FRANKLIN RESOURCES INC

Form 5

November 13, 2007

FORM	15							OMB AF	PROVAL	
· Orth	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB Number:	3235-0362	
Check thi no longer		Wa	Washington, D.C. 20549					Expires:	January 31 2005	
to Section Form 4 or 5 obligati may conti	n 16. r Form ANN ons		ATEMENT OF CHANGES IN BENEFICI OWNERSHIP OF SECURITIES					Estimated average burden hours per response 1		
See Instru 1(b). Form 3 H Reported Form 4 Transacti Reported	Filed pur foldings Section 17(s	suant to Section a) of the Public U 30(h) of the I	Jtility Holdin	ng Comp	any A	Act of	1935 or Section	1		
1. Name and A	Address of Reporting DNNA S	Symbol	2. Issuer Name and Ticker or Trading Symbol FRANKLIN RESOURCES INC				5. Relationship of Reporting Person(s) to Issuer			
		[BEN]					(Check	all applicable)	
(Last)	(First) (M	(Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2007				Director 10% Owner _X_ Officer (give title Other (specify below) VP - HR International			
	KLIN RESOURC E FRANKLIN Y						VP - H	R Internationa	I	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)			
SAN MAT	EO, CA 94403	31906					_X_ Form Filed by C Form Filed by M Person			
(City)	(State)	(Zip) Tal	ole I - Non-Der	ivative Se	curiti	es Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	Transaction Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal	6. Ownership Form: Direct (D) or Indirect (I)		
				Amount	(A) or (D)	Price	Year (Instr. 3 and 4)	(Instr. 4)		
Common Stock, par value \$.10	08/21/2007	Â	G	100	D	\$ (1)	20,245.1131 (2)	D	Â	
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	738.888 (3)	I	By 401(k)	
	Â	Â	Â	Â	Â	Â	240	I	By IRA	

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Common Stock, par value \$.10

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

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SEC 2270 (9-02)

> 9. of D

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

IKEDA DONNA S C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CAÂ 944031906

VP - HR International Â

Signatures

/s/ IKEDA, 11/12/2007 DONNA S.

**Signature of Date

Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not Applicable
- (2) Of the amount of securities beneficially owned, 1,221 shares represent unvested awards of restricted shares.
- Reporting person holds shares in Franklin Templeton Profit Sharing 401(k) Plan. Information is based on a plan statement as of September 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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