	40664	SH	DEFINE
TXU CORP	COM	873168108	6861	101948	SH	DEFINE
TXU CORP	COM	873168108	1501927	22316900	SH	DEFINE
TXU CORP	COM	873168108	168	2500	SH	DEFINE
TXU CORP	COM	873168108	22	320	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	50223	1285780	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	1267488	37510740	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	51356	1519848	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	973462	28809164	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	4404	130322	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	52376	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	30290	896416	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	2424	71745	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	42564	1259650	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	3047	90160	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	14518	429640	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	152768	4521091	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	96	2850	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	16561	490116	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	1959	57965	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	15	945	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	8488	517900	SH	DEFINE
UBS AG	COM	H89231338	581618	7902424	SH	DEFINE
UBS AG	COM	H89231338	232404	3166822	SH	DEFINE
UBS AG	COM	H89231338	34424	573634	SH	DEFINE
UBS AG	COM	H89231338	60506	822098	SH	DEFINE
UBS AG	COM	H89231338	1423	21500	SH	DEFINE
UBS AG	COM	H89231338	1619	22004	SH	DEFINE
UBS AG	COM	H89231338	8287	112598	SH	DEFINE
UBS AG	COM	H89231338	100152	1360755	SH	DEFINE
UBS AG	COM	H89231338	5965	81050	SH	DEFINE
UBS AG	COM	H89231338	853	11596	SH	DEFINE
UBS AG	COM	H89231338	1685	22900	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	13190	721966	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	13507	739300	SH	DEFINE

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

UIL HOLDINGS CORP	COM	902748102	2	61	SH	DEFINE
UIL HOLDINGS CORP	COM	902748102	9930	300000	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	6887	186800	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	195	5294	SH	DEFINE
UNDER ARMOUR INC	COM	904311107	1000	21900	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	2140	18960	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	548605	4860500	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	590	19020	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	41597	1340958	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	2386	76915	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	1531	49371	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	25520	822700	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	34545	300000	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	15315	133001	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	85098	1425424	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	30	500	SH	DEFINE
UNIT CORP	COM	909218109	27404	435600	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COM	90933T109	5401	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	11404	429060	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	175	6600	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	248714	3407041	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	26743	366340	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1900	26034	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	2090	28629	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	21965	300887	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	32237	441600	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	2257	30920	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	7654	104851	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	75	1030	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	130054	1195900	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	952	8750	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	163	1500	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	273834	3860630	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	199	2808	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	60291	850000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	5323	75050	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	64895	914917	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	84743	1194746	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	163	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	23	320	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	17188	336093	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	2190	42830	SH	DEFINE
UNITRIN INC	COM	913275103	503	10220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COM	913431102	61600	850000	SH	DEFINE
UNIVERSAL CORP	COM	913456109	45123	740700	SH	DEFINE
UNIVERSAL FOREST PRODUCTS INC	COM	913543104	52913	1252090	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COM	913903100	246	4000	SH	DEFINE
UNIVERSAL TECHNICAL INSTITUTE INC	COM	913915104	12318	485159	SH	DEFINE
UNIVERSAL TECHNICAL INSTITUTE INC	COM	913915104	13101	516000	SH	DEFINE
UNUM GROUP	COM	91529Y106	1471	56350	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	15927	648484	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	328	13355	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	1052	43777	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	3806	158400	SH	DEFINE
US BANCORP	COM	902973304	175855	5337024	SH	DEFINE
US BANCORP	COM	902973304	1255926	38116102	SH	DEFINE
US BANCORP	COM	902973304	2050	62209	SH	DEFINE
US BANCORP	COM	902973304	8299	251852	SH	DEFINE
US BANCORP	COM	902973304	28907	877300	SH	DEFINE
US BIOENERGY CORP	COM	90342V109	26777	2357160	SH	DEFINE
V F CORP	COM	918204108	45790	500000	SH	DEFINE
V F CORP	COM	918204108	1148	12540	SH	DEFINE

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

V F CORP	COM	918204108	523	5708	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	92827	1525000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	9524	156470	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	371	6100	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	106047	6353946	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	17	1000	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	2369	32074	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	8715	118000	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y900	109	3000	SH	CALL DEFINE
VANDA PHARMACEUTICALS INC	COM	921659108	3252	160500	SH	DEFINE
VANGUARD EMERGING MARKETS ETF	COM	922042858	735	8050	SH	DEFINE
VARIAN INC	COM	922206107	15871	289459	SH	DEFINE
VARIAN INC	COM	922206107	17847	325500	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	2	49	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	128	3000	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	89884	2114429	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	27	675	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	29044	725005	SH	DEFINE
VCA ANTECH INC	COM	918194101	209	5534	SH	DEFINE
VCA ANTECH INC	COM	918194101	125022	3317115	SH	DEFINE
VECTREN CORP	COM	92240G101	269	9979	SH	DEFINE
VECTREN CORP	COM	92240G101	18851	700000	SH	DEFINE
VENTANA MEDICAL SYSTEMS INC	COM	92276H106	255	3300	SH	DEFINE
VENTAS INC	COM	92276F100	109522	3021308	SH	DEFINE
VENTAS INC	COM	92276F100	91	2500	SH	DEFINE
VENTAS INC	COM	92276F100	15415	425242	SH	DEFINE
VENTAS INC	COM	92276F100	1080	29800	SH	DEFINE
VENTAS INC	COM	92276F100	388	10700	SH	DEFINE
VENTAS INC	COM	92276F100	5670	156424	SH	DEFINE
VERIGY LTD	COM	Y93691106	1401	48974	SH	DEFINE
VERIGY LTD	COM	Y93691106	165	5759	SH	DEFINE
VERISIGN INC	COM	92343E102	1199	37782	SH	DEFINE
VERISIGN INC	COM	92343E102	78893	2486370	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	489791	11896795	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	1901	46176	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	1445	35101	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	55720	1353412	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	553254	13438290	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	103	2500	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	17	420	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	14	500	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	7568	265000	SH	DEFINE
VIACOM INC	COM	92553P102	4160	100000	SH	DEFINE
VIACOM INC	COM	92553P102	1151	27660	SH	DEFINE
VIACOM INC	COM	92553P201	1031170	24769888	SH	DEFINE
VIACOM INC	COM	92553P201	53635	1288374	SH	DEFINE
VIACOM INC	COM	92553P201	431544	10366167	SH	DEFINE
VIACOM INC	COM	92553P201	2908	69859	SH	DEFINE
VIACOM INC	COM	92553P201	2082	50000	SH	DEFINE
VIACOM INC	COM	92553P201	25702	617380	SH	DEFINE
VIACOM INC	COM	92553P201	2409	57860	SH	DEFINE
VIACOM INC	COM	92553P201	2571	61770	SH	DEFINE
VIACOM INC	COM	92553P201	5319	127760	SH	DEFINE
VIACOM INC	COM	92553P201	131481	3158323	SH	DEFINE
VIACOM INC	COM	92553P201	97	2320	SH	DEFINE
VIACOM INC	COM	92553P201	15916	382330	SH	DEFINE
VIACOM INC	COM	92553P201	1911	45900	SH	DEFINE
VIASAT INC	COM	92552V100	10263	319733	SH	DEFINE
VIASAT INC	COM	92552V100	16	500	SH	DEFINE
VIASAT INC	COM	92552V100	26082	812517	SH	DEFINE
VILLAGE SUPER MARKET INC	COM	927107409	10231	214000	SH	DEFINE
VIMPEL COMMUNICATIONS	SPONSORED ADR	68370R109	1852	17575	SH	DEFINE

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

VION PHARMACEUTICALS INC	COM	927624106	1545	1430400	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	742540	30469431	SH	DEFINE
VIOPHARMA INC	COM	928241108	55	4000	SH	DEFINE
VIOPHARMA INC	COM	928241108	6275	454700	SH	DEFINE
VITRAN CORP INC	COM	92850E107	345	15100	SH	DEFINE
VIVUS INC	COM	928551100	6938	1326500	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	95006	2825027	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	336	10000	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	32621	969984	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	684	20335	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	32479	965778	SH	DEFINE
VODAFONE GROUP PLC	SPONS ADR NEW	92857W209	2388	71000	SH	DEFINE
VOLCOM INC	COM	92864N101	7671	153030	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	35	315	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	2319	21110	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	54964	500400	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	1944	17700	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	659	6000	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	9563	87065	SH	DEFINE
W&T OFFSHORE INC	COM	92922P106	494	17663	SH	DEFINE
WABASH NATIONAL CORP	COM	929566107	54584	3730959	SH	DEFINE
WACHOVIA CORP	COM	929903102	9676	188800	SH	DEFINE
WACHOVIA CORP	COM	929903102	355884	6944087	SH	DEFINE
WACHOVIA CORP	COM	929903102	3181	62075	SH	DEFINE
WACHOVIA CORP	COM	929903102	2790	54448	SH	DEFINE
WACHOVIA CORP	COM	929903102	21791	425195	SH	DEFINE
WACHOVIA CORP	COM	929903102	235100	4587314	SH	DEFINE
WACHOVIA CORP	COM	929903102	99	1930	SH	DEFINE
WACHOVIA CORP	COM	929903102	9	170	SH	DEFINE
WAL-MART STORES INC	COM	931142103	251748	5232760	SH	DEFINE
WAL-MART STORES INC	COM	931142103	264391	5495544	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1714	35619	SH	DEFINE
WAL-MART STORES INC	COM	931142103	3368	70000	SH	DEFINE
WAL-MART STORES INC	COM	931142103	6533	135785	SH	DEFINE
WAL-MART STORES INC	COM	931142103	22085	459043	SH	DEFINE
WAL-MART STORES INC	COM	931142103	52004	1080940	SH	DEFINE
WAL-MART STORES INC	COM	931142103	130	2700	SH	DEFINE
WAL-MART STORES INC	COM	931142103	22	450	SH	DEFINE
WALGREEN CO	COM	931422109	1	19	SH	DEFINE
WALGREEN CO	COM	931422109	14352	329624	SH	DEFINE
WALGREEN CO	COM	931422109	9846	226140	SH	DEFINE
WALGREEN CO	COM	931422109	118	2700	SH	DEFINE
WALGREEN CO	COM	931422109	19	430	SH	DEFINE
WALT DISNEY CO	COM	254687106	151	4426	SH	DEFINE
WALT DISNEY CO	COM	254687106	38578	1130000	SH	DEFINE
WALT DISNEY CO	COM	254687106	250	7332	SH	DEFINE
WALT DISNEY CO	COM	254687106	51462	1507391	SH	DEFINE
WALT DISNEY CO	COM	254687106	61459	1800212	SH	DEFINE
WALT DISNEY CO	COM	254687106	85	2500	SH	DEFINE
WALT DISNEY CO	COM	254687106	14	420	SH	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	11	9000	PRN	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	19240	16000000	PRN	DEFINE
WALTER INDUSTRIES INC	COM	93317Q105	48592	1677890	SH	DEFINE
WARNACO GROUP INC	COM	934390402	66951	1701844	SH	DEFINE
WARNACO GROUP INC	COM	934390402	10937	278020	SH	DEFINE
WARNACO GROUP INC	COM	934390402	287	7300	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	121480	2848970	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	360488	8454210	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	1777	41678	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	2734	64112	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	7879	184789	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	1300335	30495650	SH	DEFINE

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

WASHINGTON MUTUAL INC	COM	939322103	281	6600	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	44	1030	SH	DEFINE
WASHINGTON POST CO	COM	939640108	1233	1589	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	26007	666000	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	1336	34203	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	9	225	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	786	20130	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	20997	537700	SH	DEFINE
WATERS CORP	COM	941848103	2016	33960	SH	DEFINE
WATERS CORP	COM	941848103	29680	500000	SH	DEFINE
WATERS CORP	COM	941848103	364	6140	SH	DEFINE
WATERS CORP	COM	941848103	1054	17760	SH	DEFINE
WATERS CORP	COM	941848103	131801	2220362	SH	DEFINE
WATERS CORP	COM	941848103	77	1300	SH	DEFINE
WATERS CORP	COM	941848103	17	280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	21033	646565	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	35087	1078592	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	55932	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	31698	974430	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2035	62560	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1104	33930	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	135723	4172254	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	40014	1067900	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	39	1040	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	91870	1663100	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	206	3725	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	7703	139450	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	4636	98500	SH	DEFINE
WELLPOINT INC	COM	94973V107	2	30	SH	DEFINE
WELLPOINT INC	COM	94973V107	3992	50000	SH	DEFINE
WELLPOINT INC	COM	94973V107	891	11160	SH	DEFINE
WELLPOINT INC	COM	94973V107	4702	58896	SH	DEFINE
WELLPOINT INC	COM	94973V107	69130	865970	SH	DEFINE
WELLPOINT INC	COM	94973V107	295	3700	SH	DEFINE
WELLPOINT INC	COM	94973V107	49	610	SH	DEFINE
WELLS FARGO & CO	COM	949746101	3211	91300	SH	DEFINE
WELLS FARGO & CO	COM	949746101	1435	40803	SH	DEFINE
WELLS FARGO & CO	COM	949746101	4220	120000	SH	DEFINE
WELLS FARGO & CO	COM	949746101	13784	391925	SH	DEFINE
WELLS FARGO & CO	COM	949746101	30595	869923	SH	DEFINE
WELLS FARGO & CO	COM	949746101	49542	1408630	SH	DEFINE
WENDYS INTERNATIONAL INC	COM	950590109	371	10100	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	1981	98329	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	6	91	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	73	1200	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	35910	594048	SH	DEFINE
WESCO INTERNATIONAL INC	NOTE 1.750%11/1	95082PAG0	4756	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	27402	1991430	SH	DEFINE
WEST MARINE INC	COM	954235107	35798	2601600	SH	DEFINE
WEST MARINE INC	COM	954235107	113	8200	SH	DEFINE
WEST MARINE INC	COM	954235107	3221	234070	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COM	955306105	178230	3780073	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	19424	800000	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1717	88740	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	808	41740	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1337	69085	SH	DEFINE
WESTERN REFINING INC	COM	959319104	10271	177700	SH	DEFINE
WESTERN REFINING INC	COM	959319104	584	10100	SH	DEFINE
WESTERN UNION CO	COM	959802109	1531	73496	SH	DEFINE
WESTFIELD FINANCIAL INC	COM	96008P104	1994	200000	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	70772	2516800	SH	DEFINE

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

WESTWOOD ONE INC	COM	961815107	24034	3342640	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	5862	815260	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1325259	16790313	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1	14	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1568	19865	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	1206402	1990696	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	455	750	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	16646	722550	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	2	58	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	201	6664	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	13775	457654	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	3644	95142	SH	DEFINE
WILD OATS MARKETS INC	COM	96808B107	201	12000	SH	DEFINE
WILLIAMS COS INC	COM	969457100	7819	247275	SH	DEFINE
WILLIAMS COS INC	COM	969457100	34782	1100000	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	574499	13039022	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	13623	309190	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	2351	53350	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	14567	330609	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	489	11787	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	2	128	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6652	450705	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COM	974637100	51273	1736900	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	5646	363100	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	655	14800	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	44230	1000000	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	556	10055	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1228	44329	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	89986	3247420	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	1803	24125	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	1863	24925	SH	DEFINE
WYETH	COM	983024100	25453	443900	SH	DEFINE
WYETH	COM	983024100	1600	27911	SH	DEFINE
WYETH	COM	983024100	34404	600000	SH	DEFINE
WYETH	COM	983024100	32773	571558	SH	DEFINE
WYETH	COM	983024100	32443	565800	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	96351	2657221	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	12380	341420	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	17973	878000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	296	14455	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	42987	2100000	SH	DEFINE
XENOPORT INC	COM	98411C100	5499	123800	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	102572	1216895	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	79861	947457	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	21282	252491	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	50861	603400	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	843	10003	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	17103	202907	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	2041	24218	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	6982	82831	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	31709	376185	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	736	8730	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	885	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	61	5150	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	5	406	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	577	49050	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	1274	108200	SH	DEFINE
XTO ENERGY INC	COM	98385X106	232	3855	SH	DEFINE
XTO ENERGY INC	COM	98385X106	10518	175000	SH	DEFINE
XYRATEX (BM) LTD	COM	G98268108	15270	686900	SH	DEFINE
YAHOO INC	COM	984332106	43408	1600000	SH	DEFINE
YAHOO INC	COM	984332106	6154	226845	SH	DEFINE

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

YAHOO INC	COM	984332106	6453	237854	SH	DEFINE
YAHOO INC	FRNT	4/0 984332AB2	1490500	11000000	PRN	DEFINE
YAMANA GOLD INC	COM	98462Y100	5861	495400	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	19294	1630940	SH	DEFINE
YUM! BRANDS INC	COM	988498101	1681	51368	SH	DEFINE
ZALE CORP	COM	988858106	39739	1669000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	5433	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	53872	634611	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	10866	128000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	212	2500	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	934	11000	SH	DEFINE
ZOLTEK COMPANIES INC	COM	98975W104	627	15100	SH	DEFINE
ZUMIEZ INC	COM	989817101	111	2936	SH	DEFINE
ZUMIEZ INC	COM	989817101	3850	101910	SH	DEFINE
ZUMIEZ INC	COM	989817101	40100	1061416	SH	DEFINE

GRAND TOTAL

185749544