

FRANKLIN RESOURCES INC  
 Form 4  
 February 15, 2013

**FORM 4** 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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JOHNSON GREGORY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and President

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock, par value \$ .10	12/03/2012		G	V	80	D	720,806	D	
Common Stock, par value \$ .10	12/05/2012		G	V	132,000	D	588,806	D	
Common Stock, par	12/05/2012		G	V	132,000	A	132,000	I	By Venture Limited

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value \$.10								Partnership (2)	
Common Stock, par value \$.10	12/20/2012		G V 193	D	Ⓛ	588,613	D		
Common Stock, par value \$.10	12/28/2012		G V 103	A	Ⓛ	588,716	D		
Common Stock, par value \$.10	12/28/2012		G V 206	A	Ⓛ	20,310	I	As A Trustee For Minor Child (3)	
Common Stock, par value \$.10	12/28/2012		G V 103	A	Ⓛ	5,188	I	By Spouse (4)	
Common Stock, par value \$.10	02/15/2013		S	20,000	D	\$ 144.1579 (5)	855,000	I	By Business Limited Partnership (6)
Common Stock, par value \$.10							1,557.43	I	By 401(k) (7)
Common Stock, par value \$.10							2,700	I	By Business Trust (8)

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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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GREGORY E C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	X		CEO and President	

## Signatures

/s/ Gregory E. Johnson                      02/15/2013

\_\_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) Limited partnership under control of Reporting Person, and owned in part by irrevocable trusts for the benefit of Reporting Person's children. Reporting Person disclaims beneficial ownership of the children's trusts.
- (3) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (4) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.07 to \$144.29, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff on the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Business limited partnership under control of Reporting Person.
- (7) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of December 31, 2012.
- (8) Business trust for the benefit of Reporting Person and Reporting Person's children.

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