FRANKLIN RESOURCES INC

Form 4

November 06, 2014

								OMB ARREOVAL				
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL					
Washington, D.C. 20549									Number:	3235-0287		
Check this box if no longer GEATER ADVISOR OF CHANGES IN DEPLETIONAL ON NEDGLIDO OF								Expires:	January 31,			
subject t Section Form 4 o		SECU	RITIES			NERSHIP OF	Estimated average burden hours per response (0					
Form 5 obligations may continue. See Instruction 1(b). 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 * Yun William Young			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					Director 10% Owner X Officer (give title Other (specify				
C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY			(Month/Day/Year) 11/04/2014					below) below) EVP-Alternative Strategies				
Filed				endment, Donth/Day/Yea	Oate Origina ar)	.1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN MAT	EO, CA 94403-19	906						Person		r6		
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Month/Day/Year) Execution I any (Month/Day			Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect Form: Beneft Direct (D) Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Ilisti . 3 alid 4)	(IIIsu. 4)			
Common Stock, par value \$.10	11/04/2014			A	16,164	A	\$ 55.68	158,524.0361 (1)	D			
Common Stock, par value \$.10								6,531	I	As A Trustee For Minor Child (2)		
Common Stock, par value \$.10								15,197.4685	I	By 401(k)		

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
		·				(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
							Date		Number			
									of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Yun William Young C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

EVP-Alternative Strategies

Signatures

/s/ Maria Gray, Attorney-in-Fact

**Signature of Reporting Person Da

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) Of the amount of securities beneficially owned, 15,639 shares represent unvested restrick stock awards.
- (2) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October

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.

Reporting Owners 2