

FRANKLIN RESOURCES INC
Form 5/A
December 26, 2007

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
BOLT JENNIFER J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP-Operations and Technology

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/14/2007

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------------|--|--|---|
| | | | | Amount | (A) or (D) Price | | | |
| Common Stock, par value \$.10 | 12/29/1999 | Â | G ⁽¹⁾ | 11,000 | A \$ ⁽¹⁾ | 75,080 ⁽⁵⁾ <u>(6)</u> | I | <u>(2)</u> |
| Common Stock, par value \$.10 | 04/18/2007 | Â | J4 ⁽³⁾⁽⁴⁾ | 199,980 | A \$ ⁽³⁾ | 75,080 ⁽⁵⁾ <u>(6)</u> | I | <u>(2)</u> |

Common Stock, par value \$.10 04/18/2007 Â J4⁽³⁾⁽⁴⁾ 135,900 D \$ 132.99 75,080 ⁽⁵⁾ I ⁽²⁾

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

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

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

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOLT JENNIFER J C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403 | Â | Â | Â EVP-Operations and Technology | Â |

Signatures

/s/ Jennifer J. Bolt 12/26/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person became a trustee of a trust for the benefit of the Reporting Person and the Reporting Person's children. No consideration was paid in respect thereof.
- (2) Reporting Person is a trustee of a trust for the benefit of the Reporting Person and the Reporting Person's children.
- (3) Trust received a pro-rata distribution from a limited partnership in which the trust is a limited partner. No consideration was paid in respect thereof.

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- (4) Trust transferred shares to settle a debt previously contracted (for estate planning purposes) with a trust of which the Reporting Person's mother is the lifetime beneficiary and the Reporting Person is a contingent beneficiary.
- (5) Beneficial ownership at end of Issuer's fiscal year, September 30, 2007.

This Form 5/A amends the Form 5 filed on November 14, 2007 (the "Original Form 5"), to report transactions omitted from the Original

- (6) Form 5, and to change the number of shares held by a trust from 142,780 to 75,080. All transactions and other holdings set forth in the Original Form 5 remain unchanged and unaffected by this amendment.

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